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Date: 28th Nov 2014

National Stock Exchange of India Ltd
Exchange Plaza,
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051

Scrip Code: CALSOFT Series: EQ

Reg.: -Outcome of Annual General Meeting held on 27th Nov 2014

Dear Sir,

The members of California Software Company Limited at the 22nd Annual General Meeting (AGM) held on 27th November 2014 have accorded their consent to:-

1. Adoption of Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the year ended on that date, the Report of the Auditors and Directors thereon.
2. Re-appointment of auditors M/s. Tomy & Francis, Chartered Accountants as Statutory Auditors of the Company, to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.
3. Appointment of T R Ramasamy as an Independent Director
4. Appointment of Dr. P J George as an Independent Director
5. Appointment of Mr. Frederick Ivor Bendle as a Director

Please find attached scrutinizer's report obtained from Mr. P Krishna Kumar, Practising Company Secretary.

Thanking you.

Yours faithfully,
For California Software Company Ltd

Jitendra Kumar Pal
Company Secretary

California Software Company Limited

CIN-L72300TN1992PLC022135

Registered Office : Robert V Chandran Tower, 149, Velachery Tambaram Main Road, Pallikaranai, Chennai 600 100. India
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FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

SCRUTINIZER'S REPORT FOR E-VOTING

To,
The Chairman
22nd Annual General Meeting of the Equity Shareholders of
California Software Company Limited
Robert V Chandran Tower, # 149, Velachery Tambaram Main Road,
Pallikaranai, Chennai-600 100.

Dear Sir,

Sub.: Report on passing of resolutions through Electronic means under Section 108 of the Companies Act, 2013 read with rules made thereunder and read with the Listing Agreement

I, **Krishna Kumar P**, a Practising Company Secretary, having office at Flat No.2C, Nanditha Apts., No.50/47, Thirumalai Road, T Nagar, Chennai - 600017, Tamil Nadu, India, have been appointed as a Scrutinizer by the Board of Directors of **California Software Company Limited** (the "Company") for the e-voting held between 19th November, 2014 (9:00 am) to 21st November, 2014 (6:00 pm) on the below mentioned resolution(s), set out in the notice convening the 22nd Annual General Meeting of the Equity Shareholders, held on 27th November, 2014 at Robert V Chandran Tower, # 149, Velachery, Tambaram Main Road, Pallikaranai, Chennai-600 100.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through electronic means in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the Company.

Responsibility as a Scrutinizer

My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company for providing e-voting facilities to its shareholders.

In respect of the e-voting, I submit as follow:

1. The shareholders of the Company holding shares as on the "Record" date were entitled to vote on the proposed resolutions as set out in the Notice of the 22nd Annual General Meeting ("AGM") of the Company.
2. The e-voting commenced on November 19, 2014 at 9.00 am and ended on November 21, 2014 at 6.00 pm and the NSDL e-voting platform was blocked thereafter.



3. The votes casted under the e-voting facility were then unblocked in the presence of two witnesses who were not in the employment of the Company. Thereafter, NSDL provided me with the voting results.
4. The votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The result of the e-voting is as under:

(a) Resolution No. 1 -
Adoption of Accounts

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	91,95,553	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Resolution No. 2 -
Re-appointment of M/s. Tomy & Franics as statutory auditors

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	91,95,553	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(c) Resolution No. 3 -

Appointment of T R Ramasamy as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	91,95,553	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy)	Total number of votes cast by them
Nil	Nil

(d) Resolution No. 4 -

Appointment of Mr. Dr P J George as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	91,95,553	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



(e) Resolution No. 5 -

Appointment of Mr. Frederick Ivor Bendle as a Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
5	91,95,553	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

6. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the authorized representative of the Company.

Thanking you,

Yours faithfully,

P. Krishna Kumar

KRISHNA KUMAR P

FCS: 4228

CP No. 4168



Place: Chennai

Dated: November 27, 2014

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

SCRUTINIZER'S REPORT FOR POLL

To,
The Chairman
22nd Annual General Meeting of the Equity Shareholders of
California Software Company Limited
Robert V Chandran Tower, # 149, Velachery Tambaram Main Road,
Pallikaranai, Chennai-600 100.

Dear Sir,

Sub.: Report on passing of resolutions through poll under Section 109 of the Companies Act, 2013

I, **Krishna Kumar P**, a Practising Company Secretary, having office at Flat No.2C, Nanditha Apts., No.50/47, Thirumalai Road, T Nagar, Chennai - 600017, Tamil Nadu, India, have been appointed as a Scrutinizer and Mr. R Natarajan (Clien ID-10027042) has been appointed as a witness by the Chairman of the 22nd Annual General Meeting of **California Software Company Limited** (the "Company") for the purpose of the poll taken on the below mentioned resolution(s), set out in the notice convening the 22nd Annual General Meeting of the Equity Shareholders, held on November 27, 2014 at Robert V Chandran Tower, # 149, Velachery, Tambaram Main Road, Pallikaranai, Chennai-600 100.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through poll in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the Company.

Responsibility as Scrutinizers

My responsibility as Scrutinizer for the polling process at the 22nd AGM is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the ballot papers and records of the Company.

In respect of the poll taken at the 22nd AGM, I submit my report as follow:

1. After declaration of the poll by the Chairman, ballot box kept for polling, was marked by identification mark placed on it.
2. The ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent (R&TA) of the Company and the authorizations lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting



i.e., on e-voting as well as on poll. As per the information given by the Company, the names of the shareholders who had voted on e-voting through NSDL facility had been blocked and ballot papers were issued to only those members who were present at the AGM and who had not casted their votes through e-voting.

3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

(a) Resolution No. 1 -

Adoption of Accounts

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	397	88.22

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	11.78

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

(b) Resolution No. 2 -

Re-appointment of M/s. Tomy & Franics as statutory auditors

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	397	88.22

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	11.78

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55



(c) Resolution No. 3 -

Appointment of T R Ramasamy as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	397	88.22

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	11.78

(iii) Invalid votes :

Total number of members (in person or by proxy)	Total number of votes cast by them
5	55

(d) Resolution No. 4 -

Appointment of Mr. Dr P J George as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	397	88.22

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	11.78

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

(e) Resolution No. 5 -

Appointment of Mr. Frederick Ivor Bendle as a Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	397	88.22



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	11.78

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

5. The list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been submitted to the authorized representative of the Company.
6. The poll papers and all other relevant records were sealed and handed over to the authorized representatives of the Company.

Thanking you,

Yours faithfully,

P. Krishna Kumar

KRISHNA KUMAR

FCS: 4228

CP No. 4168



Place: Chennai

Dated: November 28, 2014

FORM No. MGT-13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

COMBINED SCRUTINIZER'S REPORT

To,

The Chairman

22nd Annual General Meeting of the Equity Shareholders of

California Software Company Limited

Robert V Chandran Tower, # 149, Velachery Tambaram Main Road,
Pallikaranai, Chennai-600 100.

Dear Sir,

Sub.: Combined Scrutinizer's report

With reference to the above cited subject, we submit as follow:

- The Board of Directors of **California Software Company Limited** (the "Company") for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with relevant rules made thereunder, had appointed CS Krishna Kumar P to act as a Scrutinizer; and
- The Chairman of the 22nd Annual General Meeting of the Company for the purpose of the poll taken under the provisions of Section 109 of the Companies Act, 2013 read with rules made thereunder on the below mentioned resolution(s), set out in the notice convening the 22nd Annual General Meeting of the Equity Shareholders, held on November 27, 2014 at Robert V Chandran Tower, # 149, Velachery, Tambaram Main Road, Pallikaranai, Chennai-600 100. had appointed CS Krishna Kumar P to act as Scrutinizer and Mr. R Natarajan (Client ID -10027042) as a witness.

Responsibility of the Management of the Company

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules made thereunder in relation to exercising of voting rights through e-voting and poll in relation to resolutions proposed to be passed at the ensuing Annual General meeting of the Company.

Responsibility as Scrutinizers

- My i.e., CS Krishna Kumar P, responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the resolution(s) set out in the notice convening the Annual General Meeting, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ("NSDL"), the authorized agency engaged by the Company for providing e-voting facilities to its shareholders
- Further, my i.e., CS Krishna Kumar P, responsibility as Scrutinizer for the polling process at the 22nd AGM is restricted to make a Scrutinizer's report of the votes casted "in favour" or "against" the



resolution(s) set out in the notice convening the Annual General Meeting, based on the ballot papers and records of the Company.

Further to the above:

- I have issued a separate scrutinizer's report dated November 27, 2014 on the e-voting on the resolutions as set out in the notice of the AGM; and
- I have further issued a separate scrutinizer's report dated November 28, 2014 on the poll taken at the AGM venue on the resolutions as set out in the notice of the AGM.

Now, as requested by the management, I hereby submit a combined report on the results of e-voting and the poll taken at the AGM as under:

**(a) Resolution No. 1 -
Adoption of Accounts**

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	91,95,950	99.999

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	0.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

**(b) Resolution No. 2 -
Re-appointment of M/s. Tomy & Franics as statutory auditors**

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	91,95,950	99.999



(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	0.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

**(c) Resolution No. 3 -
Appointment of T R Ramasamy as an Independent Director**

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	91,95,950	99.999

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	0.001

(iii) Invalid votes :

Total number of members (in person or by proxy)	Total number of votes cast by them
5	55

**(d) Resolution No. 4 -
Appointment of Mr. Dr P J George as an Independent Director.**

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	91,95,950	99.999



(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	0.001

(ii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

(a) Resolution No. 5 -

Appointment of Mr. Frederick Ivor Bendle as a Director

(i) Voted in favour of the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
21	91,95,950	99.999

(ii) Voted against the resolution:

Number of members present (including e-voting) and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	53	0.001

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
5	55

Copies of all the relevant records were handed over to the authorized representatives of the Company.

Thanking you,

Yours faithfully,

P. Krishna Kumar

KRISHNA KUMAR

FCS: 4228

CP No. 4168



Place: Chennai

Dated: November 28, 2014