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## CALIFORNIA SOFTWARE COMPANY LIMITED

CIN : L72300TN1992PLC022135

Regd. Office : Robert V Chandran Tower, Seventh Floor,

# 149, Velachery Tambaram Main Road, Pallikaranai, Chennai - 600 100.

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

### NOTICE TO SHAREHOLDERS

NOTICE is hereby given that an Extraordinary General Meeting of the members of the Company will be held on Wednesday, the 25<sup>th</sup> May 2016 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 SPECIAL BUSINESS

#### 1) Appointment of Statutory Auditor to fill casual vacancy caused by the resignation of Statutory Auditors

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

“Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. N. Balasubramanian Associates., Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Tomy & Francis., Chartered Accountants, Thrissur.

Resolved further that M/s. N. Balasubramanian Associates, Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

#### 2) Appointment of Managing Director

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

“RESOLVED THAT, pursuant to Section 196, 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to such other approvals and consents as may be necessary, Mr. Fredrick Ivor Bendle, be and is hereby appointed as Managing Director and Chief Executive Officer of the Company for a period of two years with effect from 13th November 2015 and that he shall not be entitled to any remuneration.

“RESOLVED FURTHER THAT the duties of the Managing Director and Chief Executive Officer so appointed as above shall, include, the overall supervision of the functioning of the Company, handling day to day affairs of the Company, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to the Managing Director from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to accept any modifications which may be proposed or required by the Central Government and to do all such acts, deeds, things which may be necessary to give effect to this resolution.

By Order of the Board  
For California Software Company Limited

Place: Chennai  
Date: 26<sup>th</sup> April 2016

Jitendra Kumar Pal  
Company Secretary

#### Notes:

- a. A shareholder entitled to attend and vote at the meeting is entitled to appoint or more proxies to attend and vote instead of himself and a proxy need not be a shareholder. Proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- b. 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.

- c. 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.
- 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.
- i. The business set out in the notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice.
- m. Members are requested to bring their attendance slip along with the notices to the meeting.

Attendance slip and proxy form are enclosed.

#### **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 members may cast their votes using an electronics voting system from a place other than the venue of the meeting (remote e-voting)

The facility for voting through polling paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through polling paper.

The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

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 18<sup>th</sup> May 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 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 E-voting Cycles.
  - (vii) Select "REVEN" 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](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 EGM (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.

REVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

- (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.
  - (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 22<sup>nd</sup> May 2016 (10:00 am) and ends on Tuesday, the 24<sup>th</sup> May 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 18<sup>th</sup> May 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 Extraordinary General Meeting of the Company and shall be deemed to be passed on the date of the Extra Ordinary 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) 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 25<sup>th</sup> May 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.1

#### Appointment of Statutory Auditor to fill casual vacancy caused by the resignation of Statutory Auditors

M/s. Tomy & Francis, Chartered Accountants, Thrissur have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. N. Balasubramanian Associates., Chartered Accountants, Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Tomy & Francis, Chartered Accountants, Thrissur.

M/s. N. Balasubramanian Associates., Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

The new Auditor, if appointed, shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them."

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

#### 2. Appointment of Managing Director

At the Board Meeting held on 13<sup>th</sup> November 2015, Mr. Fredrick Ivor Bendle, was appointed as Managing Director and Chief Executive Officer of the Company for a period of two years with effect from 13th November 2015 and that he shall not be entitled to any remuneration.

Mr. Fredrick Ivor Bendle is a non-resident and as per Schedule V of the Companies Act, 2013 his appointment requires approval of the Central Government.

A brief profile of Mr. Fredrick Ivor Bendle 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.

Mr. Fredrick Ivor Bendle is not entitled to any remuneration.

The Board of Directors place this resolution for appointment of Managing Director for confirmation by members and commend the same for approval. On passing this resolution, an application will be made to the Central Government for its approval

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

#### ANNEXURE TO ITEMS 2 OF THE NOTICE

##### Details of Managing Director

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

By Order of the Board  
For California Software Company Limited

Place: Chennai  
Date: 26<sup>th</sup> April 2016

Jitendra Kumar Pal  
Company Secretary