

NOTICE TO THE SHAREHOLDERS



Notice is hereby given that the **Thirty First (31st) Annual General Meeting** of California Software Company Limited (CIN: L72300TN1992PLC022135) will be held on **Friday, September 29, 2023, at 01.30 PM** at the registered office of the Company situated at Workflo, Greeta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai - 600096, through video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the audited standalone and consolidated financial statement the Company comprising of the audited balance sheet as of March 31, 2023, the statement of profit and loss, and the cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.

2. To appoint a Director in place of Mr. Vijayakumar (DIN: 07892448), Whole-Time Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution, with or without modification/s as an Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijayakumar (DIN: 07892448), who retires by rotation at this meeting and being eligible, has offered himself for reappointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

3. To appoint statutory auditors and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (Including any statutory modification(s) or re-enactment thereof), and pursuant to the recommendation of the Audit Committee, M/s. K. Gopal Rao & Co., Chartered Accountants (Firm Registration No. 000956S), be and are hereby appointed as the statutory auditors of the Company for a period of five years to hold office from the conclusion of this 31st Annual General Meeting (AGM) until the conclusion of the 36th Annual General Meeting, on the remuneration of Rs. 6 Lakhs per annum.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may, in its absolute discretion, be deemed necessary and to settle any question or difficulty that may arise in this regard.”

SPECIAL BUSINESS

4. To re-appoint Dr. Vasudevan Manimala (DIN:01980557) as Executive/Whole-Time Director

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

“RESOLVED THAT pursuant to and in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force, (“the Act”), read with Schedule V thereto, and subject to the requisite approval of the Central Government, consent of the Company be and is hereby accorded to the re-appointment of Dr. Manimala Vasudevan (DIN: 01980557) as the Executive/Whole-Time Director of the Company for a period of 5 (five) years effective June 08, 2023 on the terms and conditions of appointment and remuneration as contained in the draft agreement, material terms of which are set out in the explanatory statement attached to this notice and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration as may be agreed upon with Dr. Manimala Vasudevan, subject however to the overall ceiling on remuneration specified in the said Schedule V and other applicable provisions of the said Act for the time being in force.”

“RESOLVED FURTHER THAT in case of insufficiency of the profit, the remuneration payable to her will be subject to the overall ceiling on remuneration specified in the Schedule V and other applicable provisions of the Act for the time being in force and the period of appointment will be reduced to 3 (three) years.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and/or any of the key managerial personnel of the Company for the time being, be and are hereby jointly or severally authorised to do all such acts, deeds, matters and things and take such steps which are necessary, expedient or desirable in this regard.”

By order of the Board
For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. Mahalingam Vasudevan
Managing Director
DIN: 01608150

Date: September 06, 2022
Place: Chennai

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

Notes:

1. Given the continuing COVID-19 global pandemic and social distancing norms, the Ministry of Corporate Affairs has issued General Circular No. 02/2022 and No. 03/2022, dated May 05, 2022 read with General Circular No. 20/2020 dated May 05, 2020, read with Circular No.14/2020 dated April 08, 2020, and CircularNo.17/2020 dated April 13, 2020, Circular No.02/2021 dated January 13, 2021, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and available at the Company's website: www.calsof.com.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out material facts in respect of the Special Businesses to be transacted at the 31st Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM; hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, Body Corporate is entitled to appoint authorised representatives to attend the AGM through VC/OAVM participation and vote through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorised representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at secretarial@csdhanapal.com with a copy marked to RTA yuvraj@integratedindia.in and calsftsecretarial@gmail.com authorising their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting.

4. During the year M/s. M.K. Dandeker & Co., Chartered Accountants (Firm Registration No. 000679S) resigned as the Company's Statutory Auditor. The casual vacancy created by this resignation was filled by appointing M/s. K. Gopal Rao & Co., Chartered Accountants (Firm Registration No. 000956S) by the Board and subsequently approved by the members via postal ballot. At this AGM, the resolution for the appointment of M/s. K. Gopal Rao & Co., Chartered Accountants (Firm Registration No. 000956S) as the Company's Statutory Auditors for five years is placed before the members for their approval.
5. The Register of Members and the Share Transfer Books will remain closed from Friday, September 22, 2023, to Friday, September 29, 2023 (both days inclusive) for the purpose of the Annual General Meeting for the financial year 2022-2023.
6. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
7. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.calsof.com and on the website of the Company's Registrar and Transfer Agents, www.integratedindia.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialised form. Given the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members holding shares in physical form are requested to consider converting their holding to dematerialised form. Members can contact the Company or M/s Integrated Registry Management Services Private Limited for assistance.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Therefore, members holding shares in electronic form are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ACL. Shareholders are requested to note that furnishing of a Permanent Account Number (PAN) is now mandatory in the following cases:

- Legal Heirs'/Nominees' PAN Card for transmission of shares
- Surviving joint holders' PAN Cards for deletion of the name of deceased Shareholder, and
- Joint Holders' PAN Cards for transposition of shares

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

For shares held in electronic form: to their Depository Participants (DPs)

For shares held in physical form: to the Company's Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021.

11. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., M/s.Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road T Nagar, Chennai - 600017 India (yuvraj@integratedindia.in) or to the Company at its Registered Office at Workflo, Greta Towers, Industrial Estate, Perungudi OMR Phase 1, Chennai-600096.

12. Members holding shares in physical form can avail of the nomination facility by filing Form SH-13, as prescribed under section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company's Registrar and Share Transfer Agent. Members holding shares in demat form may contact their respective Depository Participants (DPs) to avail of this facility.

13. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 (1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 31st AGM along with the Annual Report for the financial year 2022-2023 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes.

14. In line with the MCA circulars, the Notice convening the 31st AGM and explanatory statement ('the Notice') and the Company's Annual Report for the Financial Year 2022-23 is available on the Company's website at www.calsoft.com. The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed, i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and also on the website of National Depository Services (India) Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., www.evotingindia.com. For any communication, the shareholders may also send requests to the following mail ID: calsoftsecretarial@gmail.com.

15. The Company has appointed National Depository Services (India) Limited ("NSDL") to provide a facility for voting through remote e-voting for participation in the 31st AGM through VC/OAVM Facility and e-voting during the 31st AGM of the Company;

16. Attendance of the members attending the AGM through VC/OAVM shall be counted to reckon the quorum under Section 103 of the Act.

17. The facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM. It will be kept open until the expiry of Fifteen (15) minutes after the scheduled meeting commencement, as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come, first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the Meeting without restriction on account of first-come first served basis.

18. The Members are requested to note that the Company has arranged a Video Conferencing Facility (VC) for the proceedings of the AGM through the Cisco Webex platform. Members may use this facility using the login credentials provided for remote e-voting. On the day of the AGM, members will log in through their user ID and password on the e-voting website of NSDL. The link/tab will be available in the Member login, where the EVEN of the Company will be displayed.

19. The Company's Board of Directors, at their Meeting held on Wednesday, September 06, 2023, had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, having an address at Suite No.103, First Floor, Kaveri Complex, 96/104, Nungambakkam High Road, (Next to NABARD & ICICI Bank), Nungambakkam, Chennai - 600034 as the Scrutinizer to scrutinise the remote e-voting and the e-voting at AGM in a fair and transparent manner.

20. The scrutiniser shall, immediately after the conclusion of the e-voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and make, submit not later than 48 hours from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorised by the Chairman of the AGM, who shall countersign the same.

21. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website, www.calsoft.com and www.evotingindia.com. Further, the results shall be displayed on the Company's Notice Board at its Registered Office and posted on the Company's website. It shall also be communicated to stock exchanges where the Company's shares are listed.

22. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. September 29, 2023. Members seeking to inspect such documents can send an email to calsoftsecretarial@gmail.com.

23. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice

24. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years, or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. As the Company has not declared any dividend for the year 2015-16, the transfer of the amount of dividend that remains unclaimed for a period of 7 years to the IEPF account and the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more to the Demat account of IEPF Authority does not arise;

25. For receiving the Notice and all other communications from the Company electronically, Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, email id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card;

- Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant (DP).
- If there is any change in the e-mail ID already registered with the Company/ RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;

- 26. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 15, 2023, through email at calsoftsecretarial@gmail.com. The same will be replied by the Company suitably through email

CALENDAR – AGM		
S.NO.	PARICULARS	DATE
1.	Cut-off Date For Eligibility of Voting for the AGM	Friday, September 22, 2023
2.	Book Closure Dates	Friday, September 22, 2023 to Friday, September 29, 2023
3.	Remote E-voting period	Tuesday, September 26, 2023 to Thursday, September 28, 2023
4.	Date & Time of AGM	Friday, September 29, 2023, 01.30 PM

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 provided by National Securities Depository Limited. (NSDL). The Company has appointed Mr. N. Ramanathan, Designated Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries as scrutinisers for conducting the e-voting process fairly and transparently. The instructions for e-voting are detailed hereunder:

The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date being September 22, 2023.

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 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 the internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on "Shareholder-Login".
- iv. Insert user ID and password as the initial password noted in the step above. Click Login.
- v. Password change menu appears. Change the password with a new password of your choice with a minimum of 8 digits/characters or a combination thereof. Note the new password. It is strongly recommended not to share your password with anyone and take utmost care to keep it confidential.
- vi. The home page of e-Voting opens. Click one-Voting: Active E-voting Cycles.
- vii. Select "EVEN" of California Software Company Limited.
- viii. Now you are ready for e-voting as the Cast Vote page opens.
- ix. Cast your vote by selecting the appropriate option and clicking "Submit" and "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. You cannot modify your vote Once you have voted on the resolution.
- xii. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter together with an attested specimen signature of the duly authorised signatory(i.e.) who are authorised to vote, to the Scrutinizer through e-mail at calsoftsecretarial@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives a physical copy of the Notice of AGM (For members whose email IDs are not registered with the Company/Depository Participant(s) or requesting a physical copy)

i. The initial password is provided as below/at the bottom of the attendance Form.

R EVEN (Remote- e Voting Event Number)	(i) USERID	PASSWORD/PIN

Please follow all steps from S.No. (ii) to S.No.(xii) above, to cast vote.

C. Instructions for members for attending the AGM through VC/OAVM are as under

- Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at <https://www.evoting.nsdl.com> and click on the “video conference” and access the members’ login by using the remote e-voting credentials. The link for e-AGM will be available in members’ login where the EVENT and the name of the company can be selected;
- Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above
- The facility of joining the AGM through VC/OAVM shall opened 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- Members will be allowed to attend the AGM through VC/OAVM on a first come, first served basis
- Members will be required to allow “camera” and use the internet at a good speed to avoid any disturbance during the meeting;

- Please note that participants connecting from mobile devices or tablets or through a laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use a stable Wi-Fi or LAN Connection to mitigate any aforementioned glitches;
- AGM Questions prior to e-AGM: Members who want to express their views/ask questions during the meeting may log into <https://www.evoting.nsdl.com> and click “Post your Questions”. Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/folio number, email id, and mobile number. The “Post your Questions” link shall commence on Friday, September 22, 2023 (10:00 AM) and ends on Saturday, September 23, 2023 (5:00 PM).
- Speaker Registration during the e-AGM session: Members registered as speakers will only be allowed to express their views/ask questions during the AGM. Members who want to express their views or ask questions during the AGM may register by logging on to <https://www.evoting.nsdl.com> and clicking “Speaker Registration”. You must mention the demat account/folio number, city, email ID, and mobile number and then click submit. The speaker registration shall commence on Friday, September 22, 2023 (10:00 AM) and ends on Saturday, September 23, 2023 (5:00 PM). The Company reserves the right to restrict the number of speakers depending on the time availability for the AGM.
- Members who need assistance before or during the AGM can contact Mr. Vijayakumar (Whole Time Director) at +91-90920-53888

General Guidelines for Members

- i. In case the member is a Body Corporate/Institution, then they are requested to send a scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at secretarial@csdhanapal.com and copy-marked to calsoftsecretarial@gmail.com
- ii. It is strongly recommended not to share your password with anyone and take utmost care to keep it 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 must reset the password using the “Forgot User Details/Password?” or “Physical User Reset Password?” option on www.evoting.nsdl.com.
- iii. A Member can vote either by remote e-voting or at the AGM. If a Member votes by both modes, the votes cast through remote e-voting shall prevail, and the votes cast at the AGM shall be considered invalid.
- iv. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of September 22, 2023 ('Cut-Off Date').
- v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. September 22, 2023, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password to vote. If you have forgotten your password, you may reset your password by using the “Forgot User Details/Password” option available on www.evoting.nsdl.com.

D. 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 Tuesday, the September 26, 2023 (10:00 AM) and ends on Thursday, September 28, 2023 (5:00 PM). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as of the September 22, 2023 cut-off date, may cast their vote electronically. NSDL shall disable the e-voting module for voting thereafter. Once the member casts the vote on the solution, the member shall not be allowed to change it.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website, www.calsoft.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By order of the Board**For CALIFORNIA SOFTWARE COMPANY LIMITED****Dr. Mahalingam Vasudevan**

Managing Director

DIN: 01608150

Date: September 06, 2022

Place: Chennai

Registered Office:

Workflo,

Greeta Towers, Industrial Estate,

Perungudi

OMR Phase 1, Chennai-600096

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“Act”)

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

Item No.4

Dr. Vasudevan Manimala was appointed as an Executive/Whole-Time Director w.e.f June 08, 2018 for five years. Since her tenure expired on June 07, 2023, the resolution for her re-appointment is placed before the members in Item No. 4 of the AGM Notice for their approval.

The Board of Directors approved the re-appointment of Dr. Vasudevan Manimala at their meeting held on September 06, 2023 pursuant to the recommendation of the Nomination and Remuneration Committee in its meeting held on September 06, 2023.

Dr. Vasudevan Manimala is not disqualified from being appointed as an Executive/Whole-Time Director in terms of Section 164 of the Act and has given her consent to act as a Managing Director. Based on the recommendation of the Nomination and Remuneration Committee and keeping in view her rich and wide experience, the Board of Directors is of the opinion that it will be in the interest of the Company that

- Dr. Vasudevan Manimala is re-appointed as Executive/Whole-Time Director of the Company
- The Board recommends an Ordinary Resolution as set out in Item No.4 of the Notice for approval of members.
- Except for Mr. Mahalingam Vasudevan, none of the Company's Directors, Key Managerial Personnel, and their respective relatives are interested in the resolution in Item No.4.

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2 (SS 2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Particulars	Item No. 2	Item No. 4
Name	Vijayakumar	Vasudevan Manimala
Age	53 years	51 years
Nationality	Indian	Indian
Date of birth	04/06/1970	06/05/1972
Qualification	MCA.,MBA.	M. Sc., Ph.D.
Experience	Business Analysis, Testing and Validation of Software's and Finance management	Software, Healthcare, Business administration
Date of first appointment on the Board	08/06/2018	08/06/2018
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if any	Appointed as Whole time Director for a period of five years and liable to retire by rotation	Re-appointed as Whole-Time Director for a period of five years and liable to retire by rotation
Shareholding in the company as on 31.03.2023	2,06,363	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	Not related to any Directors and KMPs of the company	Spouse of Mahalingam Vasudevan, Managing Director
The number of Meetings of the board attended during the year	7	7
Other Directorships, Membership / Chairmanship of Committees of other Boards	1. Global Allied Pharmaceuticals Private Limited - Director 2. Hysynth Bio Technologies Private Limited-Director	1. Global Allied Pharmaceuticals Private Limited-Director 2. Rhys Healthcare Private Limited-Director 3. Rhys Laboratories Private Limited-Director 4. Hysynth Bio Technologies Private Limited-Director

By order of the Board
For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. Mahalingam Vasudevan
Managing Director
DIN: 01608150

Date: September 06, 2022
Place: Chennai

Registered Office:
Workflo,
Greeta Towers, Industrial Estate,
Perungudi
OMR Phase 1, Chennai-600096