

## NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of California Software Company Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Ordinary Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot and Electronic voting

### SPECIAL BUSINESS

- 1. Appointment of M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) as the statutory auditor of the Company to fill the casual vacancy caused by the resignation of M/s. N. Naresh & Co Chartered Accountants**

To consider and if thought fit, to pass the following resolution as **ORDINARY RESOLUTION**

**"RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S) be and are hereby appointed as auditors of the company to fill the casual vacancy caused by the resignation of M/s. N. Naresh & Co., vide their letter dated 22.12.2021, to hold office until conclusion of the forthcoming Annual General Meeting.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to decide and finalize the terms and conditions of their appointment and to fix the remuneration of Statutory Auditors of the Company, in addition to reimbursement of out of pocket expenses."



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# California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: Workflo, Greta Towers, Industrial Estate, Perungudi,

OMR Phase 1, Chennai 600096

Phone +91 94448 60882

Email: [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com) [www.calsoftgroup.com/www.calsof.com](http://www.calsoftgroup.com/www.calsof.com)

## 2. Approval to borrow money upto Rs. 200 Crores

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

## 3. Approval for creation of charge, mortgage and hypothecation on the immovable and movable assets of the company as per the provisions of Companies Act, 2013

To consider and if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency



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loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs.200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

## NOTES:

1. The Explanatory Statements and reasons for the proposed Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below;
2. The Postal Ballot Notice is being sent to the shareholders whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on February 11, 2022. In view of the continuing restrictions on movement of persons at several places in the country caused by outbreak of COVID – 19 and the MCA Circulars, the Postal Ballot Notice is being sent only in electronic mode to those shareholders who have registered their e-mail addresses with the Company or with the Depositories or with the Company's RTA; Further, Members can vote on the Resolutions only through remote e-voting. Remote e-voting will commence at 09.00 A.M. on Thursday, February 17, 2022 and ends at 5.00 P.M on Friday, March 18, 2022, when remote e-voting will be blocked by NSDL



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3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on February 11, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by e-voting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only;
4. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice;
5. The Company has appointed Mr. N Ramanathan (FCS 6665) , Partner, M/s. S Dhanapal & Associates, Practising Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner;
6. The Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 11.02.2022
7. In terms of Secretarial Standard – 2, the resolutions, on receiving the requisite number of ‘assent’ votes, shall be deemed to have been passed on **Monday, March 21, 2022**
8. The complete detail of the instructions for e-voting is annexed to this notice

**By order of the Board**

**For CALIFORNIA SOFTWARE COMPANY LIMITED**

**MAHALINGAM VASUDEVAN**

**MANAGING DIRECTOR**

**DIN: 01608150**

**Date: 15.02.2022**

**Place: Chennai**



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The instructions for members to cast their votes through remote e-voting are given hereunder:-

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility to be provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access the e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

#### 1. Individual Shareholders holding securities in demat mode with NSDL – Login through NSDL

- If you are already registered for **NSDL IDeAS (Internet based Demat Account Statement) facility**, please visit the e-Services website of NSDL. Open the web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “**Beneficial Owner**” icon under “Login” which is available under “**IDeAS**” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider -**



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**NSDL** and you will be redirected to NSDL e-Voting website for casting your vote during the remote e-Voting period

- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS**” Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

## 2. Individual Shareholders holding securities in demat mode with CDSL – Login through CDSL

- Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote



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- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress

### 3. Individual Shareholders (holding securities in demat mode) - Login through their depository participants

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Once you login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period;

**Important note:** Members who are unable to retrieve User ID / Password are advised to use 'Forget User ID' and 'Forget Password' option available at above-mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800-



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	1020-990 and 1800-22-44-30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.





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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.



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- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password
  - a. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button
9. After you click on the “Login” button, Home page of e-Voting will open

## **STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period
3. Now you are ready for e-Voting as the Voting page opens



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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted
5. Upon confirmation, the message “Vote cast successfully” will be displayed
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

## General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [secretarial@csdhanapal.com](mailto:secretarial@csdhanapal.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
3. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990 and 1800-22-44-30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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## PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (Both sides), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorshelpdesk@sfl.co.in](mailto:investorshelpdesk@sfl.co.in) / [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode
3. Alternatively, shareholder / members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing the above-mentioned documents
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

### Other information

- a. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date, **February 11, 2022**



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- (Friday)**. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently
- b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting
  - c. Mr. N Ramanathan, Partner of M/s. S Dhanapal & Associates, Practising Company Secretaries (Membership No.FCS 6665) has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner
  - d. The Scrutiniser shall immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutiniser's Report, forthwith to the Chairman / Managing Director(s) / Whole-Time Director and Chief Financial Officer / Company Secretary of the Company.
  - e. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the last date specified for receipt of postal ballot forms / remote e-voting, i.e., Friday, March 18, 2022. The results along with the Scrutiniser's Report shall be placed on the website of the Company at [www.calsoft.com](http://www.calsoft.com) and on the notice board of the Company at its registered office immediately after the declaration of result by the Chairman / Managing Director(s) / Whole-Time Director and Chief Financial Officer / Company Secretary. The results shall also be communicated to the Stock Exchanges, BSE Limited / National Stock Exchange of India Limited, Mumbai.
  - f. In case of any difficulties / grievances relating to the voting process, the members can contact

**SECRETARIAL DEPARTMENT**

**CALIFORNIA SOFTWARE COMPANY LIMITED**

**OR**



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**MR.VIJAYAKUMAR**

**WHOLE TIME DIRECTOR**

**CALIFORNIA SOFTWARE COMPANY LIMITED**

Regd Office: Workflo, Greta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096

Ph: 9092053888

Email ID: [calsoftsecretarial@gmail.com](mailto:calsoftsecretarial@gmail.com)

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

**M/s. N. Naresh & Co.**, Chartered Accountants vide their letter dated 22.12.2021, resigned as Statutory auditors of the company. In furtherance to the recommendation of the Audit Committee, the Board of the Directors of the Company decided to appoint **M/s. M.K. Dandeker & Co., Chartered Accountants, Chennai (ICAI Regn. No. 000679S)** as the Statutory Auditors of the Company for auditing the books of accounts of the company for the financial year 2021-22

The consent of the members is, sought in accordance with the provisions of Section 139 of the Companies Act 2013, to appoint **M/s. M.K. Dandeker & Co.**, Chartered Accountants as Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

### Item No. 2 & 3

For the purpose of expansion of business operations, the company is in need of funds. Hence the board has decided to borrow from Banks and financial institutions. Under the provisions of Section 180(1)(c) of the Act, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

Further approval by way of special resolution is required to be obtained to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets,



Realize Your Ideas

# California Software Company Limited

CIN: L72300TN1992PLC022135

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both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 3. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 200 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher

The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. The Board recommends the Resolution at Item No. 2 and 3 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.1 of the Notice.

**By order of the Board**

**For CALIFORNIA SOFTWARE COMPANY LIMITED**



**MAHALINGAM VASUDEVAN**  
**MANAGING DIRECTOR**  
**DIN: 01608150**

**Date: 15.02.2022**  
**Place: Chennai**