



Realize Your Ideas

Date: 23rd Nov 2012

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.

Thanking you.

Yours faithfully,
For California Software Company Ltd

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

Jitendra Kumar Pal
Company Secretary



REALIZE YOUR IDEAS

CALIFORNIA SOFTWARE COMPANY LIMITED

Registered Office:

#149, Tambaram Velachery Main Road, Pallikaranai, Chennai - 600 100

NOTICE

[Postal Ballot Pursuant to Section 192 A of the Companies Act, 196]

To,

The Members of California Software Company Limited

NOTICE is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and as amended from time to time that the following resolution for the purpose of sale of the land and building of the company, on as is where is basis, situated at #149, Tambaram Velachery Main Road, Pallikaranai, Chennai - 600100, explained in detail in the explanatory statement attached herewith, and IT Division/ Business collectively called as an 'UNDERTAKING' or 'PART OF UNDERTAKING' and which fall within the purview of sale of undertaking under Section 293(1)(a) of the Companies Act, 1956 is proposed to be passed as an Ordinary Resolution by way of Postal Ballot.

Your consent for the said proposal as contained in the said resolution is sought to be obtained by means of Postal Ballot instead of transacting such business in general meeting of the Company.

The draft Ordinary Resolution along with the Explanatory Statement setting out all material facts and the reasons thereto is enclosed herewith.

The Postal Ballot Form for voting by you as a shareholder of the Company is also enclosed herewith.

The Board of Directors has appointed Mr. I B HariKrishna, Company Secretary, of M/s. IBH & Co., Company Secretaries, Chennai as Scrutiniser for conducting this Postal Ballot Voting process in a fair and transparent manner.

Please read carefully the instructions printed in the postal ballot form and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutiniser before the closing of working hours (17:30 hrs.) on Wednesday, the 26th December 2012. Please note that any postal ballot form(s) received after the said date and time will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman or any Director of the Company after the completion of the scrutiny of the postal ballots. The Chairman or any Director of the Company will announce the results on Friday, the 28th December 2012 at 4.00 p.m. at the Registered Office of the Company at #149, Tambaram Velachery Main Road, Pallikaranai, Chennai - 600 100. The results of the Postal Ballot will also be displayed at the said office and posted on the Company's website www.calsoftgroup.com and also communicated to the Stock Exchanges where the Company's shares are listed.

The related resolution being an Ordinary Resolution shall be declared as passed if votes cast in favour of the resolution are more in number than the votes cast against the resolution.

RESOLUTION REQUIRING CONSENT OF THE MEMBERS THROUGH POSTAL BALLOT:

SPECIAL BUSINESS

To consider and if deemed fit, to pass through postal ballot, the following Resolution as an **Ordinary Resolution**:

Sale of Part / Whole of Undertaking

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), 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, all or any of the movable and/or immovable properties of the Company including the Land and Building situated at #149, Tambaram Velachery Main Road, Pallikaranai, Chennai - 600100 and the IT Division of the Company including but not restricted to either in entirety or in part or after sub-division, and/or the whole or any part of the undertaking(s) of the Company, 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 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."

By Order of the Board
For California Software Company Limited

Date : 17th November 2012
Place : Chennai

Jitendra Kumar Pal
Company Secretary

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) AND 192A OF THE COMPANIES ACT, 1956 FOR SALE OF PART OR WHOLE OF THE UNDERTAKING OF THE COMPANY

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.

The proceeds arising out of the said sale or disposal of the said building shall together with certain funds currently held in escrow by the mortgagor bank, 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.

Also as a part of the restructuring plan, the company also plans to sell the remaining IT and IT enabled services business of the Company, which business is the sole business remaining in the company, on a going concern business transfer basis, including the transfer of all existing employees and contracts of the Company, and the operations in India and abroad to such person(s) on such considerations and with effect from such date as the board may deem appropriate.

The proceeds arising out of sale of the said undertaking shall be mainly used to settle existing liabilities of the company and to fund the reorganization of the Company, and to maintain the Company's listing until the restructuring can be completed.

Accordingly, in terms of Section 192 A of the Companies Act, 1956, approval of the members is hereby sought through postal ballot for passing the Ordinary Resolution as set out in the Notice.

Interest of Directors

The Directors of the Company are deemed to be concerned or interested in the resolution only to the extent of shares held by them in the Company.

By Order of the Board
For California Software Company Limited

Date : 17th November 2012
Place : Chennai

Jitendra Kumar Pal
Company Secretary