



**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 Fourth Annual General Meeting of the Company will be held on Wednesday the 28th September 2016 at 9.30 a.m. at 2nd 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 31st March 2016
 - b) 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. 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. N.Balasubramanian Associates, Chartered Accountants, Chennai (Firm Regn. No. 0355S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting to be held in the year 2021, on a remuneration to be mutually agreed upon between the Board of Directors of the Company and the Auditor”



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SPECIAL BUSINESS:

4. Authority to borrow moneys.

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

RESOLVED THAT in supersession of the earlier Resolutions passed by the Members in this behalf and pursuant to the provisions of Section 180 (1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Company, to borrow from time to time any sum or sums of monies (exclusive of interest) on such terms and conditions as the Board of Directors and/or the Committee of Directors may determine, from anyone or more of the Company's bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, group and associate companies, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers' credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company's bankers in the ordinary course of business and exempted categories of deposits/loans received by the Company under Non-Banking Finance Companies (Reserve Bank) Directions, 1977, as amended from time to time will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 200 Crores/ - (Rupees Two hundred Crores only).



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RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.”

5. Service of Documents

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

“Resolved that, pursuant to Section 20 (2) of the Companies Act, 2013 , consent of the Company be and is hereby accorded to the Board of Directors to agree to the request of members for delivery of documents of the company by post or registered post or speed post or courier or through personal delivery or through electronic mode as may be requested by the member on payment of a fee not exceeding Rs.250/- for each such delivery of documents.

RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds or things which may be required to give effect to this resolution.”

6. Appointment of Mr. Mahalingam Vasudevan as an Independent Director.

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

“RESOLVED THAT Mr. . Mahalingam Vasudevan, (DIN: 01608150 who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th August, 2016 pursuant to Section 161(1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the Office of Director, be and is hereby appointed as a Director of the Company.”



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"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 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, Mr. Mahalingam Vasudevan, (DIN: 01608150) a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for five consecutive years for a term from, 12th August 2016 to 11th August, 2021."

By order of the Board
For California Software Company Limited

Place: Chennai
Date: 12th August 2016

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 22nd September 2016 to 28th September 2016 (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.
- d. Shareholders of physical format shares opting to convert shares to depository form are requested to notify through their Depository Participant (DP) to the



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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 *2007-08 (YE March 31, 2008)* 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 *2008-09* 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 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 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 21st September 2016. 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



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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.

(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 with a copy marked to 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



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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

(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.

(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 **sunday, the 25th September 2016 (10:00 am) and ends on Tuesday, the 27th September 2016 (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 **21st September 2016** , 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 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.



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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 28th September 2016.

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.

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

Item No.4

Authority to borrow moneys.

The Company is in urgent need of additional funds to carry on business and it is necessary to borrow monies from diverse sources for various business activities/initiatives undertaken by the Company. The Board accordingly recommends the revised limit to the extent of Rs. 200 Crores (Rupees two hundred crores only) under 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Special Resolution set forth in Item No. 4 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No.5

Service of Documents

Section 20 of the Companies Act, 2013 provides that a member may request for delivery of any document through a particular mode on payment of such fees as may be fixed by the Annual General meeting. Our company has also been receiving requests from



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members for sending documents through speed post/courier. Accordingly, there is a need to fix the fee for service of documents through special modes requested by members. The Board considered the matter in detail and recommended this resolution for fixing a fee of not exceeding Rs.250/- for each delivery of documents. None of the Directors/Key Managerial Personnel are interested or concerned in this resolution.

Item No.6

Appointment of Mr. Mahalingam Vasudevan as an Independent Director

Mr. Mahalingam Vasudevan (DIN-01608150) was appointed as an Additional Director of the Company by the Board at its Meeting held on 12th August 2016. In terms of Section 161 of the Companies Act, 2013 he holds office till the date of the ensuing AGM and is eligible for re-appointment. Notice under Section 160 of the Companies Act 2013, along with the requisite deposit has been received from a member signifying his intention to propose the candidature of Mr. Mahalingam Vasudevan as a Director of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for the appointment of Mr. Mahalingam Vasudevan as an Independent Director for a term of five consecutive years upto 11th August, 2021 and he shall not be liable to retire by rotation.

Mr. Mahalingam Vasudevan's appointment is subject to the approval of the members in the Annual General Meeting.

The Directors recommend the resolutions set out in Item No. 3 of the accompanying notice.

A brief profile of Mr. Mahalingam Vasudevan, the nature of his 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 Mr. Mahalingam Vasudevan's is in any way concerned or interested in the resolution.



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ANNEXURE TO ITEMS 2 OF THE NOTICE

Details of Directors seeking re-appointing at the forthcoming Annual General Meeting

Name of the Director	DR.P.J.GEORGE	Mahalingam Vasudevan
Director Identification Number (DIN)	00334799	01608150
Date of Birth	01-07-1931	29-04-1967
Nationality	Indian	Indian
Date of Appointment on Board	29.12.1992	12.08.2016
Qualification	Doctorate in mechanical engineering	Doctorate from MGR Medical University
Shareholding in the Company	120000	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.	Member of Audit Committee of California Software Company Limited Chairman of Stakeholders Relationship Committees of California Software Company Limited	Chairman of Audit Committee, Member of Stakeholders Relationship Committee and Member of Nomination and Remuneration Committee of California Software Company Ltd



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By order of the Board
For California Software Company Limited

Place: Chennai
Date: 12th Aug 2016

Jitendra Kumar Pal
Company Secretary



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