



Realize Your Ideas

Date: 16th October 2014

National Stock Exchange of India Ltd
Exchange Plaza,
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 013

Reg.:- Postal ballot notice
Scrip Code: CALSOFT Series: EQ

Dear Sir,

Please find attached postal ballot notice. This is for your information and record.

Thanking you.

Yours faithfully,
For California Software Company Ltd

A handwritten signature in black ink, appearing to read "Jitendra".

Jitendra Kumar Pal
Company Secretary



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California Software Company Limited
Registered Office : Robert V Chandran Tower,
149, Velachery Tambaram Main Road, Pallikaranai, Chennai, 600 100
(CIN L72300TN1992PLC022135)
Phone:044-4282 9000 email: investor@calsoftgroup.com

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Shareholder(s)

NOTICE is hereby given for seeking the approval of the shareholders for the proposals contained in the resolutions appended below by way of Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out material facts is annexed hereto along with a Postal Ballot Form for your consideration

ITEM NO. 1

To consider and, if thought fit, to pass with or without modifications, the following resolutions as a Special resolution

"RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 and 180(1)(a) of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (the "Board", which term shall be deemed to include any duly constituted committee thereof) to sell, assign, transfer, convey and deliver the whole or substantially whole of the undertaking, identified as the Dubai Branch located at Dubai Airport Freezone, Dubai, UAE by means of transfer of such of the assets, as are identified, ('Dubai Branch') to Inatech MEA FZ-LLC for nil consideration and the remaining assets and / or liabilities may be disposed of / written off / transferred / settled and after which the Dubai Branch be closed down.

RESOLVED FURTHER THAT the Board be and is hereby authorized to complete the aforesaid with such modification (s) as may be required by any of the concerned authority (ies) or which the Board may deem appropriate to be in the best interest of the Company and to do all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalizing the terms and conditions, sale consideration, methods, closure of the branch, timings and modes in respect thereof and executing necessary documents, schemes, agreements, deeds of assignment/conveyance, applications to respective authorities and such other documents, deeds, writings and papers as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to sub-delegate to any committee of Directors or any executive of the Company, to give effect to this resolution.

ITEM NO.2

To consider and, if thought fit, to pass with or without modifications, the following resolutions as a Special resolution

"RESOLVED THAT pursuant to the provisions of Section 110 of the Companies Act, 2013 and 180(1)(a) of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby to the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee, which the Board may constitute for this purpose) to sell or otherwise dispose of, in as is where is condition, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, the Land and Building situated at #149, Tambaram Velachery Main Road, Pallikaranai, Chennai – 600100, in favour of the purchaser, lender(s), Agent(s) and Others for sale, for a consideration as decided by the Board or Committee appointed thereof and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or



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Committee thereof and the Purchaser/ Agent(s) and Trustee(s)/Trustee(s) in respect of the said sale, subject to necessary approvals and provisions"

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the Members of the Company, including finalising the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to change or extend the said date, and finalising and executing necessary documents including schemes, agreements, deeds of assignment / conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company including the power to delegate, to give effect to this Resolution."

ITEM NO.3

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 196,197,198,203 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act or any amendments thereto as may be agreed between the Board and Bhavesh Rameshlal Chauhan, approval of the Company be and is hereby accorded to the re-appointment of Bhavesh Rameshlal Chauhan as Managing Director of the Company for a period of 2 (two) years with effect from 14th August 2014 without remuneration subject to the approval the Central Government if any.

FURTHER RESOLVED THAT the Board of Directors be and are hereby severally authorized to take such steps as the Board may consider necessary or expedient to give effect to this Resolution."

By Order of the Board
For California Software Company Limited

Date: 07th October 2014
Place: Chennai

Jitendra Kumar Pal
Company Secretary

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, read with Companies (Management and Administration) Rules, 2014, setting out the material facts is annexed.
2. The Board of Directors has appointed Mr. V.S. Sowrirajan, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.



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3. You are requested to read carefully the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 15th November, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of postal ballot will be announced at 3 P.M. on 18th November 2014, at the Registered Office of the Company "Robert V Chandran Tower", No.149, Velachery Tambaram Main Road, Pallikarnai, Chennai- 600100. The results of the Postal Ballot will be posted on the website of the Company www.calsoftgroup.com, besides communicating to the Stock Exchanges where the company shares are listed.
4. 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. Members have option to vote either through e-voting or through the physical Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by physical Postal Ballot also and vice-versa. 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 10th October 2014. The instructions for Shareholders for e-voting are as under:
 - a) **In case of Shareholders' receiving e-mail from NSDL:**
 - (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 Evoting Cycles.
 - (vii) Select "EVEN" 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.



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- (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 vssowrirajan@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders' receiving Postal Ballot Form by Post

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (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) 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.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (e) 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).
5. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or evoting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid Physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
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 15th November 2014.
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.



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ANNEXURE TO THE NOTICE

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

ITEM NO.1

To enable the Company to further strengthen its core business, as a strategic option, the Board of Directors at its meeting held on 7th October 2014 has, subject to the approval of the Members, resolved to sell, transfer or otherwise dispose of certain identified assets of the Company's Dubai Branch, for nil consideration, to any suitable party/parties or any other group of the company or to the head office, the valuation of which shall be done by at least one Independent valuers with effect from such date and in such form and manner, as the Board may deem fit and appropriate in the best interest of the Company. After the above mentioned sale, the remaining assets and liabilities will be disposed of / written off / settled / transferred and the branch will be closed.

Since, the sale / transfer of the said assets of the Dubai Branch in favour of other party/parties amounts to transfer of the whole or substantially whole of the respective undertaking, which constitutes more than 20% of the total networth of the Company and the closure of the branch amounts to closure of a business unit, it is necessary to obtain approval of the Members under Section 180(1)(a) of the Companies Act, 2013 (the Act) read with Section 110 of the Act, by passing Special Resolution through Postal Ballot.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.1.

The Board commends the resolution as set out in the Notice for approval of the Members as an Special Resolution.

ITEM NO.2

The shareholders had approved the sale of land and building vide postal ballot held during November 2012. The validity of shareholders approval obtained under Companies Act 1956 is one year, which got elapsed.

As you may be aware from the company's latest Annual Report, the company has undertaken a major restructuring activity both of financial and organizational nature. As a part of the restructuring plan, the company plans to sell or dispose of otherwise the land and building situated at #149, Tambaram Velachery Main Road, Pallikaranai, Chennai – 600100 bearing survey no. S.No.23/1B3 of Pallikaranai Village, Tambaram Taluk, Kancheepuram District land measuring 1 acre 55 cents or thereabouts, together with the IT/ITES building of total built up area of 1,66,761 sq.ft constructed thereon consisting of a stilt plus 7 floors Known as "RVC TOWERS" together with 96 covered car parks and all other facilities wherein Building comprising fourth floor, fifth floor, sixth floor and seventh floor of a total built up area of 95,292 sq.ft. in the mentioned building with all fixtures, fittings, etc. incorporated therein together with an undivided 95292/166761 share in the mentioned land and 55 covered earmarked car parks in the stilt area, on as is where is basis, to such person on such consideration and with effect from such date as the board may deem appropriate.



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The proceeds arising out of the said sale or disposal of the said building shall, be used towards settlement of the existing mortgage thereon and the existing revolving credit facility of the company together with any and all accrued interest and any payments arising thereof.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at No.2.

The Board commends the resolution as set out in the Notice for approval of the Members as an Ordinary Resolution.

ITEM NO.3

The Board of Directors at their meeting held on 08th August 2014 has subject to the approval of members and Central Government if any re-appointed Mr. Bhavesh Rameshlal Chauhan as Managing Director for a period of 2 (two) years from the expiry of his present term which expired on 14th August 2014.

Mr. Bhavesh Rameshlal Chauhan has done FCCA, ACCA and B.Eng (Chemical Engineering), is having vast experience in accounting, finance, trading, Marketing and Project Management and it will be in the interest of the Company that he is re-appointed as Managing Director. Brief details of his resume with background, qualifications and other directorships as stipulated in Clause 49 of the Listing agreement are given in the section in this notice on Information on Directors seeking re-appointment.

Approval of the shareholders is therefore being sought for the re-appointment of Bhavesh Rameshlal Chauhan as Managing Director of the company for 2 years as per the terms and conditions, as specified in the resolution. The terms of appointment as set out in the Resolution are in accordance with the applicable provisions of Companies Act, 2013 Rules made there under read with Schedule V to the Companies Act, 2013.

The Board commends the resolution as set out in the Notice for approval of the Members as a Special Resolution.

None of the Directors except Mr.Bhavesh Rameshlal Chauhan, Key Managerial Persons of the Company and their relatives is/are concerned or interested in this resolution.

Information on Directors seeking appointment/re-appointment (Pursuant to Clause 49(IV) (E) and 49 (IV)(G)(i) of the Listing Agreement)

Name of the Director	Mr. Bhavesh Rameshlal Chauhan
Date of first Appointment	14th July 2012
Age/Date of Birth	49 / 03rd January 1965



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Expertise in Specific functional area	Accounting, Finance, Trading, Marketing and Project Management
Educational Qualifications	FCCA, ACCA, B.Eng (Chemical Engineering)
List of Other Directorships held as on 14th August 2014	None
Chairman/Member of the Committee of the Board of Directors of the Company as on 14th August 2014	Member- Stakeholders Relationship Committee
Chairman/Member of the Committee of Directors of other Companies as on 14th August 2014	Nil
Number of shares held in the Company as on 14th August 2014	Nil

By Order of the Board
For California Software Company Limited

Date: 07th October 2014
Place: Chennai

Jitendra Kumar Pal
Company Secretary