



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 www.calsoftgroup.com/www.calsof.com

August 17, 2024

To

National Stock Exchange of India Limited

Symbol – CALSOFT

Exchange Plaza,

5thFloor, 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 32nd Annual General Meeting to be held on Monday, September 09, 2024 and Book Closure.

With reference to the above captioned subject, we wish to inform you that 32nd Annual General Meeting ("AGM") of the Company will be held on Monday, September 09, 2024 at 4.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the Ordinary and Special Business as set out in the Notice convening the 32nd AGM, dated September 09, 2024. A said copy of the Notice of 32nd Annual General Meeting is attached with this letter.

Further, pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 02, 2024 to Monday, September 09, 2024 (both days inclusive) for the purpose of AGM.

Further pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company will be providing the facility for voting by electronic means ("remote e-voting"). The remote e-voting period will commence on Friday, September 06, 2024 (09.00 a.m. IST) and end on Sunday, September 08, 2024 (5.00 p.m. IST). The voting rights of Members shall be reckoned on the basis of number of equity shares held by Members of the Company as on cut-off date i.e., September 02, 2024.

This is for your information and record.

Thanking you,

Yours truly

For California Software Company Limited

Vasudevan Mahalingam

Chief Executive Officer & Managing Director



NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **Thirty Second (32nd) Annual General Meeting** of **CALIFORNIA SOFTWARE COMPANY LIMITED** (CIN: L72300TN1992PLC022135) will be held on Monday, **September 09, 2024, at 04.00 P.M.** from the registered office of the Company situated at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096, through video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider, and adopt the audited standalone and consolidated financial statement** of 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.
- 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.

SPECIAL BUSINESS

- 3. Re-Appointment of Ms. Annaganalaur Srimathi Venkata Narayanan (DIN: 08328823) as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 156 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Act and the Rules made thereunder, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. AVN. Srimathi (DIN: 08328823), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from June 10, 2024 up to June 09, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. Mahalingam Vasudevan

Managing Director

DIN: 01608150

Date: August 14, 2024

Place: Chennai

Registered Office:

Workflo,

Greeta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096

Notes:

1. The Ministry of Corporate Affairs has issued General Circular No. 02/2022 and No. 03/2022, dated May 05, 2022, No. 20/2020 dated May 05, 2020, No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.02/2021 dated January 13, 2021, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and available at the Company's website: www.calsofts.com.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out material facts in respect of the Special Businesses to be transacted at the 32nd Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VG/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at secretarial@csdhanapal.com with a copy marked to RTA- yuvraj@integratedindia.in and calsoftsecretarial@gmail.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting

4. The Register of Members and the Share Transfer Books will remain closed from Monday, September 02, 2024 to Monday, September 09, 2024 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2023-2024.

5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.calsof.com and on the website of the Company's Registrar and Transfer Agents, www.integratedindia.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

7. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. Given the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or M/s Integrated Registry Management Services Private Limited for assistance.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Therefore, members holding shares in electronic form are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ACL. Shareholders are requested to note that furnishing of a Permanent Account Number (PAN) is now mandatory in the following cases:

- Legal Heirs/Nominees' PAN Card for transmission of shares
- Surviving joint holders' PAN Cards for deletion of the name of deceased Shareholder, and
- Joint Holders' PAN Cards for transposition of shares

9. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (yuvraj@integratedindia.in) or to the Company at its Registered Office at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai – 600096.

10. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.

11. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 32nd AGM along with the Annual Report for the financial year 2023-2024 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes

12. In line with the MCA circulars the Notice convening 32nd AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2023-2024 is available on the Company's website on <https://www.calsofts.com>. The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and also on the website of National Depository Services (India) Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., www.evotingindia.com. For any communication, the shareholders may also send request to the following mail id: calsoftsecretarial@gmail.com.

13. The Company has appointed National Depository Services (India) Limited ("NSDL") to provide a facility for voting through remote e-voting for participation in the 32nd AGM through VC/OAVM Facility and e-voting during the 32nd AGM of the Company;

14. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

115. The facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM. It will be kept open until the expiry of Fifteen (15) minutes after the scheduled meeting commencement, as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come, first serve basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the Meeting without restriction on account of first-come first-serve basis.

16. The Members are requested to note that the Company has arranged a Video Conferencing Facility (VC) for the proceedings of the AGM through the Cisco Webex platform. Members may use this facility using the login credentials provided for remote e-voting. On the day of the AGM, members will log in through their user ID and password on the e-voting website of NSDL. The link/tab will be available in the Member login, where the EVEN of the Company will be displayed.

17. The Company's Board of Directors, at their Meeting held on Wednesday, August 14, 2024, had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, having an address at Suite No.103, First Floor, Kaveri Complex, 96/104, Nungambakkam High Road, (Next to NABARD & ICICI Bank), Nungambakkam, Chennai - 600034 as the Scrutinizer to scrutinise the remote e-voting and the e-voting at AGM in a fair and transparent manner.

18. The scrutiniser shall, immediately after the conclusion of the e-voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorised by the Chairman of the AGM, who shall countersign the same.

19. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website, www.calsofts.com and www.evotingindia.com. Further, the results shall be displayed on the Company's Notice Board at its Registered Office and posted on the Company's website. It shall also be communicated to stock exchanges where the Company's shares are listed.

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. September 09, 2024. Members seeking to inspect such documents can send an email to calsoftsecretarial@gmail.com.

21. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice.

22. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years, or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. As the Company has not declared any dividend for the year 2015-16, the transfer of the amount of dividend that remains unclaimed for a period of 7 years to the IEPF account and the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more to the Demat account of IEPF Authority does not arise;

23. For receiving the Notice and all other communications from the Company electronically, Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, email id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card;

- Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant (DP).
- If there is any change in the e-mail ID already registered with the Company/ RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;

24. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 02, 2024, through email on calsoftsecretarial@gmail.com. The same will be replied by the Company suitably through email.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-Voting facility for its members to enable them to cast their votes electronically. The company has availed the e-voting services provided by National Securities Depository Limited. (NSDL). The Company has appointed Mr. N. Ramanathan, Designated Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries as scrutinisers for conducting the e-voting process fairly and transparently. The instructions for e-voting are detailed hereunder:

The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date being September 02, 2024.

The instructions for Shareholders for e-Voting are as under:

A. In case of Shareholders' receiving e-mail from NSDL (for members whose email IDs are registered with the Company/Depository participants):

- i. Open e-mail and PDF file viz; "California Software Company Limited e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder-Login".
- iv. Insert user ID and password as the initial password noted in the step above. Click Login.
- v. Password change menu appears. Change the password with a new password of your choice with a minimum of 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended not to share your password with anyone and take utmost care to keep it confidential.
- vi. The home page of e-Voting opens. Click one-Voting: Active E-voting Cycles.
- vii. Select "EVEN" of California Software Company Limited.
- viii. Now you are ready for e-voting as the Cast Vote page opens.
- ix. Cast your vote by selecting the appropriate option and clicking "Submit" and "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. You cannot modify your vote Once you have voted on the resolution.
- xii. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter together with an attested specimen signature of the duly authorised signatory(i.e.) who are authorised to vote, to the Scrutinizer through e-mail at calsoftsecretarial@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives a physical copy of the Notice of AGM (For members whose email IDs are not registered with the Company/Depository Participant(s) or requesting a physical copy)

a. The initial password is provided as below/at the bottom of the attendance Form.

R EVEN (Remote- e Voting Event Number)	(i) USERID	PASSWORD/PIN

Please follow all steps from S.No. (ii) to S.No.(xii) above, to cast vote.

C. Instructions for members for attending the AGM through VC/OAVM are as under

- Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at <https://www.evoting.nsdl.com> and click on the “video conference” and access the members’ login by using the remote e-voting credentials. The link for e-AGM will be available in members’ login where the EVENT and the name of the company can be selected;
- Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above
- The facility of joining the AGM through VC/OAVM shall opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- Members will be allowed to attend the AGM through VC/OAVM on a first come, first served basis
- Members will be required to allow “camera” and use the internet at a good speed to avoid any disturbance during the meeting;

- Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches;
- AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into <https://www.evoting.nsdl.com> and click on “Post your Questions”. Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. “Post your Questions” link shall commence on Friday ,September 06, 2024 (10:00 A.M.) and ends on Sunday, September 08, 2024 (5:00 P.M.).
- Speaker Registration during e-AGM session: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://www.evoting.nsdl.com> and clicking on “Speaker Registration”. You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. The speaker registration shall commence on Friday, September 06, 2024 (10:00 A.M.) and ends on Sunday, September 08, 2024, (5:00 P.M.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- Members who need assistance before or during the AGM, can contact Mr. Vijayakumar (Whole Time Director) at +91-90920-53888.

General Guidelines for Members

i. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at secretarial@csdhanapal.com and copy marked to calsoftsecretarial@gmail.com

ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log into thee-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

iii. A Member can vote either by remote e-Voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.

iv. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 02nd September 2024 (‘Cut-Off Date’).

v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 02nd September 2024, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

D. Other instructions

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. The e-Voting period commences on Friday, September 06, 2024 (10:00 AM) and ends on Sunday, September 08, 2024 (5:00 PM). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 02, 2024, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it.

v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.calsoft.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By order of the Board**For CALIFORNIA SOFTWARE COMPANY LIMITED****Dr. Mahalingam Vasudevan**

Managing Director

DIN: 01608150

Date: August 14, 2024

Place: Chennai

Registered Office:

Workflo,

Greta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 26(4) AND 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 (SS 2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Ms. Annaganalaur Srimathi Venkata Narayanan	Ms. Vasudevan Manimala
Director Identification Number (DIN)	8328823	1980557
Date of Birth and Age	August 24, 1969 54 years	May 06, 1972 52 years
Nationality	Indian	Indian
Date of first appointment on Board	10/05/2019	08/06/2018
Qualification	Post graduate degree	M. Sc., Ph.D.,
Expertise in specific functional areas	Research and Development	Consulting engagements and management of large-scale technology programs as well as operations involved in Clinical Research
Terms and conditions of appointment/reappointment	Re-Appointment as Independent Director for five years and not liable to retire by rotation	Appointed as Whole time Director for a period of five years and liable to retire by rotation
Relationship with other Directors and KMP's	Not related with any Directors and KMP's of the Company	Spouse of Dr. Vasudevan Mahalingam, Managing Director
Shareholding in the Company	Nil	Nil
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	Nil
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors	In the opinion of the Board, Ms. Annaganalaur Srimathi Venkata Narayanan follows the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management. The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.	The proposal for appointment of Director has been approved by the Board considering their skills, wide experience and knowledge.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“Act”)

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

Item No. 3: Appointment of Ms. AVN. Srimathi (DIN: 08328823) as an Independent Director of the Company

The Board of Directors at its meeting held on 10th June 2024, had passed resolution for reappointment of Ms. AVN. Srimathi (DIN: 08328823) as Independent Director.

Ms. AVN. Srimathi (DIN: 08328823), aged 54 years has more than 30 years of experience in Teaching, Research and Development. The other details of Ms. AVN. Srimathi (DIN: 08328823) in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice. Ms. AVN. Srimathi is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Ms. AVN. Srimathi fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Ms. AVN. Srimathi's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 3 of this Notice relating to the re-appointment of Ms. AVN. Srimathi as an “Independent Director”, not liable to retire by rotation for a period of five consecutive years w.e.f. June 10, 2024 to June 9, 2029, for the your approval.

Ms. AVN. Srimathi has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:

- a. the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and
- b. Intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under section 164(2) of the Companies Act, 2013.
- c. A declaration to the effect that he meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).
- d. As an Independent Directors shall be entitled to sitting fee for attending Board/ Committee meetings and commission, if any, paid in terms of the provisions of the Act. The terms and conditions of his appointment are available for inspection and also place on website of the Company.

e. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members. Except Ms. AVN. Srimathi and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice

I. Other Information

1. Reasons of loss or inadequate profits:

Due to the changes resulting from digital transformation, business related issues are becoming increasingly significant within the digital services market. We see ample headroom for growth in developing digital engineering, artificial intelligence (AI) and analytics, intelligent process automation, Cloud and IoT projects. Last three years we invested all our revenues for the development of e commerce applications, due to which company incurred inadequate profits in the respective years.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

As explained above, the Company has launched its e commerce platforms in India and Spain, shall generate new revenues which transform into profit making company.

II. Disclosures:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2024

By order of the Board

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. Mahalingam Vasudevan

Managing Director

DIN: 01608150

Date: August 14, 2024

Place: Chennai

Registered Office:

Workflo,

Greta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096