



Gouri Shanker Mishra ✓
B.Com, MBA, FCS, LLB
Practicing Company Secretary
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CONSOLIDATED SCRUTINISER'S REPORT
[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,

The Chairman of 26th Annual General Meeting of the shareholders of California Software Company Limited held on Saturday, 29th September 2018 at 3:00 P.M. at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai- 600113, Tamil Nadu.

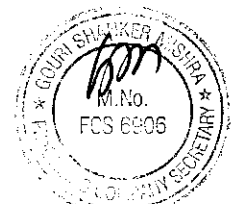
Sub: Consolidated Scrutinizer's Report on remote e-voting and physical ballot forms conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for voting at the 26th Annual General Meeting of the shareholders of California Software Company Limited held on Saturday, 29th September 2018 at 3:00 P.M. at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai- 600113, Tamil Nadu.

Dear Sir,

I, Gouri Shankar Mishra, Practicing Company Secretary had been appointed as the Scrutinizer by the Board of Directors of California Software Company Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the remote e-voting process and to scrutinize the remote e-voting and physical ballot forms received from the shareholders in respect of the below mentioned resolutions proposed to be passed at the 26th Annual General Meeting of the shareholders of California Software Company Limited held on Saturday, 29th September 2018 at 3:00 P.M..

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to the voting [i.e. by remote e-voting and voting by poll by means of the ballot papers at the Annual General Meeting] for the resolutions contained in the Notice. My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizers report of the votes cast "in favour".

The Notice dated 31st August 2018 along with Explanatory Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the 26th Annual General Meeting of the shareholders of the Company.



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The Company had availed the remote e-voting facility provided by the National Securities Depository Limited (NSDL), the agency authorized under the rules and engaged by the Company to provide e-voting facilities for voting through electronic means.

The Company had also provided voting facility to the shareholders present at the 26th Annual General Meeting of the shareholders of the Company for shareholders who had not casted their vote earlier through remote e-voting facility.

The shareholders holding equity shares as on the "Cut-off" date i.e. 22nd September 2018 were entitled to vote for the resolutions proposed in the Notice of the 26th Annual General Meeting of the shareholders of the Company.

The Ballot Box which was kept for the purpose of voting through ballots was locked by me and was opened on the conclusion of the meeting in the presence of two witnesses, who were not in the employment of the company and all the ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Company and M/s National Securities Depository Limited (NSDL), the Registrar and Transfer Agents (R&TA) and by support of their staff.


The voting period for remote e-voting commenced on Wednesday, 26th September 2018 at 10.00 A.M. and ended on Friday, 28th September 2018 at 5.00 P.M. and the National Securities Depository Limited (NSDL) e-voting platform was blocked thereafter. After the conclusion of the voting at the 26th Annual General Meeting of the shareholders of the Company the votes cast thereunder were counted also the data obtained from M/s National Securities Depository Limited (NSDL), the Registrar and Transfer Agents (R&TA) and by support of their staff.

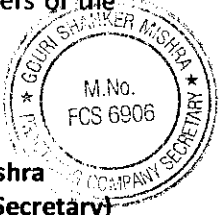
I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the National Securities Depository Limited (NSDL) e-voting system.

As per the requirement of the Management, I am submitting herewith a consolidated report of the remote e-voting together with that of the voting through ballot at the venue of the meeting as given in Annexure 1.

The electronic data and all other relevant records relating to the remote e-voting and ballot are under my safe custody and will be handed over to the Company Secretary for preserving safety after the Chairman considers, approves and signs the minutes of 26th Annual General Meeting of the shareholders of the Company.

Date: 1st October 2018
Place: Chennai, Tamil Nadu


Gouri Shanker Mishra
(Practicing Company Secretary)
FCS 6906



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ANNEXURE 1

**CONSOLIDATED REPORT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF
VOTING THROUGH BALLOT PROCESS AT THE VENUE OF THE MEETING**

**1. Adoption of Financial Statements along with the Reports of the Board of Directors and of
the Auditors thereon**

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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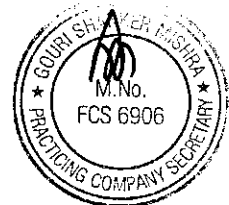
2. Ratification of Appointment of Auditors

Type of Business: Ordinary Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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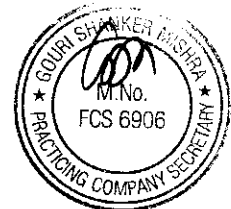
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3. Appointment of Dr. Mahalingam Vasudevan as Managing Director and Chief Executive Officer (CEO)

Type of Business: Special Business
Nature of Resolution: Special Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Special Resolution was received.



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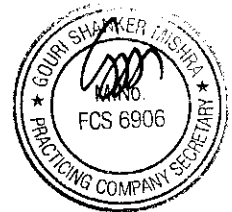
4. Appointment of Ms. Keerti Saraswat as a Woman and Independent Director of the Company

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	9	23,317
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	1	10
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	99.9998%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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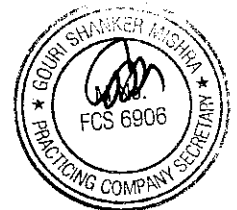
5. Appointment of Dr. Pasupathy as an Independent Director of the Company

Type of Business: Special Business

Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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6. Appointment of Mr. B. Rangarajan as an Independent Director of the Company

Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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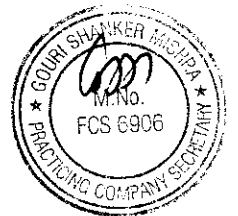
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7. Appointment of Dr. Manimala Vasudevan (DIN 01980557) as an Executive Director and Chief Operating Officer (COO)

Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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8. Appointment of Mr. Vijaykumar Madhavan (DIN 07892448) as an Executive Director and Chief Financial Officer (CFO)

Type of Business: Special Business
Nature of Resolution: Ordinary Resolution

Particulars	No. of Members	Representative No. of Shares
Total number of E-Voting option received (E-Voting)	10	23,327
Total Number of Ballot Papers Received (Physical Voting)	4	53,36,681
Invalid Votes:		
E-Voting (abstained)	0	0
Physical Voting	0	0
Out of the Above		
No. of valid cast in favour of the Resolution (E-Voting)	10	23,327
No. of valid cast in favour of the Resolution (Physical Voting)	4	53,36,681
No. of valid cast in against of the Resolution (Both under E-Voting & Physical Voting)	0	0
Percentage to the total valid vote received in favour of the resolution (Both under E-voting & Physical Voting)	100%	

Result: The resolution requiring requisite majority for passing as Ordinary Resolution was received.



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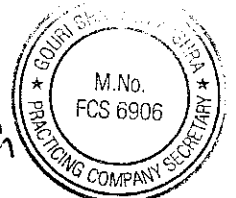
9. Ratification of Earlier General Meeting Resolution approved by the Shareholders at the Extra Ordinary General Meeting held on December 23, 2017 towards conversion of unsecured loans into Optionally Convertible Redeemable Preference Shares (OCRPS)

Type of Business: Special Business
Nature of Resolution: Special Resolution

Result: In relation to this resolution, we have been informed that since it was placed only for ratification and noting, the same has not been put to voting by members. Hence, no voting detail is available.

You may kindly take note of the details of voting and declare the result based on same.

Date: 1st October 2018
Place: Chennai, Tamil Nadu



Gouri Shankar Mishra
(Practicing Company Secretary)
FCS 6906

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