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# California Software Company Limited

CIN – L72300TN1992PLC022135

Registered Office: Temple Steps, Block 1, Third Floor, No.184-187, Anna Salai, Little Mount, Chennai 600015, India

Phone +91 44 4854 0460

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

Date: 26th Dec 2017

National Stock Exchange of India Limited Exchange Plaza, Bandra- Kurla Complex, Bandra East, Mumbai – 400 051.	BSE Ltd P J Tower, Dalal Street, Mumbai – 400 001
Scrip Code: CALSOFT Series: EQ	Security ID- CALSOFT Security Code- 532386

Sub.-: Scrutiniser report for the Extra-ordinary General Meeting held on 23<sup>rd</sup> Dec 2017

Dear Sir,

Please find attached scrutiniser report for the Extra-ordinary General Meeting held on 23<sup>rd</sup> Dec 2017, pursuant to Section 108 of the Companies Act 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

Yours Faithfully,  
For: CALIFORNIA SOFTWARE COMPANY LIMITED

JITENDRA KUMAR PAL  
COMPANY SECRETARY



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

**COMBINED SCRUTINIZER REPORT ON E-VOTING AND POLL**

To

To the Chairman,  
Extraordinary General Meeting of the Shareholders of  
**CALIFORNIA SOFTWARE COMPANY LIMITED**  
TEMPLE STEPS, BLOCK 1, 3<sup>RD</sup> FLOOR,  
184-187, ANNA SALAI, LITTLE MOUNT,  
SAIDAPET, CHENNAI- 600015

I, V.S.SOWRIRAJAN, appointed by the Board of Directors of the Company as Scrutinizer for the purpose of vote taken on the under mentioned resolutions through e-Voting and for the Poll at the Extra-Ordinary General Meeting of the Company held on 23<sup>rd</sup> December 2017 at Temple Steps, Block 1, 3<sup>rd</sup> Floor, 184-187, Anna Salai, Little Mount, Saidapet, Chennai-600015.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made there under in relation to E-Voting and Poll on the resolutions contained in the Notice of the Extra-ordinary General Meeting of the Company. My responsibilities as Scrutinizer is restricted to report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the E-Voting System provided by the National Securities Depository Limited (NSDL) and at the Annual General Meeting.

I have issued separate reports for the E-Voting and on Poll for the resolutions contained in the Notice of the Annual General Meeting. Further, I submit the combined report for E-Voting and Poll as under.

The results of the Poll conducted at the Extra-Ordinary General Meeting is as under :

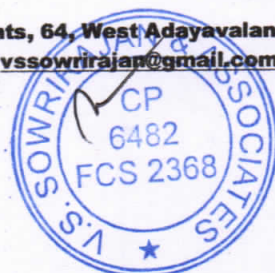
**Subject No.1- Special Resolution**

**To increase in and reclassification of the Authorised Share Capital of the Company**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	17	2771862	99.98
Poll	13	6288066	100.00
<b>TOTAL</b>	<b>30</b>	<b>9059928</b>	<b>99.998</b>

C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006  
e-mail: vssowrirajan@gmail.com Mobile :9444382985



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No.2- Special Resolution**

**To alter the Articles of Association**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	15	2771847	99.998
Poll	13	6288066	100.00
<b>TOTAL</b>	<b>28</b>	<b>9059913</b>	<b>99.998</b>

**C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006**  
**e-mail: [yssowrirajan@gmail.com](mailto:yssowrirajan@gmail.com) Mobile :9444382985**



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	2	60	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>2</b>	<b>60</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .3 – Special Resolution**  
**To acquire Cordite Pte Limited**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	17	2771862	99.998
Poll	13	6288066	100.00
<b>TOTAL</b>	<b>30</b>	<b>9059928</b>	<b>99.998</b>

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .4 – Special Resolution**

**To issue equity shares on preferential allotment basis**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	16	2771852	99.998
Poll	13	6288066	100.00
<b>TOTAL</b>	<b>29</b>	<b>9059918</b>	<b>99.998</b>

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	2	60	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**Subject No .5 – Special Resolution**

**To convert Conversion of Unsecured Loans into Optionally Convertible Redeemable Preference Shares (OCRPS)**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	17	2771862	99.998
Poll	13	6288066	100.00

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA****Company Secretary**

<b>TOTAL</b>	<b>30</b>	<b>9059928</b>	<b>99.998</b>
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**(ii) VOTED AGAINST THE RESOLUTION**

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.002</b>

**(iii) INVALID VOTES**

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .6- Special Resolution****To issue Optionally Convertible Redeemable Preference Shares (OCRPS)****(i) VOTED IN FAVOUR OF THE RESOLUTION**

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	16	2771852	99.998
Poll	13	6288066	100.00

**C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006**  
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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

<b>TOTAL</b>	<b>29</b>	<b>9059918</b>	<b>99.998</b>
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(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .7- Special Resolution**

**To make Investment(s), Loans, Guarantees and Security in excess of limits specified under Section 186 of the Companies Act, 2013**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	16	2771827	99.998
Poll	13	6288066	100.00

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

<b>TOTAL</b>	<b>29</b>	<b>9059893</b>	<b>99.998</b>
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(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**Subject No .8- Special Resolution**

**To sell, transfer or dispose of the shares held by the company in its subsidiary**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	15	2771817	99.997
Poll	13	6288066	100.00



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

<b>TOTAL</b>	<b>28</b>	<b>9059883</b>	<b>99.997</b>
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(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	3	95	0.003
Poll	0	0	0.000
<b>TOTAL</b>	<b>3</b>	<b>95</b>	<b>0.003</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .9- Special Resolution**

**To approve of increase of Equity Investment percentage to Foreign Institutional Investors (FIIS)/Foreign Portfolio Investors (FPIs)**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	16	2771827	99.997

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

Poll	13	6288066	100.00
<b>TOTAL</b>	<b>239</b>	<b>9059893</b>	<b>99.997</b>

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	2	85	0.003
Poll	0	0	0.000
<b>TOTAL</b>	<b>2</b>	<b>85</b>	<b>0.003</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .10- Special Resolution**

**To approve of further issue of shares or convertible securities to Foreign Institutional Investors (FIIS)/Qualified Institutional Buyers (QIBs)**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	17	2771862	99.998

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

Poll	13	6288066	100.00
<b>TOTAL</b>	<b>30</b>	<b>9059928</b>	<b>99.998</b>

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.002</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

**Subject No .11- Special Resolution**

**To approve Employee Stock Option (ESOP) Scheme under SEBI (Share Based Employee Benefits) Regulations, 2014**

(i) VOTED IN FAVOUR OF THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	17	2771862	99.998

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**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

Poll	13	6288066	100.00
<b>TOTAL</b>	<b>30</b>	<b>9059928</b>	<b>99.998</b>

(ii) VOTED AGAINST THE RESOLUTION

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	1	50	0.002
Poll	0	0	0.000
<b>TOTAL</b>	<b>1</b>	<b>50</b>	<b>0.000</b>

(iii) INVALID VOTES

Type of Voting	Number of members voted	Number of Votes cast on them (Shares)	% Total number of valid votes cast
E-Voting	0	0	0.00
Poll	2	24	0.00
<b>TOTAL</b>	<b>2</b>	<b>24</b>	<b>0.00</b>

Based on the above, it is found that all the resolutions placed before the Extra-Ordinary General Meeting stands passed with the requisite majority. The Company is advised to publish the results in the web site of the company and the service provider and inform Stock Exchanges immediately.

Date : 23/12/2017  
 Place : Chennai



For V.S. SOWRIRAJAN & ASSOCIATES

V.S. SOWRIRAJAN  
 Proprietor

V.S.SOWRIRAJAN  
 Company Secretary  
 FCS 2368/CP 6482

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