



# California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: Workflo, Greta Towers, Industrial Estate, Perungudi,

OMR Phase 1, Chennai 600096

Phone +91 94448 60882

Email: [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com) [www.calsoftgroup.com/www.calsof.com](http://www.calsoftgroup.com/www.calsof.com)

September 10, 2024

To

**National Stock Exchange of India Limited**

**Symbol – CALSOFT**

Exchange Plaza,

5<sup>th</sup> Floor, Plot No. C/1, G Block,

Bandra-Kurla Complex

Bandra (East), Mumbai - 400 051

**BSE LIMITED**

**Security Code - 532386**

PHIROZE JEEJEEBHOY TOWERS

DALAL STREET

MUMBAI-400001

Dear Sir/Madam,

**Sub: Intimation of Outcome of Results of the 32<sup>nd</sup> Annual General Meeting (AGM) under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended - reg**

Mr. Ramanathan Nachiappan , Designated Partner of M/s. S. Dhanapal & Associates LLP, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid AGM has submitted the Scrutinizer report dated 10<sup>th</sup> September 2024 addressed to the Chairman of the Company. Pursuant to the said report, the results were declared by A.V.N Srimarathi, Director of the Company, at the registered office of the Company today, i.e., 10<sup>th</sup> September 2024.

We are pleased to inform you that the following Resolutions, relating to the below mentioned AGM Agenda items, have been passed by the shareholders of the Company with requisite majority.

1. To receive, consider, and adopt the audited standalone and consolidated financial statement the Company comprising of the audited balance sheet as of March 31, 2024, the statement of profit and loss, and the cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon. ( Ordinary Business – Ordinary Resolution ).
2. To appoint a Director in place of Ms. Manimala Vasudevan (DIN: 01980557), Whole- Time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment. ( Ordinary Business – Ordinary Resolution )
3. Re-Appointment of Ms. Annaganalaur Srimathi Venkata Narayanan (DIN: 08328823) as an Independent Director of the Company (Special Business – Special Resolution)

Further, the disclosure of business transacted by the Company pertaining to the voting results of 32<sup>nd</sup> AGM pursuant to Regulation 44 of the SEBI (LODR) are furnished below:-

Date of Declaration of results of AGM: 10<sup>th</sup> September 2024



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Total number of shareholders as on 2<sup>nd</sup> September 2024 (cut-off date for reckoning the voting rights of shareholders): 14827

**Resolution No.1 - To receive, consider, and adopt the audited standalone and consolidated financial statement the Company comprising of the audited balance sheet as of March 31, 2024, the statement of profit and loss, and the cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.**

**Resolution required: Ordinary Resolution; Manner of voting: E-voting**

**Whether Promoter/ Promoter Group are interested in the Resolution: No**

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	55,22,972	55,22,972	100	55,22,972	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>55,22,972</b>	<b>55,22,972</b>	<b>100</b>	<b>55,22,972</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	300	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>300</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	E-voting	99,33,834	8,89,362	8.593	8,89,288	74	99.992	0.008
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>99,33,834</b>	<b>8,89,362</b>	<b>8.593</b>	<b>8,89,288</b>	<b>74</b>	<b>99.992</b>	<b>0.008</b>
	<b>Total</b>	<b>1,54,57,106</b>	<b>64,12,334</b>	<b>41.48</b>	<b>64,12,260</b>	<b>74</b>	<b>99.998</b>	<b>0.002</b>
<b>Whether resolution is passed or not</b>								<b>YES</b>

# voting rights are in proportion to the paid up value of shares held as on 2<sup>nd</sup> September 2024.

\* Under this column, the valid votes polled on e-voting are mentioned.

The number of votes polled in favour of the Ordinary Resolution is 99.998% (100% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

**Resolution No.2 - To appoint a Director in place of Ms. Manimala Vasudevan (DIN: 01980557), Whole-Time Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.**

**Resolution required: Ordinary Resolution; Manner of voting: E-voting**

**Whether Promoter/ Promoter Group are interested in the Resolution: No**

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	55,22,972	55,22,972	100	55,22,972	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>55,22,972</b>	<b>55,22,972</b>	<b>100</b>	<b>55,22,972</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	300	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>300</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	E-voting	99,33,834	8,89,362	8.593	8,89,288	74	99.992	0.008
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>99,33,834</b>	<b>8,89,362</b>	<b>8.593</b>	<b>8,89,288</b>	<b>74</b>	<b>99.992</b>	<b>0.008</b>
	<b>Total</b>	<b>1,54,57,106</b>	<b>64,12,334</b>	<b>41.48</b>	<b>64,12,260</b>	<b>74</b>	<b>99.998</b>	<b>0.002</b>
<b>Whether resolution is passed or not</b>								<b>YES</b>

# voting rights are in proportion to the paid up value of shares held as on 2<sup>nd</sup> September 2024.

\* Under this column, the valid votes polled on e-voting are mentioned.



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The number of votes polled in favour of the Ordinary Resolution is 99.998% (100% of the total valid votes).

Thus, the Ordinary Resolution has therefore been approved by the shareholders with requisite majority

**Resolution No.3 - Re-Appointment of Ms. Annaganalaur Srimathi Venkata Narayanan (DIN: 08328823) as an Independent Director of the Company.**

**Resolution required: Ordinary Resolution; Manner of voting: E-voting**

**Whether Promoter/ Promoter Group are interested in the Resolution: No**

Category	Mode of Voting	No of Shares held #	No of votes polled *	% of Votes polled on outstanding shares	No of votes – in favour	No of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	55,22,972	55,22,972	100	55,22,972	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>55,22,972</b>	<b>55,22,972</b>	<b>100</b>	<b>55,22,972</b>	<b>-</b>	<b>100</b>	<b>-</b>
Public - Institutions	E-voting	300	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>300</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public - Non Institutions	E-voting	99,33,834	8,89,362	8.593	8,88,788	574	99.992	0.008
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>	<b>99,33,834</b>	<b>8,89,362</b>	<b>8.593</b>	<b>8,89,288</b>	<b>74</b>	<b>99.991</b>	<b>0.009</b>
	<b>Total</b>	<b>1,54,57,106</b>	<b>64,12,334</b>	<b>41.48</b>	<b>64,11,760</b>	<b>574</b>	<b>99.991</b>	<b>0.009</b>
<b>Whether resolution is passed or not</b>								<b>YES</b>



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# voting rights are in proportion to the paid up value of shares held as on 2<sup>nd</sup> September 2024.

\* Under this column, the valid votes polled on e-voting are mentioned.

The number of votes polled in favour of the Special Resolution is 99.991% (100% of the total valid votes).

Thus, the Special Resolution has therefore been approved by the shareholders with requisite majority

The above results for all the resolutions have been announced by Ms. AVN Srimathi, Director on 10<sup>th</sup> September 2024 at the Registered Office of the Company.

We enclose herewith a copy of the Scrutinizer's Report for your reference.

Thanking you,

Yours truly

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

**Dr Mahalingam Vasudevan**  
**Managing Director**



# S Dhanapal & Associates LLP

## Practising Company Secretaries

LLPIN ACB - 0368  
(Regd. with Limited Liability Under the LLP Act, 2008)

**Designated Partners :**

S. Dhanapal, B.Com., B.A.B.L., F.C.S  
N. Ramanathan, B.Com., F.C.S  
Smita Chirimar, M.Com., F.C.S, DCG(ICSI)

**FORM NO. MGT-13**  
**REPORT OF SCRUTINIZER**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]*

To  
**The Chairman,**  
32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
**M/s. CALIFORNIA SOFTWARE COMPANY LIMITED**  
Chennai

Dear Sir,

I, Ramanathan Nachiappan, Designated Partner of M/s. S Dhanapal & Associates LLP, Practising Company Secretaries, appointed as Scrutinizer by the Board of Directors of **M/s. CALIFORNIA SOFTWARE COMPANY LIMITED** ("the Company") for the purpose of scrutinizing the e-voting process taken in connection with the 32<sup>nd</sup> Annual General Meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 32<sup>nd</sup> Annual General meeting held on Monday, the 9<sup>th</sup> day of September, 2024 at 04.00 P.M. by video Conferencing / Other Audio Visual means (VC / OAVM), submit the results of voting by electronic means as contained herein.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means by the shareholders on the resolutions proposed in the Notice of the 32<sup>nd</sup> Annual General Meeting of the Company is the responsibility of the Company. My responsibility as a Scrutinizer is to ensure that the voting process, through electronic means is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes cast in favour or against if any to the Chairman, based on the reports generated from the electronic voting system provided by National Depository Services (India) Limited ("NSDL").

The voting rights of members were in proportion to their share of paid up equity share capital of the company as on cut-off date i.e 2<sup>nd</sup> September, 2024 and as per Register of members of the company.

The results of the voting are as under:



A handwritten signature in blue ink, appearing to be "S" or "Smita", written over the stamp.

# S Dhanapal & Associates LLP

Practising Company Secretaries

**Resolution No. 1 - To receive, consider, and adopt the audited standalone and consolidated financial statement the Company comprising of the audited balance sheet as of March 31, 2024, the statement of profit and loss, and the cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon (Ordinary Business - Ordinary Resolution)**

	No. of Shares	No. of Members
Total Votes Cast	64,12,334	106
Less: Invalid votes	0	0
Net Valid votes cast	64,12,334	106
Votes cast in favour	64,12,260	99
Votes Cast against	74	7

**% of total valid votes cast in favour of the resolution: 99.998%**

**% of total valid votes cast against the resolution: 0.002%**

**Resolution No. 2 - To appoint a Director in place of Ms. Manimala Vasudevan (DIN: 01980557), Whole- Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Business - Ordinary Resolution)**

	No. of Shares	No. of Members
Total Votes Cast	64,12,334	106
Less: Invalid votes	0	0
Net Valid votes cast	64,12,334	106
Votes cast in favour	64,12,260	99
Votes Cast against	74	7

**% of total valid votes cast in favour of the resolution: 99.998%**

**% of total valid votes cast against the resolution: 0.002%**

**Resolution No. 3- Re-Appointment of Ms. Annaganalaur Srimathi Venkata Narayanan (DIN: 08328823) as an Independent Director of the Company (Special Business - Special Resolution)**

	No. of Shares	No. of Members
Total Votes Cast	64,12,334	106
Less: Invalid votes	0	0
Net Valid votes cast	64,12,334	106
Votes cast in favour	64,11,760	98
Votes Cast against	574	8

**% of total valid votes cast in favour of the resolution: 99.991%**

**% of total valid votes cast against the resolution: 0.009%**

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**S Dhanapal & Associates LLP**  
**Practising Company Secretaries**

The Chairman may declare the result of the voting on the resolutions proposed at the 32<sup>nd</sup> Annual General Meeting of the company as per the above results.

Thanking you,

Yours faithfully,

For **S DHANAPAL & ASSOCIATES LLP**  
**(Practising Company Secretaries)**



Place: Chennai  
Date: 10.09.2024

**RAMANATHAN NACHIAPPAN**  
**Designated Partner**  
**M. No.F6665**  
**C. P. No.11084**  
**UDIN: F006665F001181465**