



Realize Your Ideas

Date: 24th Aug 2010

National Stock Exchange of India Ltd.
Exchange Plaza, V Floor,
Bandra Kurla Complex,
Bandra (E)
Mumbai - 400 051.

NSE Symbol: CALSOFT Series: EQ
Sub.:- notice of Annual General Meeting

Dear Sir,

Please find enclosed notice of Annual General Meeting scheduled to be held on 17th September 2010.

Kindly take it on record.

Thanking you,

Yours faithfully,
For California Software Company Limited

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

Jitendra Kumar Pal
Company Secretary

Encl: as above



Realize Your Ideas

CALIFORNIA SOFTWARE COMPANY LTD.

Registered Office: Robert V Chandran Tower, Seventh Floor, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100

Phone: +91-44-42829000-5 Fax: +91-44-42829012

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Company will be held at 10.00 a.m. on Friday, September 17, 2010 at the Registered Office of the Company at Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100 transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2010 and the Profit and Loss Account for the year ended on that date and the report of the Directors and Auditors thereon.
2. To declare dividend
3. To appoint a Director in place of Mr. Dan George Peterson, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. To consider, and if thought fit, to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with Section 257 and all other applicable provisions if any of the Companies Act, 1956, or any statutory modification(s) or enactment thereof, Mr. Jerome Lazatin Lorenzo, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation under the provisions of the Articles of Association of the company."

On behalf of the Board of Directors

Chennai
June 23, 2010

S. Santhosh
Managing Director

EXPLANATORY STATEMENT

(As required under Section 173 (2) of the Companies Act, 1956)

Item No. 5:

Mr. Jerome Lazatin Lorenzo was appointed as Additional Director of the company at the Board meeting held on 29th October 2009 under Section 260 of the Companies Act, 1956. In terms of the provisions of Section 260, he will hold office up to the date of this Annual General Meeting. The Company has received a notice from a member proposing Mr. Jerome Lazatin Lorenzo for appointment to the office of Director of the Company under Section 257 of the Companies Act, 1956. Hence the proposed resolution.

Mr. Jerome Lazatin Lorenzo, has vast experience in the field of Finance and Treasury and it will be in the interest of the Company that he is appointed as a Director, who if appointed, shall be liable to retire by rotation, in accordance with the provisions of the Article of Association of the company. Brief details of his resume with background, qualifications and other directorships as stipulated in Clause 49 of the Listing agreement are given in the section in this notice on Information on Directors seeking appointment/re-appointment. The board commends the resolution as set out at item No 5 of the Notice for your approval.

None of the Directors, other than and except Mr. Jerome Lazatin Lorenzo is in any way, concerned or interested in the resolution.

**Information on Directors seeking appointment/re-appointment in Annual General Meeting scheduled to be held on September 17, 2010
(Pursuant to Clause 49(IV) (E) and 49 (IV)(G)(i) of the Listing Agreement)**

Name of the Director	Mr. Dan George Peterson	Mr. Jerome Lazatin Lorenzo
Date of first Appointment	25th August 2006	29th October 2009
Age/Date of Birth	64 / 27th December 1945	42 / 27th October 1967
Expertise in Specific functional areas	Management professional with over 40 years of work experience, most of which is in the Information Technology Industry	Finance and Treasury
Educational Qualifications	Bachelor degree in Computer Science	BS degree in Finance and Real Estate from California State University Master of Business Management degree from Asian Institute of Management
List of Other Directorships held as on June 23, 2010	CNHC LLC, dba ePAY Healthcare	1) Anand Sea Shipping 2) Berkshire Energy Ltd. 3) Chernoil Chatering Ltd. 4) Chernoil Energy Philippines Inc. 5) Chernoil Navigation Ltd. 6) Chernoil Logistics Inc. 7) Chernoil Pacific Pte Ltd. 8) Chernoil Storage Ltd. 9) Chernoil Terminal Corporation 10) Helios Corporation Terminal Pte Ltd. 11) Kemoil Ltd. 12) LGM Land Development Corporation
Chairman/Member of the Committee of the Board of Directors of the Company as on June 23, 2010	Member - Audit Committee	Nil
Chairman/Member of the Committee of Directors of other Companies as on June 23, 2010	Nil	Nil
Number of shares held in the Company as on June 23, 2010	251,000 equity shares	Nil

Notes

- a. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A SHAREHOLDER.**

- b. Book Closure: The Register of Members and the Share Transfer Books of the Company will remain closed from 14th September 2010 to 17th September 2010 (both days inclusive) in connection with the Annual General Meeting.
- c. Shareholders are given an option to hold their securities in a depository or in the physical form. However it may be noted that for trading purposes on NSE & BSE, the Company's stock is in compulsory demat trading list.

- d. Shareholders of physical format shares opting to convert shares to depository form are requested to notify through their Depository Participant (DP) to the Company's REGISTRAR AND SHARE TRANSFER AGENTS through filling the demat request form available with their DP to the address given herein:

INTEGRATED ENTERPRISES (INDIA) LTD. : Unit: California Software Co. Ltd.,

"Kences Towers", II Floor, 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600 017, India.

- g. Shareholders who hold their securities in physical form and need to complete any transfer of holdings or endorsements may forward their securities to the Company's Registrar and Share Transfer Agents at the above address alongwith duly filled and stamped share transfer forms.
- h. Shareholders holding shares in physical format are requested to notify the Company's Registrar and Share Transfer Agents any change in their address immediately (with folio no reference) so as to enable the Company to send any future communication at their correct address. Those holding shares in demat format need to ensure that their correct address is reflected in their Depository Participant (DP) records and inform DP of any changes as and when relevant.
- i. Pursuant to section 205C of the Companies Act, 1956, all unclaimed dividends upto and inclusive of the financial year 2000 – 2001 (YE March 31, 2001) have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dividends for the financial year ended March 31, 2003 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to IEPF.
- j. Shareholders who have not encashed any of their dividend warrants from the year 2002-03 onwards are requested to submit their claims to the Company Secretary at the Registered Office of the Company giving due details such as shareholder folio, /DP account no, and details for which year dividend is not received, and bank account details to be printed on the warrant.
- k. Nomination facility is now available for the shareholders. Members holding shares in physical format. may obtain nomination forms from the Registrar & Share Transfer Agent and send the nomination form back duly filled up and signed. Members holding shares in demat form may kindly send their nominations to their Depository Participant (DP) only in the format specified by their DP which will be for all their holdings in a client account.

Attendance slip and proxy form are enclosed.