



Realize Your Ideas

# 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)

**March 21, 2022**

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 Postal Ballot under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended - reg.**

Mr.N.Ramanathan, Partner of M/s. S.Dhanapal & Associates, Practising Company Secretaries, who was appointed as Scrutinizer for the aforesaid Postal Ballot has submitted the Scrutinizer report dated 21<sup>st</sup> March 2022 addressed to the Chairman of the Company. In accordance with the said report, the results were declared by Dr.Mahalingam Vasudevan, Managing Director of the Company, at the registered office of the Company today, i.e., 21<sup>th</sup> March 2022.

We are pleased to inform you that the Ordinary and Special Resolutions as required, relating to the below mentioned Agenda items, have been passed by the shareholders of the Company with requisite majority.

1. Appointment of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. N. Naresh & Co Chartered Accountants
2. Approval to borrow money upto Rs. 200 Crores
3. Approval for creation of charge, mortgage and hypothecation on the immovable and movable assets of the company as per the provisions of Companies Act, 2013

Further, the disclosure of business transacted by the Company pertaining to the voting results of postal ballot pursuant to Regulation 44 of the SEBI (LODR) are furnished below:-



Realize Your Ideas

# 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)

Date of Declaration of results of Postal Ballot : 21<sup>th</sup> March 2022.

Total number of shareholders as on 11<sup>th</sup> February 2022 (cut-off date for reckoning the voting rights of shareholders): 12,925

**Resolution No.1 - Appointment of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. N. Naresh & Co Chartered Accountants**

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                      | 5522972             | 5522972              | 100.00                                  | 5522972                 | 0                     | 100.00                               | 0                                  |
|                             | Poll                          |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | <b>Total</b>                  | <b>5522972</b>      | <b>5522972</b>       | <b>100.00</b>                           | <b>5522972</b>          | <b>0</b>              | <b>100.00</b>                        | <b>0</b>                           |
| Public - Institutions       | E-voting                      | 13500               | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Poll                          |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | <b>Total</b>                  | <b>13500</b>        | <b>0</b>             | <b>0</b>                                | <b>0</b>                | <b>0</b>              | <b>0</b>                             | <b>0</b>                           |
| Public - Non Institutions   | E-voting                      | 9920634             | 1175138              | 11.84                                   | 1175050                 | 88                    | 99.99                                | 0.01                               |
|                             | Poll                          |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | <b>Total</b>                  | <b>9920634</b>      | <b>1175138</b>       | <b>11.84</b>                            | <b>1175050</b>          | <b>88</b>             | <b>99.99</b>                         | <b>0.01</b>                        |
|                             | <b>Total</b>                  | <b>15457106</b>     | <b>6698110</b>       | <b>43.33</b>                            | <b>6698022</b>          | <b>88</b>             | <b>99.99</b>                         | <b>0.01</b>                        |



Realize Your Ideas

# 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](http://www.calsoftgroup.com)/[www.calsof.com](http://www.calsof.com)

|                                     |     |
|-------------------------------------|-----|
| Whether resolution is passed or not | YES |
|-------------------------------------|-----|

# voting rights are in proportion to the paid up value of shares held as on 11<sup>th</sup> February 2022. It includes the

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

The number of votes polled in favour of the Ordinary Resolution is 99.99% (100% of the total valid votes).

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

## Resolution No.2 - Approval to borrow money upto Rs. 200 Crores

Resolution required: Special 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                      | 5522972             | 5522972              | 100.00                                  | 5522972                 | 0                     | 100.00                               | 0                                  |
|                             | Poll                          |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Total                         | 5522972             | 5522972              | 100.00                                  | 5522972                 | 0                     | 100.00                               | 0                                  |
| Public - Institutions       | E-voting                      | 13500               | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Poll                          |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Total                         | 13500               | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
| Public – Non Institutions   | E-voting                      | 9920634             | 1175138              | 11.84                                   | 1171222                 | 3916                  | 99.66                                | 0.34                               |
|                             | Poll                          |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             | Postal Ballot (if applicable) |                     | 0                    | 0                                       | 0                       | 0                     | 0                                    | 0                                  |
|                             |                               | 9920634             | 1175138              | 11.84                                   | 1171222                 | 3916                  | 99.66                                | 0.34                               |





Realize Your Ideas

# 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)

|  |                                     |                 |                |              |                |             |              |             |
|--|-------------------------------------|-----------------|----------------|--------------|----------------|-------------|--------------|-------------|
| Public –<br>Non<br>Institutions            | E-voting                            | 9920634         | 1175138        | 11.84        | 1171408        | 3730        | 99.68        | 0.32        |
|  | Poll                                |                 | 0              | 0            | 0              | 0           | 0            | 0           |
|  | Postal Ballot<br>(if<br>applicable) |                 | 0              | 0            | 0              | 0           | 0            | 0           |
|  | <b>Total</b>                        | <b>9920634</b>  | <b>1175138</b> | <b>11.84</b> | <b>1171408</b> | <b>3730</b> | <b>99.68</b> | <b>0.32</b> |
|  | <b>Total</b>                        | <b>15457106</b> | <b>6698110</b> | <b>43.33</b> | <b>6694380</b> | <b>3730</b> | <b>99.94</b> | <b>0.06</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 11<sup>th</sup> February 2022. It includes the

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

The number of votes polled in favour of the Ordinary Resolution is 99.94% (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 Dr.Mahalingam Vasudevan on 21<sup>th</sup> March 2022 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**

Suite No. 103, First Floor, Kaveri Complex  
No. 96/104, Nungambakkam High Road  
(Next to NABARD & ICICI Bank)  
Nungambakkam, Chennai - 600 034  
Phone No. 044 - 4553 0256  
4553 0257 / 4265 2127  
E-mail: csdhanapal@gmail.com  
secretarial@csdhanapal.com  
website: www.csdhanapal.com

# S Dhanapal & Associates

## Practising Company Secretaries

### 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 Sections 108 & 110 of the Companies Act, 2013 and Rules 20 and 22 of the  
Companies (Management and Administration) Rules, 2014]

To  
The Chairman,  
**M/s. California Software Company Limited**  
Workflo, Greeta Towers, Industrial Estate,  
Perungudi OMR Phase 1, Chennai - 600096.

Dear Sir,

I, N. Ramanathan, Partner of M/s. S Dhanapal & Associates, a firm of Practising Company Secretaries, appointed as Scrutinizer for the purpose of conducting the Postal Ballot and scrutinizing the voting process for passing of resolutions as set out in the notice of postal ballot dated **15.02.2022** of **M/s. CALIFORNIA SOFTWARE COMPANY LIMITED (L72300TN1992PLC022135)**, submit my report as under:

1. In terms of the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, we were appointed as the Scrutinizer by the Company to conduct the Postal Ballot as contained in the Notice dated February 15, 2022.
2. In terms of Sections 110 and 108 of the Companies Act, 2013, and all other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No.14/ 2020 dated 8<sup>th</sup> April, 2020, General Circular No.17/ 2020 dated 13<sup>th</sup> April, 2020 General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020 and General Circular No. 39/2020 dated 31<sup>st</sup> December 2020 respectively (collectively referred to as "MCA circulars"), in relation to "Clarification on passing ordinary and special resolutions by companies under Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India,

*N. Ramanathan*  


Members approval was sought for the following:

(i) *Appointment of m/s. M.k. Dandeker & co., Chartered Accountants, Chennai (ICAI Regn. No. 000679s) as the Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of m/s. N. Naresh & Co Chartered Accountants*

(ii) *Approval to Borrow Money upto Rs. 200 Crores*

(iii) *Approval for Creation of Charge, Mortgage and Hypothecation on the Immovable And Movable Assets of the Company as per the Provisions of Companies Act, 2013*

3. The Company has informed that, on the basis of the Register of Members and the List of Beneficial Owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, February 11, 2022 ("the cut-off date"), the Company completed dispatch of the notice of Postal Ballot by E-Mail on February 15, 2022 who had registered their email-ids with the Company/Depositories.

4. In terms of the aforesaid notice, Members were required to convey their assent or dissent, through remote e-voting system, on e-voting platform provided by NSDL from 9:00 A.M. (IST) on Thursday, 17<sup>th</sup> February 2022 to 5:00 P.M. (IST) on Friday, 18<sup>th</sup> March, 2022.

5. 114 Members had cast their votes on the remote e-voting platform till 5:00 P.M. (IST) on Friday, 18<sup>th</sup> March, 2022.

6. Members voting rights were provided by Integrated Registry Management Services Private Limited, Registrar & Transfer Agent of the Company.

7. A summary of the votes cast electronically and through physical Postal ballot forms that was received is given below. The Voting Rights of the members is in proportion to their share of paid up equity share capital of the Company as on cut-off date 11.02.2022 and as per Register of Members of the Company.



*S. Dhanapal*  
**SD**

1. RESOLUTION NO. 1: APPOINTMENT OF M/S. M.K. DANDEKER & CO., CHARTERED ACCOUNTANTS, CHENNAI (ICAI REGN. NO. 000679S) AS THE STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF M/S. N. NARESH & CO CHARTERED ACCOUNTANTS

|                      | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 6698110       | 114            |
| Less: Invalid votes  | -             | -              |
| Net Valid votes cast | 6698110       | 114            |
| Votes cast in favour | 6698022       | 108            |
| Votes Cast against   | 88            | 6              |

% of total valid votes cast in favour of the resolution: 99.99 %

% of total valid votes cast against the resolution: 0.01%

2. RESOLUTION NO. 2 - APPROVAL TO BORROW MONEY UPTO RS. 200 CRORES

|                      | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 6698110       | 114            |
| Less: Invalid votes  | -             | -              |
| Net Valid votes cast | 6698110       | 114            |
| Votes cast in favour | 6694194       | 98             |
| Votes Cast against   | 3916          | 16             |

% of total valid votes cast in favour of the resolution: 99.94%

% of total valid votes cast against the resolution: 0.06%



*M. Dhanapal*



**3. APPROVAL FOR CREATION OF CHARGE, MORTGAGE AND HYPOTHECATION ON THE IMMOVABLE AND MOVABLE ASSETS OF THE COMPANY AS PER THE PROVISIONS OF COMPANIES ACT, 2013**

|                      | No. of Shares | No. of Members |
|----------------------|---------------|----------------|
| Total Votes Cast     | 6698110       | 114            |
| Less: Invalid votes  | -             | -              |
| Net Valid votes cast | 6698110       | 114            |
| Votes cast in favour | 6694380       | 93             |
| Votes Cast against   | 3730          | 21             |

**% of total valid votes cast in favour of the resolution: 99.94%**

**% of total valid votes cast against the resolution: 0.06%**

8. In terms of the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the documents, if any, relating to postal ballot which are in my custody shall remain under my custody until the Minutes are signed and approved by the Chairman and the same will be handed over to the Company after the declaration of the results.

9. Taking note of the above voting results with regard to the resolutions as contained in the said notice, the Chairman may declare the result of the voting (both physical as well as electronic) by postal ballot.

Place: Chennai  
Date: 21.03.2022

Yours faithfully,  
For **S DHANAPAL & ASSOCIATES**  
(A firm of Practising Company Secretaries)

*N. Ramathan*

**N.RAMANATHAN**  
PARTNER  
M. No.F6665  
C.P. No.11084

UDIN: F006665C002983958

