



Realize Your Ideas

California Software Company Limited

CIN: L72300TN1992PLC022135

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

OMR Phase 1, Chennai 600096

Phone +91 044 3910 3620

Email: investor@calsoftgroup.com www.calsoftgroup.com/www.calsof.com

May 28, 2022

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

Scrip Code : 532386

BSE LIMITED

Security Code - 532386

PHIROZE JEEJEEBHOY TOWERS

DALAL STREET

MUMBAI-400001

Symbol : CALSOFT

Dear Sir/Madam,

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Secretarial Compliance Report duly issued by Practicing Company Secretary, for the financial year ended March 31, 2022.

Please take the same on record.

Thanking you,

Yours truly

For California Software Company Limited

Dr Vasudevan Mahalingam

Managing Director



S Dhanapal & Associates

Practising Company Secretaries

Partners

S. Dhanapal, B.Com, BABL, FCS

N. Ramanathan, B.Com, F.C.S

Smita Chirimar, M.Com, F.C.S, DOG (ICSI)

SECRETARIAL COMPLIANCE REPORT OF CALIFORNIA SOFTWARE COMPANY LIMITED FOR THE YEAR ENDED 31.03.2022

We **S Dhanapal & Associates, Practicing Company Secretaries**, Chennai have examined:

- (a) all the documents and records made available to us and explanation provided by *CALIFORNIA SOFTWARE COMPANY LIMITED* having CIN: *L72300TN1992PLC022135* ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – *Not Applicable*;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not Applicable*;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable*;

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(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 - *Not Applicable*;

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sl.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2011	Secretarial Compliance Report for the FY ended 31.03.2021 not filed with the Stock Exchanges within the prescribed period of time	Filed on 02.07.2021 with a delay of Two (2) days. Extension of time was given by SEBI till 30.06.2021 due to COVID Pandemic situation.
2.	Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996	Reconciliation of Share Capital Audit Report for the Quarter ended 30.06.2021 not filed within the prescribed time of 30 days	Filed on 31.07.2021 with a delay of one (1) day
3.	SEBI (Prohibition of Insider Trading) Regulations, 2015 read with NSE Circular No. NSE/CML/2019/11 and BSE Circular No. LIST/COMP/01 /2019-20 both dated 02.04.2019	Intimation of Trading Window Closure for the quarter ended 30.09.2021 is not submitted to the Stock Exchanges	Compliance was met in the subsequent quarters

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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sl.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	BSE Limited	Regulation 6(1) for the Quarter ended June 2021-Regarding non appointment of Company Secretary during April to June 2021	Fine of Rs. 1,07,380/- (including GST of 18%) is imposed for the quarter ended June 2021 and the promoters' demat account(s) is frozen	Company has clarified that the Company have appointed Mr. Uma Shankar Sharma as its Company Secretary and Compliance Officer wef 10.06.2019 and requested to drop the action

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl.	Observations of the Practicing Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 19 and 20 of LODR – The Composition of Nomination and Remuneration Committee and Stakeholder Relationship	-	-	The listed entity reconstituted the Nomination and Remuneration Committee and Stakeholder Relationship Committee	All time during the financial year 2020-21 the Composition of the said Committees was in accordance with the requirements of SEBI LODR.

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Sl.	Observations of the Practising Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	Committee from 01.07.2018 to 14.11.2018 was not in accordance with the requirements of SEBI LODR.			subsequently in accordance with the SEBI LODR requirements.	
2.	Regulation 6(1) of LODR – Non compliance with the requirement to appoint a qualified Company Secretary (CS) as Compliance Officer of the listed entity, as the existing Company Secretary resigned with effect from 28.05.2018	-	-	Upon cessation of Mr. Jitendra Kumar Pal as CS wef 28.05.2018, the Company had appointed Mr. Ranganathan R as the Company Secretary from 27.11-2018 to 10.05.2019. Post that Mr. Uma Shankar Sharma is appointed as the Company Secretary and Compliance Officer wef 10.06.2019 who is holding office till date.	A Qualified Company Secretary was appointed as a Compliance Officer who continued to be the Compliance officer during the entire period under review.
3.	Regulation 31 – delay in submission of Share holding pattern for the quarter ended 31.03.2018	-	-	Though there was a delay the return was submitted on 30.05.2018. The listed entity has ensured compliance	Though there was a delay the return was submitted. The shareholding pattern for all the quarters during the

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Sl.	Observations of the Practising Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
				in the subsequent quarters.	year ended 31.03.2021 has been submitted within the stipulated time limit.
4.	Regulation 29(2) and 29(3) of LODR – delay in furnishing of prior intimation about the meeting of Board of Directors held on 14.11.2018	-	-	The listed entity has ensured compliance in all the Board Meetings held thereafter.	The listed entity has ensured timely compliance of this requirement, in the Board Meetings held during the year ended 31.03.2021
5.	Regulation 27(2) of LODR – delay in submission of Corporate Governance Report for the Quarter ended 30.06.2018	-	-	Though there was a delay the report was submitted on 24.07.2018 The listed entity has ensured compliance in the subsequent quarters.	The listed entity has ensured timely compliance of this requirement, in the subsequent quarters for the year ended 31.03.2021
6.	Regulation 30 of SEBI (SAST) Regulation, 2011 – Annual Disclosure of shareholding of promoters as on 31.03.2018 not filed	Annual Disclosure of shareholding of promoters as on 31.03.2019 not filed within the prescribed time.	-	Though there was a delay the disclosure for 2017-18 was filed on 27.04.2018 and 2018-19 was filed on 16.04.2019	Copy of disclosure for 2019-20 filed with a delay of five days and the disclosure for the year 2020-21 is filed on time

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Sl.	Observations of the Practising Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	within the prescribed time of 7 days from the end of the financial year.				
7.	-	Regulation 33(3)(a) of LODR – Delay in submission of Standalone and Consolidated financial results for the quarter ended 30.06.2019 to the stock exchange within 45 days of end of the quarter	-	Though there was a delay the Standalone and Consolidated financial results for the quarter ended 30.06.2019 was submitted on 23.08.2019. Also fine of Rs. 47,200/- as imposed by the NSE is paid. Fine of Rs. 88,500/- was imposed by BSE for the same. Upon rising a query for imposing higher fine amount, there was no response from BSE. Since there was no response the fine amount is yet to be paid.	Unaudited financial results for all the quarters for the financial year ended 31.03.2021 is filed within the stipulated time.
8	-	Regulation 47(1)(a) and 47(4) of LODR –	-	Compliance of this requirement is	Compliance is met for all the Board

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Sl.	Observations of the Practising Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
		Failure to publish newspaper advertisement in English language national daily newspaper and in daily newspaper published in the language of the region, where the registered office of the listed entity is situated, for the notice of the Board Meeting held on 10.05.2019 in which the financial results (Standalone and Consolidated) for the quarter ended 31.03.2019 was approved.		ensured in the subsequent meetings	Meetings (wherever applicable) held during the year ended 31.03.2021
9	-	Regulation 47(1)(b) of LODR – 1. Non publication of financial results (Standalone and Consolidated) in English and	-	Compliance of this requirement is ensured in the subsequent meetings	Compliance is met for all the Board Meetings (wherever applicable) held during the year ended 31.03.2021

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Sl.	Observations of the Practising Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
		Regional Language newspaper for the Quarter ended 31.03.2019; 2. Non publication of consolidated financial results for the quarter ended 30.06.2019 in both English and regional language newspaper			
10	-	Regulation 23(4) of SEBI LODR – Failure to obtain shareholders approval for taking loan from its Director (who is also the promoter of the listed entity) being a material related party transaction	-	Approval of the Shareholders for the same was obtained in the Annual General Meeting held on 30.09.2020	Approval of the Shareholders for the same was obtained in the Annual General Meeting held on 30.09.2020
11	-	Regulation 23(9) of SEBI LODR – Failure to submit the half yearly disclosure of related party	-	Compliance ensured in the subsequent quarters	Compliance is met during the year ended 31.03.2021

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Sl.	Observations of the Practising Company Secretary in the previous reports (2018-19)	Observations made in the secretarial compliance report for the year ended 31.03.2020	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
		transactions for the half year ended 31.03.2019 and 30.09.2019			
12	-	-	Regulation 30 of SEBI (SAST) Regulations, 2011 – Delay in filing of annual disclosure of shareholding of promoter as on 31.03.2020	Disclosure filed with a delay of five (5) days. Compliance ensured in the subsequent financial year	Compliance is met for the year ended 31.03.2021

Signature: **RAMAN ATHAN**

Digitally signed by RAMANATHAN
DN: cn=RAMANATHAN, o=GOVERNMENT OF
TAMILNADU, postalCode=605006,
st=Tamil Nadu,
c=IN, email=ramanath.12a650179823a18a1b
a812296a1c03a8f945a0a0e037f05011b
8496,
serialNumber=dsc54808A2a07a0a0c
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20c7a3a1b, cn=RAMANATHAN
Date: 2022.05.28 18:32:45+05'30'

Date: 28-05-2022

Place: Chennai

Name of the Practising Company Secretary: N. Ramanathan

Partner, S Dhanapal & Associates, a firm of Practising Company Secretaries

ACS/ FCS No.: F6665

C P No.: 11084

UDIN: F006665D000415911