



Realize Your Ideas

CALIFORNIA SOFTWARE COMPANY LTD.

Registered Office: Robert V Chandran Tower, Seventh Floor, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100

Phone: +91-44-42829000-5 Fax: +91-44-42829012

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Company will be held on Friday the 23rd September 2011 at 10.00 a.m. on at the Registered Office of the Company at Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100 transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2011 and the Profit and Loss Account for the year ended on that date and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. Santhanakrishnan, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with Section 257 and all other applicable provisions if any of the Companies Act, 1956, or any statutory modification(s) or enactment thereof, Mr. Mats Henerik Berglund, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation under the provisions of the Articles of Association of the company.”

5. To consider, and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT in accordance with Section 257 and all other applicable provisions if any of the Companies Act, 1956, or any statutory modification(s) or enactment thereof, Mr. Thomas Kevin Reilly, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation under the provisions of the Articles of Association of the company.”

On behalf of the Board of Directors
For California Software Company Limited

Chennai
June 27, 2011

S. Santhosh
Managing Director

EXPLANATORY STATEMENT

(As required under Section 173 (2) of the Companies Act, 1956)

Item No. 4:

Mr. Mats Henerik Berglund was appointed as Additional Director of the company with effect from 27th April 2011 under Section 260 of the Companies Act, 1956. In terms of the provisions of Section 260, he will hold office up to the date of this Annual General Meeting. The Company has received a notice from a member proposing Mr. Mats Henerik Berglund for appointment to the office of Director of the Company under Section 257 of the Companies Act, 1956. Hence the proposed resolution.

Mr. Mats Henerik Berglund, is the Chief Operating Officer and Chief Financial Officer of Chemoil has vast experience in the field of Finance and Treasury and it will be in the interest of the Company that he is appointed as a Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of the Article of Association of the company. Brief details of his resume with background, qualifications and other directorships as stipulated in Clause 49 of the Listing agreement are given in the section in this notice on Information on Directors seeking appointment/re-appointment. The board commends the resolution as set out at item No.4 of the Notice for your approval.

None of the Directors, other than and except Mr. Mats Henerik Berglund is in any way, concerned or interested in the resolution.

Item No. 5:

Mr. Thomas Kevin Reilly was appointed as Additional Director of the company with effect from 06th May 2011 under Section 260 of the Companies Act, 1956. In terms of the provisions of Section 260, he will hold office up to the date of this Annual General Meeting. The Company has received a notice from a member proposing Mr. Thomas Kevin Reilly for appointment to the office of Director of the Company under Section 257 of the Companies Act, 1956. Hence the proposed resolution.

Mr. Thomas Kevin Reilly, is the Chief Executive Officer of Chemoil having vast experience in fuel trading and bunker operations and it will be in the interest of the Company that he is appointed as a Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of the Article of Association of the company. Brief details of his resume with background, qualifications and other directorships as stipulated in Clause 49 of the Listing agreement are given in the section in this notice on Information on Directors seeking appointment/re-appointment. The board commends the resolution as set out at item No.5 of the Notice for your approval.

None of the Directors, other than and except Mr. Thomas Kevin Reilly is in any way, concerned or interested in the resolution.

Information on Directors seeking appointment/re-appointment in Annual General Meeting scheduled to be held on September 23, 2011 (Pursuant to Clause 49(IV) (E) and 49 (IV)(G)(i) of the Listing Agreement)

Name of the Director	Mr. Mats Henerik Berglund	Mr. Thomas Kevin Reilly
Date of first Appointment	27th April 2011	06th May 2011
Age/Date of Birth	48/ 05th November 1962	50 / 3 May 1961
Expertise in Specific functional areas	Finance	Fuel trading and bunker operations veteran
Educational Qualifications	Civilekonom, Handelshogskolan. Gothenburg 1986 (comparable to US MBA in Business & Finance) California State University Advanced Management Program, Harvard, 2000	BA, St. Lawrence University, USA Juris Doctorate, Fordham University School of Law, USA Asian Institute of Management Masters of Environmental Law, Pace University USA
List of Other Directorships held as on June 27, 2011	A. Indian Companies 1) Chemoil Advance Management Services Private Ltd B. Companies incorporated outside India 1) Anand Sea Shipping 2) Baltic Fuel Inc. 3) Berkshire Energy Ltd 4) Chemoil Chartering Ltd 5) Chemoil Energy Philippines, Inc 6) Chemoil Fuel Philippines, Inc 7) Chemoil Logistics Inc. 8) Chemoil Navigations Limited 9) Chemoil Pacific Pte. Ltd 10) Chemoil Storage Ltd 11) Helios Terminal Corporation Pte. Ltd 12) Kemoil Ltd 13) LMG Land Development Corporation 14) OceanConnect Marine Inc.	A. Indian Companies 1) Chemoil Advance Management Services Private Ltd B. Companies incorporated outside India 1) Anand Sea Shipping 2) Berkshire Energy Ltd 3) Chemoil Corporation 4) Chemoil Eurpoe B.V 5) Chemoil Energy Limited 6) Chemoil Logistics Inc 7) Helios Terminal Corporation Pte. Ltd 8) IPC (USA) Inc. 9) Kemoil Ltd 10) OceanConnect Holdings Inc.
Chairman/Member of the Committee of the Board of Directors of the Company as on June 27, 2011	Nil	Nil
Chairman/Member of the Committee of Directors of other Companies as on June 27, 2011	Nil	Nil
Number of shares held in the Company as on June 27, 2011	Nil	Nil

Notes

- a. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A SHAREHOLDER.**
- b. Book Closure: The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September 2011 to 23rd September 2011 (both days inclusive) in connection with the Annual General Meeting.
- c. Shareholders are given an option to hold their securities in a depository or in the physical form. However it may be noted that for trading purposes on NSE & BSE, the Company's stock is in compulsory demat trading list.
- d. Shareholders of physical format shares opting to convert shares to depository form are requested to notify through their Depository Participant (DP) to the Company's REGISTRAR AND SHARE TRANSFER AGENTS through filling the demat request form available with their DP to the address given herein:

INTEGRATED ENTERPRISES (INDIA) LTD. : Unit: California Software Co. Ltd.,

"Kences Towers", II Floor, 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600 017. India.

- g. Shareholders who hold their securities in physical form and need to complete any transfer of holdings or endorsements may forward their securities to the Company's Registrar and Share Transfer Agents at the above address along with duly filled and stamped share transfer forms.
- h. Shareholders holding shares in physical format are requested to notify the Company's Registrar and Share Transfer Agents any change in their address immediately (with folio no reference) so as to enable the Company to send any future communication at their correct address. Those holding shares in demat format need to ensure that their correct address is reflected in their Depository Participant (DP) records and inform DP of any changes as and when relevant.
- i. Pursuant to section 205C of the Companies Act, 1956, all unclaimed dividends upto and inclusive of the financial year 2002 – 2003 (YE March 31, 2003) have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dividends for the financial year ended March 31, 2004 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to IEPF.
- j. Shareholders who have not encashed any of their dividend warrants from the year 2003-04 onwards are requested to submit their claims to the Company Secretary at the Registered Office of the Company giving due details such as shareholder folio, /DP account no, and details for which year dividend is not received, and bank account details to be printed on the warrant.
- k. Nomination facility is now available for the shareholders. Members holding shares in physical format. may obtain nomination forms from the Registrar & Share Transfer Agent and send the nomination form back duly filled up and signed. Members holding shares in demat form may kindly send their nominations to their Depository Participant (DP) only in the format specified by their DP which will be for all their holdings in a client account.

Attendance slip and proxy form are enclosed.



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Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the Nineteenth Annual General Meeting of the Company to be held at Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai 600 100 at 10.00 a.m. on Friday, September 23, 2011.

Full Name of the Shareholder
(in Block Letters)

Regd.Folio No (Physical) / I.D. No(Demat)

No. of Shares held.....

Full Name of the Proxy
(in Block Letters)

Signature of the Shareholder/(s) or Proxy present

Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only Shareholder(s) or /their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.



Please tear here -



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Proxy Form

Regd. Folio No. (Physical) / I.D. No (Demat)

No. of Shares held.....

I / Weresiding at
..... being a Shareholder/(s) of **CALIFORNIA SOFTWARE COMPANY LIMITED** hereby
appoint.....ofor failing him / her
.....of..... as my/our Proxy to attend and vote for
me/us on my/our behalf at the nineteenth Annual General Meeting of the Company to be held at Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100 at 10.00 a.m. on Friday, September 23, 2011 and at any adjournment thereof.

Affix
Revenue
Stamp

Signed atthisday of..... 2011

Notes

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy Form duly completed must be deposited at the office of the Share Transfer Agents of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.
- The proxy need not be a shareholder of the Company.