



Realize Your Ideas

Date: 28th Dec 2012

Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001.

Reg.:- Result of Postal ballot

Scrip Code: 532386

Scrip ID: CALIFSOF

Dear Sir,

The company wishes to inform you that as per the report submitted by Mr. I B Harikrishna, Practising Company Secretary, the scrutinizer appointed for conducting the postal ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the resolution by Postal Ballot) Rules, 2011, the shareholders of the company have inter alia approved the resolution for sale of part / whole of undertaking.

Please find attached the Scrutinizers' Report of the Postal Ballot.

Thanking you.

Yours faithfully,
For California Software Company Ltd

Jitendra Kumar Pal
Company Secretary

SCRUTINIZER'S REPORT

December, 28th 2012

The Chairman & Managing Director
CALIFORNIA SOFTWARE COMPANY LIMITED
Robert V Chandran Tower, Seventh Floor,
#149, Tambaram Velacherry Main Road,
Pallikaranai, Chennai - 600100

Subject: Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956 - Passing of resolution by means of Postal Ballots in terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2001, and amendment thereof from time to time

Dear Sir,

Please refer to your letter dated 17th November 2012 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolutions passed by means of Postal Ballot process.

As per the information furnished to me by the Company and M/s. Integrated Enterprises (India) Limited ("the RTA") and after carrying out the scrutiny of the Postal Ballot Forms received from the members of the Company, I hereby submit my report as under:

- 1.1 The Company, on 25th November 2012, completed the dispatch of Postal Ballot Forms along with self addressed postage prepaid envelopes to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 25th November 2012.
- 1.2 The Public Advertisement with respect to dispatch of postal ballots was published in two newspapers viz. Trinity Mirror (English daily- All India Edition) and Makkal Kural (Tamil daily- Chennai Edition) on 26th November, 2012.
- 1.3 In terms of the Notice dated 17th November 2012, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours (i.e. before 5.30 PM) on Wednesday, the 26th day of December, 2012.
- 1.4 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.





- 1.5 The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
- 1.6 The ballot box was opened on December 27, 2012 at 11.30 a.m. in my presence.
- 1.7 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/list of beneficiaries on December 27, 2012 as maintained by the RTA.
- 1.8 All postal ballot forms received upto 5.30 PM on 26th day, December, 2012, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
- 1.9 Envelopes containing postal ballot forms received after 5.30 PM on December, 2012 were not considered for my scrutiny. Such envelopes aggregate to 2 (Two) in numbers.
- 1.10 I did not find any mutilated ballot papers. However I found one Defective Ballot Paper which is blank in all respects.
2. A summary of the postal ballot forms process is given below:
 - 2.1 In reference to resolution proposed to be passed as an Ordinary Resolution under Section 293(1)(a) and other applicable provisions, if any, of the Companies Act 1956, for Sale of Undertaking, as per Item No. 1 of the Notice dated 17th November, 2012:

	Particulars	No. of postal ballot forms	Total No. of votes	% of No. of votes representing net valid votes (as per (c) below)
(a)	Total postal ballot forms received	81	88,83,634	100
(b)	Less: Invalid postal ballot forms (as per register)	6	610	0.01
(c)	Net valid postal ballot forms/ No. of votes (as per register)	75	88,82,414	99.99
(d)	Postal ballot forms / No. of votes with assent to the Resolution	62	88,58,450	99.72





(e)	Postal ballot forms / No. of votes with dissent to the Resolution	13	24,574	0.27
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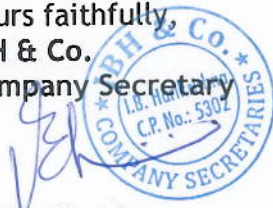
Since, 88,58,450 no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.72% of the total number of votes representing net valid votes casted as per (c) above, I hereby report that the above said Ordinary resolution is passed with requisite majority.

REASONS FOR TREATING CERTAIN POSTAL BALLOTS AS INVALID

- i. The Ballot forms were not properly filled in.
 - ii. The Signatures of certain Ballots were not proper.
 - iii. The Shareholder(s) has not ticked in either of the columns.
4. I have handed over the Postal Ballot Forms and other related papers/registers and records for the safe custody to Mr. Jitendra Kumar Pal, Company Secretary of the Company, authorised by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,
IBH & Co.
Company Secretary



I B Harikrishna
(Company Secretary in Practice)
CP No. 5302

- Enclosures:
1. Register of the Scrutinizer
 2. Total Postal Ballot Forms 81 in numbers
 3. 2 Envelopes containing postal ballot forms received after close of working hours (5:30 PM) on 26th December 2012.