



**CALIFORNIA SOFTWARE COMPANY LTD.  
CIN-L72300TN1992PLC022135**

Registered Office: Robert V Chandran Tower, # 149, Velachery Tambaram Main Road,  
Pallikaranai, Chennai-600 100 Phone: +91-44-42829000-04 Fax: +91-44-42829012  
email: investor@calsoftgroup.com

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**NOTICE TO SHAREHOLDERS**

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Company will be held on Wednesday the 19<sup>th</sup> August 2015 at 10.00 a.m. at 8<sup>th</sup> Floor, 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
  - a) Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015
2. To appoint a Director in place of Mr.Fredrick Ivor Bendle, who retires by rotation and being eligible, offer himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that, pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendation of the Audit Committee and Board of Directors, consent of the Company be and is hereby accorded to re-appoint M/s. Tomy & Franics, Chartered Accountants (Firm Regn. No. 010922S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

FURTHER RESOLVED THAT they may be paid the remuneration which may be decided by the Board of Directors of the Company or committee thereof.”



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**SPECIAL BUSINESS:**

4. Appointment of Ms.Vijayapriya as Non Executive Non-Independent Woman Director.

To consider and if thought fit to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Ms.Vijayapriya (holding DIN: 07172974) who was appointed as Additional Director on 30<sup>th</sup> April 2015, be and is hereby appointed as a Director of the Company, liable to retire by rotation and that Ms.Vijayapriya shall be a non-executive, non-independent and woman director of the Company.

By order of the Board  
For California Software Company Limited

Chennai  
24th July 2015

Jitendra Kumar Pal  
Company Secretary

**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. The Register of Members and the Share Transfer Books of the Company will remain closed from 17<sup>th</sup> August 2015 to 19<sup>th</sup> August 2015 (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 maybe noted that for trading purposes on NSE & BSE, the Company's stock is in compulsory demat trading list.



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- 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

- 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 alongwith 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 2006-2007 (YE March 31, 2007) have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- j. Shareholders who have not encashed any of their dividend warrants from the year 2007-2008 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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**VOTING THROUGH ELECTRONICS MEANS**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rules made there under read with Clause 35B of the Equity Listing Agreement, the Company is pleased to provide e-voting facility for its members to enable them to cast their votes electronically. 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 instructions for e-voting are detailed hereunder:

The voting right of shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date being 12<sup>th</sup> August 2015. The instructions for Shareholders for e-voting are as under:

A) In case of Shareholders' receiving e-mail from NSDL( for members whose email IDs are registered with the Company/ Depository participants):

(i) Open e-mail and open PDF file viz; "California Software Company Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com>

(iii) Click on "Shareholder – Login".

(iv) Insert user ID and password as initial password noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-Voting opens. Click on e-Voting: Active Evoting Cycles.

(vii) Select "EVEN" of California Software Company Limited.



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- (viii) Now you are ready for e-Voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [jitendrak@calsoftgroup.com](mailto:jitendrak@calsoftgroup.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- (B) In case a member receives physical copy of the Notice of AGM (For members whose email IDs are not registered with the Company / Depository Participant (s) or requesting physical copy )
- (i) Initial password is provided as below/at the bottom of attendance Form.

EVEN (Remote E Voting Event Number)	USER ID	PASSWORD/PIN
102256		

ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

( C ) Other instructions

( i ) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

(ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.



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(iii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(iv) The e-voting period commences on Saturday, the 15<sup>th</sup> August 2015 (10:00 am) and ends on Tuesday, the 18<sup>th</sup> August 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12<sup>th</sup> August 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it.

(v) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period / unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(vi) The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results alongwith the Scrutinizer's Report shall be placed on the website of the Company [www.calsoftgroup.com](http://www.calsoftgroup.com) within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited.

6. All documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on working days up to 19<sup>th</sup> August 2015.

7. The Notice together with the accompanying Explanatory Statement is and may be treated as an abstract of the terms of appointment/variation in terms of appointment and memorandum of interest of Directors under Section 190 of the Companies Act, 2013.



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**Explanatory Statement under Section 102 (2) of the Companies Act, 2013**

**Item No.4**

**Appointment of Ms.Vijayapriya as a Director**

Ms.Vijayapriya was appointed as an Additional Director of the Company with effect from 30<sup>th</sup> April 2015 and she holds office till the date of the ensuing AGM. The Company has received a notice under Section 160 of the Companies Act 2013, along with the requisite deposit member signifying his intention to propose the candidature of Ms.Vijayapriya as a Director of the Company.

Accordingly, the requisite resolution for her appointment as a director of the Company. She will be a non-executive and non-independent director of the Company and is liable to retire by rotation. She will also be the woman director to be appointed by the Company under Section 149 of the Companies Act, 2013. The Board place the resolution for the consideration of members.

A brief profile of Ms. Vijayapriya the nature of her expertise, and the names of companies he holds directorships along with the details of membership / chairmanship on various committees of the Board of other companies, shareholding in the Company and relationship between the directors inter-se is annexed to this notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than the appointee director is in any way concerned or interested in the resolution.



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**ANNEXURE TO ITEMS 2 & 4 OF THE NOTICE**

Details of Directors seeking re-appointing at the forthcoming Annual General Meeting  
( in pursuance of Clause 49 of the Listing Agreement)

<b>Name of the Director</b>	<b>Mr.Fredrick Ivor Bendle</b>	<b>Ms.Vijaypriya</b>
Director Identification Number (DIN)	03156399	07172794
Date of Birth	06/04/1956	06/10/1976
Nationality	UNITED KINGDOM	INDIAN
Date of Appointment on Board	23/09/2014	30/04/2015
Qualification	CHARTERED ACCOUNTANT AND LAWYER	CHARTERED ACCOUNTANT
Shareholding in the Company	NIL	NIL
List of Directorship held in other Companies ( excluding foreign, private and section 8 Companies)	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	NIL	NIL





REALIZE YOUR IDEAS

# CALIFORNIA SOFTWARE COMPANY LIMITED

CIN : L72300TN1992PLC022135

Regd. Office : Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai - 600 100.

Phone : 044-4282 9000, Email: investor@calsoftgroup.com

## ATTENDANCE SLIP – 23<sup>rd</sup> ANNUAL GENERAL MEETING

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

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of the Company to be held at # 8<sup>th</sup> Floor, Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100 at 10.00 a.m. on Wednesday, August 19, 2015.

Name of the Shareholder  
(in Block Letters)

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

Name of the Proxy  
(in Block Letters)

Signature of the Shareholder(s) /  
or Proxy present

### ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

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.



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## 23<sup>rd</sup> ANNUAL GENERAL MEETING

### PROXY FORM (Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered Address:

Email ID:

Folio. No./ Client ID and DP ID:

1. Name:..... 2. Name:..... 3. Name:.....

Address:..... Address:..... Address:.....

E-mail Id:..... E-mail Id:..... E-mail Id:.....

Signature:....., or failing him/her Signature:....., or failing him/her Signature:....., or failing him/her

Regd. Folio No. (Physical) / I.D. No (Demat) .....No. of Shares held.....

I/We ..... residing at ..... being a shareholder(s) of CALIFORNIA SOFTWARE COMPANY LIMITED hereby appoint ..... of ..... or failing him/her ..... of ..... as my/our Proxy to attend and vote for me/us on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company to be held at # 08<sup>th</sup> Floor, Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100 at 10.00 a.m. on Wednesday, August 19, 2015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
1.	To receive, consider and adopt the Balance Sheet as at March 31, 2015 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. Fredrick Ivor Bendle, who retires by rotation and being eligible, offer himself for re-appointment.
3.	To re-appoint M/s. Tomy & Franics, Chartered Accountants as Statutory Auditors.
4.	To appoint Ms. Vijayapriya as Non Executive Non-Independent Woman Director.

Signed at this.....day of.....2015

#### Note:

- a) The form should be signed across the stamp as per specimen signature registered with the Company.
- b) 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.
- c) The proxy need not be a shareholder of the Company.

Affix  
Revenue  
Stamp