



Realize Your Ideas

Date: 29th May 2017

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

Scrip Code: CALSOFT Series: EQ

Dear Sir,

Reg.:-Outcome of the Board meeting held on 29th May 2017

This is to advise that the Board at its meeting held on 29th May 2017, approved the following:

1. Audited financial result for the year ending 31st March 2017 (standalone and Consolidated).
2. The Board of Directors has not recommended any dividend in view of the accumulated losses.

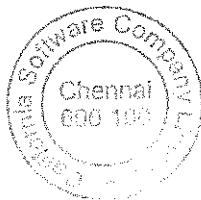
Please find attached financial results for the year ending 31st March 2017 along with auditor reports and asset and liabilities statement.

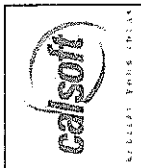
The board meeting commenced at 4.00 P.M. and concluded at 5.00 P.M.

Thanking you.

Yours faithfully,
For California Software Company Ltd

Jitendra Kumar Pal
Company Secretary

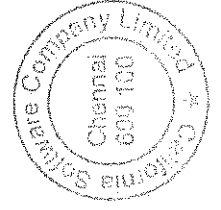




CALIFORNIA SOFTWARE COMPANY LTD
 Registered Office: Robert V Chandran Tower, Seventh Floor, # 149, Velachery Tambaram Main Road, Pallikarantal, Chennai-600 100
 Audited Financial Results for the year ended 31 March 2017

(All figures Rs. in Crores except EPS & Share holding data)

CONSOLIDATED BASIS		STANDALONE BASIS						
Sl. No	Particulars	Year ended 31 March 2017 Audited	Previous Year ended 31 March 2016 Audited	3 months ended 31st Mar 2017	31-03-2017	31-12-2016	31-03-2016	Year Ended
	Part I							
1	(a) Net Sales/Income from Operations	-	-		-	-	-	-
	(b) Other Operating Income	-	-		-	-	-	-
	(c) Total Income	-	-		-	-	-	-
2	Expenditure							
	a) Cost of Material consumed	-	-		-	-	-	-
	(b) (Increase)/Decrease in Work in Progress	-	-		-	-	-	-
	c) Employee Cost	0.12	0.12	0.03	0.03	0.03	0.03	0.12
	d) Other Expenditure	(1.85)	(2.09)	(2.48)	(2.47)	0.29	(5.10)	(1.84)
	e) Deferred Expenses written off	-	-	-	-	-	-	-
	(f) Depreciation	-	-	-	-	-	(1.87)	-
	Total Expenditure	(1.73)	(1.97)	(2.45)	(2.44)	0.32	(6.94)	(1.72)
3	Profit from operations before Other Income, interest and Exceptional items (1-2)	(1.73)	(1.97)	(1.01)	(1.00)	(0.32)	(6.94)	(1.72)
4	Other Income	0.02	3.68	(2.33)	(2.33)	-	1.21	0.02
5	Profit before interest and Exceptional Items (3+4)	1.75	5.65	0.12	0.11	(0.32)	5.73	1.74
6	Interest & finance charges	-	6.99	-	-	-	1.07	-
7	Profit/(Loss) after interest but before Exceptional items	1.75	(1.34)	0.12	0.11	(0.32)	4.66	1.74
8	Exceptional items	-	(0.17)	-	-	-	-	-
9	Profit/(Loss) before Ordinary activities before tax (7+8)	1.75	(1.17)	0.12	0.11	(0.32)	-	1.74
10	Provision for Taxation	-	-	-	-	-	4.66	-
a)	Current Tax	-	-	-	-	-	-	-
b)	Deferred Tax	-	-	-	-	-	-	-
11	Net Profit (+)/Loss (-) from Ordinary activities after tax (9-10)	1.75	(1.17)	0.12	0.11	(0.32)	4.66	1.74
12	(a) Extraordinary items & prior period adjustments	-	-	-	-	-	-	-
	(b) Minority Interest adj. for share of subsidiary profits/ (Losses)	-	-	-	-	-	-	-
13	Net Profit (+)/Loss (-) for the period (11-12)	1.75	(1.17)	0.12	0.11	(0.32)	4.66	1.74
14	Paid-up Equity Share Capital	12.36	12.36	-	-	12.36	-	12.36
	(Face Value of the Share : Rs. 10)	-	-	-	-	-	-	-
15	Reserves excluding revaluation reserves	(41.82)	(43.57)	0.11	0.11	-38.82	-1.31	(38.71)
16	Earning Per Share for the period (Rs.)				-			
	i) Basic and diluted EPS before Extraordinary items for the period, for the year to date and for the previous year (not to be annualised)	1.41	(0.95)	0.01	1.41		0.37	1.41
	ii) Basic and diluted EPS after Extraordinary items for the period, for the year to date and for the previous year (not to be annualised)	1.41	(0.95)	0.01	1.41		0.37	1.41





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Audited Financial Results for the year ended 31 March 2017

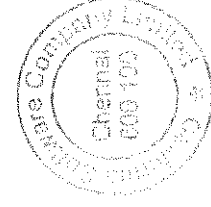
(All figures Rs. In Crores except EPS & Share holding data)

Sl. No	Particulars	CONSOLIDATED BASIS			STANDALONE BASIS			
		Year ended 31 March 2017 Audited	Previous Year ended 31 March 2016 Audited	3 months ended 31st Mar 2017	Three Months Ended			Year Ended
	Part II							
A	Particulars of Shareholding							
1	Public Shareholding :							
	Number of Shares	36,21,095	36,21,095	36,21,095.00	36,21,095	36,21,095	36,21,095	36,21,095.00
	Percentage of Shareholding	29.29	29.29	29.29	29.29	29.29	29.29	29.29
2	Promoters and Promoter Group Shareholding:							
	(a) Pledged/Encumbered							
	-Number of shares	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	percentage of shares (as a % of the total shareholding of promoter group)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	-Percentage of shares (as a % of the total shareholding of the Company)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	(b) Non-encumbered							
	-Number of shares	87,43,911	87,43,911	87,43,911	87,43,911	87,43,911	87,43,911	87,43,911
	percentage of shares (as a % of the total shareholding of promoter group)	100%	100%	100%	100%	100%	100%	100%
	-Percentage of shares (as a % of the total shareholding of the Company)	70.71	70.71	70.71	70.71	70.71	70.71	70.71

Notes : NR=Not reported NA=Not applicable Amounts in brackets indicate negative figures

- The above results were reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 29th May 2017.
- Consolidated annual results include results of the company and all its subsidiaries
- The company has only one segment i.e software development. The company has not generated any income hence segment result has not been provided
- The Board has not recommended any dividend in view of the accumulated losses.
- The figures for the last quarter are the balancing figures between the audited figures in respect of the full financial year and the year to date figures upto the third quarter of the financial year
- Figures for the previous periods are re-classified/ re-arranged wherever necessary.

For and on Behalf of the Board
For California Software Company Ltd



(Signature)

Frederick Ivor Bendle
Managing Director & CEO

Place: Chennai
Date: 29th May 2017

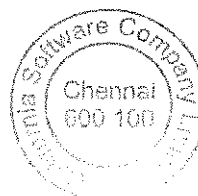


STATEMENT OF ASSETS AND LIABILITIES

(Rs in Crores)

Particulars	Standalone		Consolidated	
	As at the end of 31.03.2017 (Audited)	As at the end of 31.03.2016 (Audited)	As at the end of 31.03.2017 (Audited)	As at the end of 31.03.2016 (Audited)
A				
EQUITY AND LIABILITIES				
1 SHAREHOLDERS' FUND				
(a) Capital	12.36	12.36	12.36	12.36
(b) Reserves and Surplus	(38.71)	(40.44)	(41.82)	(43.56)
(c) Money received against share warrant	-	-	-	-
Sub-total- shareholders fund	(26.35)	(28.08)	(29.46)	(31.20)
2 share application money pending allotment	-	-	-	-
3 Minority Interest	-	-	-	-
4 Non-current Liabilities				
(a) Long term borrowings	-	-	-	-
(b) Deferred tax liabilities (net)	-	-	-	-
(c) other long term liabilities	-	-	-	-
(d) Long term provisions	-	-	-	-
Sub-total- Non current Liabilities	-	-	-	-
5 Current Liabilities				
(a) Short term borrowings	35.12	36.97	35.12	36.97
(b) Trade payable	0.26	0.26	0.26	0.26
(c) other current liabilities	0.08	0.13	0.08	0.14
(d) short term provisions	0.01	0.01	0.02	0.02
Sub-total- Current Liabilities	35.47	37.37	35.48	37.39
TOTAL- EQUITY AND LIABILITIES	9.12	9.29	6.02	6.19
B				
ASSETS				
1 Non-current assets				
(a) Fixed assets	-	-	-	-
(b) Goodwill on consolidation	-	-	-	-
(c) Non-current Investments	3.11	3.11	-	-
(d) Deferred tax assets (net)	-	-	-	-
(e) Long term loans and advances	5.98	6.07	5.98	6.07
(f) other non current- assets	-	-	-	-
Sub-total- Non current assets	9.09	9.18	5.98	6.07
2 Current assets				
(a) Current investments	-	-	-	-
(b) Inventories	-	-	-	-
(c) Trade receivables	-	-	-	-
(d) cash and cash equivalents	0.03	0.11	0.04	0.12
(e) Short term loans and advances	-	-	-	-
(f) other current assets	-	-	-	-
Sub-total- Current assets	0.03	0.11	0.04	0.12
TOTAL - ASSETS	9.12	9.29	6.02	6.19

For California Software Company Limited



Frederick Ivor Bendle
Managing Director and CEO

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **CALIFORNIA SOFTWARE COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

1. Note 26 and 27 in the stand alone financial statements which indicate that the Standalone Company has accumulated losses and its net worth has been fully eroded, the Standalone Company has incurred a net loss during the current and previous year(s) and, the Stand alone Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, indicate the existence of a material uncertainty that may cast significant doubt about the Stand alone Company's ability to continue as a going concern.
2. Note no. 31 to the standalone financial statement regarding unsecured loans from Associate companies amounting to Rs.35,10,79,977/-.
3. Company's subsidiary company i.e Aspire Communications P Ltd and its subsidiary Aspire peripherals P Ltd have stopped their operations fully.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2017 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:

- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
- d. in our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

N.BALASUBRAMANIAN ASSOCIATES
CHARTERED ACCOUNTANTS

e. On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 47 to the standalone financial statements.

Place: Chennai

Date: 29-05-2017



For N.Balasubramanian Associates
Chartered Accountants
FRN: 000335S

N. Balasubramanian

(N.Balasubramanian)

(Partner)

Membership No. :023445

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

1) As the Company is not having any fixed assets, maintenance of proper records showing full particulars, including quantitative details and situation of fixed assets and periodical verification of the same are not applicable;

2) As the company is not having any inventory, the physical verification of such inventory and maintenance of records are not applicable.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues wherever applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no undisputed dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding, other than on account of dispute mentioned in Note No.46.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions

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of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, no managerial remuneration has been paid during the year.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

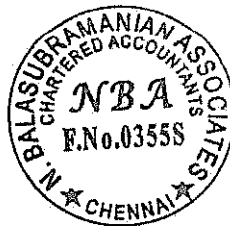
16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For N.Balasubramanian Associates
Chartered Accountants
FRN: 000335S

N. Balasubramanian

(N.Balasubramanian)
(Partner)
Membership No. :023445

Place: Chennai
Date: 29-05-2017



Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of California Software Company Limited ("the Company") as of 31 March 2017.

Management's Responsibility for Internal Financial Controls:

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility:

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting:

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion:

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Chennai

Date: 29-05-2017



For N.Balasubramanian Associates
Chartered Accountants
FRN: 000335S

N. Balasubramanian

(N.Balasubramanian)
(Partner)
Membership No. :023445

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **CALIFORNIA SOFTWARE COMPANY LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at 31st March, 2017 the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating

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the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to the following matters in the Notes to the financial statements:

1. Note 23 and 24, which indicate that the Holding Company has accumulated losses and its net worth has been fully eroded, the Holding Company has incurred a net loss during the current and previous years and, the Holding Company's current liabilities exceeded its current assets as at the balance sheet date. These conditions, indicate the existence of a material uncertainty that may cast significant doubt about the Holding Company's ability to continue as a going concern.
2. Note no. 37 to the consolidated financial statement regarding unsecured loans from Associate companies amounting to Rs.35,10,79,977/-
3. Note no. 24 and 25 to the Holding Company's Indian subsidiary Aspire Communications P Ltd and its subsidiary Aspire peripherals P Ltd have stopped their operations fully.

Our opinion is not modified in respect of this matter

Report on Other Legal and Regulatory Requirements

1. As the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, is not applicable to consolidated financial statements, we have not given our comments based on this order.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

N.BALASUBRAMANIAN ASSOCIATES
CHARTERED ACCOUNTANTS

- (e) Matters described in sub-paragraphs under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company
- (f) On the basis of the written representations received from the directors of the Holding Company, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 43 to the consolidated financial statements.

Place: Chennai

Date: 29-05-2017



For N.Balasubramanian Associates

Chartered Accountants

FRN: 000335S

N. Balasubramanian

(N.Balasubramanian)

(Partner)

Membership No. :023445

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of CALIFORNIA SOFTWARE COMPANY LIMITED ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

N.BALASUBRAMANIAN ASSOCIATES
CHARTERED ACCOUNTANTS

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

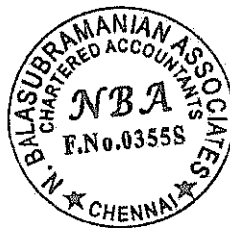
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: Chennai

Date: 29-05-2017



For N.Balasubramanian Associates
Chartered Accountants
FRN: 000335S

N. Balasubramanian

(N.Balasubramanian)
(Partner)

Membership No. :023445