



Realize Your Ideas

Date: 21st August 2015

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

**Scrip Code: CALSOFT Series: EQ**

**Reg.:- Scrutinizer Report of the Annual General Meeting held on 19<sup>th</sup> August 2015**

Dear Sir,

This is further to our announcement made on 19th August 2015 regarding outcome of the annual general meeting held on that day, please find attached scrutinizer report.

Please take it on record

Thanking you.

Yours faithfully,  
For California Software Company Ltd

Jitendra Kumar Pal  
Company Secretary

**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
Company Secretary

**SCRUTINIZER REPORT**

The Chairman  
CALIFORNIA SOFTWARE COMPANY LIMITED  
ROBERT V CHANDRAN TOWERS  
149, VELACHERY TAMBARAM MAIN ROAD  
PALLIKKARANAI, CHENNAI-600100

**Sub : Results of the E-Voting**

I, **V.S.SOWRIRAJAN**, Practising Company Secretary, was appointed by the Board of Directors of your company as your Scrutinizer for E-Voting held pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the purpose of passing the Resolutions contained in the Notice of the Annual General Meeting held on 19<sup>th</sup> August 2015.

As required under Section 108 of Companies Act, 2013, the Company has offered e-voting facility to the shareholders and a statement to this effect was included in the Notice of the Annual General Meeting. Electronic copy of the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant/s for communication purposes unless any member has requested for a hard copy of the same.

The Company provided the E-Voting facility offered by the National Securities Depository Limited (NSDL) for conducting e-Voting by the members of the Company.

The Shareholders were required to cast their votes on line on the basis of password provided to them by the Registrar and Share Transfer Agent namely, M/s. Integrated Enterprises (India) Limited, Chennai.

At the end of the voting period at 05.00 P.M on 18<sup>th</sup> August 2015, the Voting Portal was blocked by the Service Provider. On 19<sup>th</sup> August 2015, the Votes cast through e-Voting was duly un-blocked by me in accordance with the requirements of the Rules.

As a Scrutinizer, the report of the e-Voting carried out by the shareholders as required was duly complied, the details of which are given below:

FIVE shareholders holding 91,93,304 shares has participated in the e-voting process. The Results of the e-Voting for each of the resolutions contained in the Notice of the Annual General Meeting is as under :



C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006  
e-mail: [vssowrirajan@gmail.com](mailto:vssowrirajan@gmail.com) Mobile :9444382985

**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

**Subject No.1.- Ordinary Resolution**

1. To receive, consider and adopt the

- a) Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015
- b) Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2015

| Particulars | No. of E-Votes Cast | Number of Votes contained in E-Vote | Percentage (%) |
|-------------|---------------------|-------------------------------------|----------------|
| Received    | 5                   | 9193304                             | 100.000        |
| Assent      | 4                   | 9193219                             | 99.999         |
| Dissent     | 1                   | 85                                  | 0.001          |
| Invalid     | 0                   | 0                                   | 0.000          |

**Subject No.2.- Ordinary Resolution**

2. To appoint a Director in place of Mr.Fredrick Ivor Bendle, who retires by rotation and being eligible, offer himself for re-appointment.

| Particulars | No. of E-Votes Cast | Number of Votes contained in E-Vote | Percentage (%) |
|-------------|---------------------|-------------------------------------|----------------|
| Received    | 5                   | 9193304                             | 100.000        |
| Assent      | 4                   | 9193219                             | 99.999         |
| Dissent     | 1                   | 85                                  | 0.001          |
| Invalid     | 0                   | 0                                   | 0.000          |

**Subject No .3 – Ordinary Resolution**

**To ratify the re-appointment of Statutory Auditors**

| Particulars | No. of E-Votes Cast | Number of Votes contained in E-Vote | Percentage (%) |
|-------------|---------------------|-------------------------------------|----------------|
| Received    | 5                   | 9193304                             | 100.000        |
| Assent      | 4                   | 9193219                             | 99.999         |
| Dissent     | 1                   | 85                                  | 0.001          |
| Invalid     | 0                   | 0                                   | 0.000          |



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
Company Secretary

Subject No .4 – Ordinary Resolution

To appoint Ms.Vijayapriya as Non-Executive, Independent Woman Director

| Particulars | No. of E-Votes Cast | Number of Votes<br>contained in E-Vote | Percentage (%) |
|-------------|---------------------|----------------------------------------|----------------|
| Received    | 5                   | 9193304                                | 100.000        |
| Assent      | 4                   | 9193219                                | 99.999         |
| Dissent     | 1                   | 85                                     | 0.001          |
| Invalid     | 0                   | 0                                      | 0.000          |



V.S.SOWRIRAJAN  
Company Secretary  
FCS 2368/CP 6482

**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

**COMBINED SCRUTINIZER REPORT ON E-VOTING AND POLL**

To

To the Chairman,  
Annual General Meeting of the Shareholders of  
CALIFORNIA SOFTWARE COMPANY LIMITED  
ROBERT V CHANDRAN TOWERS  
149, VELACHERY TAMBARAM MAIN ROAD  
PALLIKARANAI, CHENNAI-600100

I, V.S.SOWRIRAJAN, appointed by the Board of Directors of the Company as Scrutinizer for the purpose of vote taken on the under mentioned resolutions through e-Voting and by the Chairman of the Annual General Meeting for the Poll at the 23rd Annual General Meeting of the Company held on 19th August 2015 at 8th Floor, Robert V Chandran Tower, #149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made there under in relation to E-Voting and Poll on the resolutions contained in the Notice of the Annual General Meeting of the Company. My responsibilities as Scrutinizer is restricted to report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the E-Voting System provided by the Central Depository Services Limited (CDSL) and at the Annual General Meeting.

I have issued separate reports for the E-Voting and on Poll for the resolutions contained in the Notice of the Annual General Meeting. Further, I submit the combined report for E-Voting and Poll as under.

The results of the Poll conducted at the Annual General Meeting is as under :

**Subject No.1 - Ordinary Resolution**

1. To receive, consider and adopt the
  - a) Audited Financial Statements of the Company for the financial year ended 31st March 2015
  - b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2015

C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006  
e-mail: [vsowrirajan@gmail.com](mailto:vsowrirajan@gmail.com) Mobile :9444382985



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

(i) VOTED IN FAVOUR OF THE RESOLUTION

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 4                                                                  | 9193219                                     | 99.998                                      |
| Poll           | 2                                                                  | 150                                         | 0.002                                       |
| <b>TOTAL</b>   | <b>6</b>                                                           | <b>9193369</b>                              | <b>100.00</b>                               |

(ii) VOTED AGAINST THE RESOLUTION

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 1                                                                  | 85                                          | 100.00                                      |
| Poll           | 0                                                                  | 0                                           | 0.00                                        |
| <b>TOTAL</b>   | <b>1</b>                                                           | <b>85</b>                                   | <b>100.00</b>                               |

(iii) INVALID VOTES

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 0                                                                  | 0                                           | 0                                           |
| Poll           | 0                                                                  | 0                                           | 0                                           |
| <b>TOTAL</b>   | <b>0</b>                                                           | <b>0</b>                                    | <b>0</b>                                    |



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
Company Secretary

Subject No .3 – Ordinary Resolution

To ratify the re-appointment of Statutory Auditors

(i) VOTED IN FAVOUR OF THE RESOLUTION

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 4                                                                  | 9193219                                     | 99.998                                      |
| Poll           | 2                                                                  | 150                                         | 0.002                                       |
| <b>TOTAL</b>   | <b>6</b>                                                           | <b>9193369</b>                              | <b>100.00</b>                               |

(ii) VOTED AGAINST THE RESOLUTION

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 1                                                                  | 85                                          | 100.00                                      |
| Poll           | 0                                                                  | 0                                           | 0.00                                        |
| <b>TOTAL</b>   | <b>1</b>                                                           | <b>85</b>                                   | <b>100.00</b>                               |

(iii) INVALID VOTES

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 0                                                                  | 0                                           | 0                                           |
| Poll           | 0                                                                  | 0                                           | 0                                           |
| <b>TOTAL</b>   | <b>0</b>                                                           | <b>0</b>                                    | <b>0</b>                                    |

C2,Vijayrengaa Apartments, 64, West Adayavalanchan Street, Srirangam, Trichy-620006  
e-mail: [vssowrirajan@gmail.com](mailto:vssowrirajan@gmail.com) Mobile :9444382985



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

Subject No .4 – Ordinary Resolution

To appoint Ms. Vijayapriya as Non-Executive, Independent Woman Director

(i) VOTED IN FAVOUR OF THE RESOLUTION

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 4                                                                  | 9193219                                     | 99.999                                      |
| Poll           | 1                                                                  | 50                                          | 0.001                                       |
| <b>TOTAL</b>   | <b>5</b>                                                           | <b>9193369</b>                              | <b>100.00</b>                               |

(ii) VOTED AGAINST THE RESOLUTION

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 1                                                                  | 85                                          | 100.00                                      |
| Poll           | 0                                                                  | 0                                           | 0.00                                        |
| <b>TOTAL</b>   | <b>1</b>                                                           | <b>85</b>                                   | <b>100.00</b>                               |

(iii) INVALID VOTES

| Type of Voting | Number of members<br>voted through E-Voting<br>System through Poll | Number of Votes<br>cast on them<br>(Shares) | % Total<br>number of<br>valid votes<br>cast |
|----------------|--------------------------------------------------------------------|---------------------------------------------|---------------------------------------------|
| E-Voting       | 0                                                                  | 0                                           | 0                                           |
| Poll           | 0                                                                  | 0                                           | 0                                           |
| <b>TOTAL</b>   | <b>0</b>                                                           | <b>0</b>                                    | <b>0</b>                                    |



**V.S.SOWRIRAJAN,BA,FCA,FCS,ACMA**  
**Company Secretary**

Based on the above, it is found that all the resolutions placed before the Annual General Meeting stands passed with the requisite majority. The Company is advised to publish the results in the web site of the company and the service provider and inform Stock Exchanges immediately.



V.S.SOWRIRAJAN  
Company Secretary  
FCS 2368/CP 6482