



Realize Your Ideas

Date: 06th June 2013

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", is written above the printed name.

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 192A OF THE COMPANIES ACT, 1956]

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, for the passing of the resolution annexed hereto for the purpose of sale of shares of the wholly owned subsidiary company i.e Inatech Infosolutions Private Limited to Chemoil International Pte. Limited (Singapore), which is proposed to be passed as a Special 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 a general meeting of the Company.

The draft Special 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. V.S.Sowrirajan, Company Secretary in Practice, 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 Monday, the 08th July 2013. 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 Wednesday, the 10th July 2013 at 4.00 p.m. at the Registered Office of the Company at #149, Tambaram Velachery Main Road, Pallikaranai, Chennai - 600100. 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 a Special Resolution shall be declared as passed if votes cast in favour of the resolution are not less than three times the number of votes, if any, cast against the resolution by members.

RESOLUTION REQUIRING CONSENT OF THE MEMBERS THROUGH POSTAL BALLOT:

To consider and if deemed fit, to pass through postal ballot, the following resolution as a special resolution:

1. Sale of shares of wholly owned subsidiary Inatech Infosolutions Private Limited to Chemoil International Pte Limited (Singapore)

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of 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) for the sale of 100% of the shares of Inatech Infosolutions Private Limited currently owned by the Company to Chemoil International Pte Limited (Singapore) for such consideration as is approved by the Board or Committee appointed thereof, provided such consideration is no less than the fair value of such shares as determined by a duly appointed Chartered Accountant in accordance with the pricing guidelines as framed by the Reserve Bank of India."

"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 the above resolution.”

By Order of the Board
For California Software Company Limited

Date: 29th May 2013
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 SHARES

As you may be aware the Company has undertaken a major restructuring activity both of financial and organizational nature.

As a part of the restructuring plan, the Board of Directors of the Company, at its meeting held on Wednesday, May 29, 2013 has approved, subject to your approval the Company's, plans to sell the shares of the wholly owned subsidiary company i.e Inatech Infosolutions Private Limited to Chemoil International Pte Limited (Singapore) for such consideration and with effect from such date as the Board may deem appropriate.

The proceeds arising out of the said sale shall be used towards the settlement of existing liabilities of the Company and to fund the reorganization of the Company. The Board recommends the resolution for your approval.

Accordingly, in terms of Section 192A of the Companies Act, 1956, approval of the members is hereby sought through postal ballot for passing the Special 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: 29th May 2013
Place: Chennai

Jitendra Kumar Pal
Company Secretary



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California Software Company Limited

Registered Office:

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

Postal Ballot Form

1. Name & Registered Address of sole /
First named Member (in block) :

2. Name(s) of Joint Member(s), if any
(in block) :

3. Registered folio No./DP ID No./Client ID: *
(*Applicable to investors holding shares
in dematerialised form)

4. Number of shares held :

5. I/We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for the business stated in the notice of the company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Description of the Resolution	No of Shares	I/We assent to the resolution	I/We dissent to the resolution
Special Resolution under the Companies Act, 1956 for sale of shares of subsidiary company i.e Inatech Infosolutions Private Limited			

Place :

Date :

(Signature of the shareholder)

Instructions:

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company in the attached self-addressed envelope.
2. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
3. The self-addressed envelope bears the address of the scrutinizer appointed by the board of directors of the company.
4. This form should be completed and signed by the shareholder. In the case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the Form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
6. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Unsigned Postal Ballot Form will be rejected.
8. Duly completed Postal Ballot Form should reach the company not later than the close of working hours on Monday, the 08th July 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the last date for dispatch of the notice as per calendar of event for this postal ballot.