



Realize Your Ideas

Date: 28<sup>th</sup> Sep 2016

National Stock Exchange of India Ltd Exchange Plaza, Bandra – Kurla Complex Bandra (E) Mumbai – 400 051	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001	

**Scrp Code: CALSOFT Series: EQ**

Dear Sir,

Sub.: - Proceedings of the 24<sup>th</sup> Annual General Meeting pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the proceedings of the 24<sup>th</sup> Annual General Meeting of the members of the company held on Wednesday, 28<sup>th</sup> September 2016 at # 2<sup>nd</sup> Floor, RVC Tower, No.149, Velachery Tambaram Main Road, Pallikarnai, Chennai-600 100.

Thanking you.

Yours faithfully,  
For California Software Company Ltd

Jitendra Kumar Pal  
Company Secretary





Realize **PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF CALIFORNIA SOFTWARE COMPANY LIMITED HELD ON WEDNESDAY, THE 28<sup>TH</sup> SEPTEMBER, 2016 AT 9.30 A.M AT # 2ND FLOOR, ROBERT V CHANDRAN TOWER, NO.149, VELACHERY TAMBARAM MAIN ROAD, PALLIKARNAI, CHENNAI – 600 100**

**PRESENT**

1.Dr. P J George Chairman  
2.Mr. Vasudevan Mahalingam Director (Chairman – Audit Committee)

**In attendance**

1. Mr. Jitendra Kumar Pal Company Secretary  
2. Mr. V S Sowrirajan Practicing Company Secretary,  
Secretarial Auditor and Scrutiniser (E  
Voting and Poll)

**Members present**

260 members attended the meeting in person or by proxy.

Dr. P J George, Director occupied the Chair

After ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman welcomed the shareholders to the 24th Annual General Meeting of the Company.

The Chairman informed the members that 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 extended the e-voting facility provided by National Securities Depository Limited (NSDL) as on the cut-off date of 21<sup>st</sup> September 2016, in respect of businesses transacted at this Annual General Meeting. He further informed that the e-voting commenced at 9.00 A.M. on September 25, 2016 and ended at 5.00 P.M on September 27, 2016. Mr. V. S. Sowrirajan Practicing Company Secretary was appointed as the Scrutiniser for the e-voting process.





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The company has availed the e-voting services as provided by National Securities Depository Limited.(NSDL). The Company has appointed Mr. V.S.Sowrirajan, Practising Company Secretary as scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Chairman informed the shareholder that in terms of the Companies Act, 2013, the Register of Directors' shareholding is available at the meeting of the inspection of any member till conclusion of the meeting.

The Chairman informed that as per Companies Act, 2013 read with the applicable rules thereunder, the resolutions shall not be passed by show of hands as the Company has provided the e-voting facility. The Chairman further informed that the Company has arranged for a poll on all the 6 resolutions, to those shareholders who have not exercised e-voting facility. He stated that the poll will be taken up on all the resolutions as mentioned in the AGM notice, after responding to the queries of the members.

With the consent of the shareholders present, the notice convening 24th Annual General Meeting and the Annual Accounts of the Company for the year ended 31st March 2016 as well as Directors Report thereon, were taken as read.

The Chairman stated that there were no qualifications, comments or observations in the Auditors' Report and with the permission of the members, the Auditors' Report were taken as read.

The Chairman replied to various queries raised by the members pertaining to the performance of the Company and significant developments in the Company.

Thereafter, the Chairman ordered the poll on the ordinary and special businesses set out in items 1 to 6 of the notice convening the annual general meeting. Poll papers were distributed to the members.

The Chairman requested all the members who have not voted through e-voting mechanism, to participate in poll and cast their votes in proportion of their shares of the paid up capital of the company as on the cut-off date of September 21st September 2016. He also requested Mr. V.S.Sowrirajan, Scrutiniser to conduct the poll in an orderly manner and submit the report including the e-voting result.



The following business was transacted at the meeting:

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**Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2016 and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2016.
2. To appoint a Director in place of Dr. P.J. George (DIN-0334799), who retires by rotation and being eligible, offer himself for re-appointment.
3. Re-appointment of Statutory Auditor

**Special Business**

4. Authority to borrow moneys
5. Service of documents
6. Appointment of Mr. Mahalingam Vasudevan as an Independent Director

The Chairman informed the members that the combined results of e-voing and the poll would be declared within 48 hours. He further said that the combined results along with the Scrutiniser's report will be intimated to the stock exchanges (NSE and BSE) and the same will be posted on the Company's website ([www.calsoftgroup.com](http://www.calsoftgroup.com)).

As there was no other business to be transacted the Chairman declared the meeting as closed at 10.30 A.M.

For California Software Company Limited

Jitendra Kumar Pal  
Company Secretary

