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# California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: 2<sup>nd</sup> Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Salai, Taramani,  
Chennai 600 113, India

Phone +91 044 3910 3620

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## PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF CALIFORNIA SOFTWARE COMPANY LIMITED HELD ON SATURDAY, THE 29<sup>TH</sup> SEPTEMBER, 2018 AT 3.00 P.M AT 2<sup>ND</sup> FLOOR, UNIT 9, STPI BUILDING, 5 RAJIV GANDHI ROAD, TARAMANI, CHENNAI-600113

### PRESENT

- |                             |  |
|-----------------------------|--|
| 1. Dr. Vasudevan Mahalingam | Managing Director & CEO                |
| 2. Dr. V. Manimala          | Executive Director & COO               |
| 3. Mr. Vijayakumar Madhavan | Executive Director & CFO               |
| 4. B. Rengarajan            | Independent Director (Audit Committee) |

### In attendance

- |                             |   |
|-----------------------------|---|
| 1. Mr. Gouri Shanker Mishra | Practicing Company Secretary, Secretarial Auditor and Scrutiniser (E Voting and Poll) |
|-----------------------------|---|

Dr. Mahalingam Vasudevan, Managing 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 26th 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 22<sup>nd</sup> September 2018, in respect of businesses transacted at this Annual General Meeting. He further informed that the e-voting commenced at 10.00 A.M. on September 26, 2018 and ended at 5.00 P.M on September 28, 2018. Mr. Gouri



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Shanker Mishra Practising Company Secretary was appointed as the Scrutiniser for the e-voting process.

The company has availed the e-voting services as provided by National Securities Depository Limited. (NSDL). The Company has appointed Mr. Gouri Shanker Mishra, Practising Company Secretary as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions for e-voting are detailed hereunder:

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 there under, 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 three 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 26th Annual General Meeting and the Annual Accounts of the Company for the year ended 31st March 2018 as well as Directors Report thereon, were taken as read.

The Chairman stated that 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 businesses set out in items 1 to 8 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 22<sup>nd</sup> September 2018. He also requested Mr. Gouri Shanker Mishra, Scrutiniser to conduct the poll in an orderly manner and submit the report including the e-voting result.



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The following business was transacted at the meeting:

## Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2018 and Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018.
2. Ratify the re-appointment of Statutory Auditor

## Special Business:

3. Appointment of Dr. Mahalingam Vasudevan as Managing Director and Chief Executive Officer (CEO)
4. Appointment of Ms. Keerti Sarswat as Woman and Independent Director of the Company
5. Appointment of Dr. Pasupathy Raju as an Independent Director of the Company
6. Appointment of Mr. B. Rengarajan as an Independent Director of the Company
7. Appointment of Dr. Manimala Vasudevan as an Executive Director and Chief Operating Officer
8. Appointment of Mr. Vijayakumar Madhavan as an Executive Director and Chief Financial Officer of the company (CFO)

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 Scrutinizer'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 5.00 P.M.

For California Software Company Limited

Managing Director

