

POSTAL BALLOT NOTICE AND E-VOTING

[Notice pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

E-voting start date and time	Wednesday, November 19, 2025 (09:00 A.M. IST)
E-voting end date and time	Thursday, December 18, 2025 (05:00 P.M. IST)

Dear Member(s) of California Software Company Limited,

Notice is hereby given that the resolutions set out below is proposed to be passed by the shareholders of California Software Company Limited (**"the Company"**) by means of Postal Ballot only through remote e-voting by electronic means (**"remote e-voting"**) pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 02/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (**"MCA Circulars"**) and all other applicable provisions of the Act and Rules, MCA circulars and Notifications, if any, issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"the Listing Regulations"**) and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India (**"SEBI"**), and Secretarial Standard on General Meetings (the **"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force).

As per the MCA Circulars, the Company is sending Postal Ballot Notice (**"Notice"**) only by email to its members who have registered their email address as on **Friday, November 14, 2025 ("Cut-Off Date")** with the Company/registrars and share transfer agent or depository (ies) / depository participants and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the remote e-voting system.

The explanatory statement, pursuant to the provisions of Section 102 and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is appended to the Notice.

The remote e-voting period shall commence on **Wednesday, November 19, 2025 at 09:00 AM (IST)** and end on **Thursday, December 18, 2025 at 05:00 PM (IST)**. The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

Pursuant to the Rule 22 (5) of the Rules, the Board of Directors, has appointed Mr.Ramanathan Nachiappan, Practicing Company Secretary (FCS 6665 and COP 11084), Partner S Dhanapal & Associates LLP as the scrutinizer (**"Scrutinizer"**) for conducting the e-voting process in a fair and transparent manner. The Scrutinizer shall submit the requisite report to the Chairman of the Company or to any other person authorised by the Chairman after completion of scrutiny of the e-voting and, the results of the voting shall be declared on or before Saturday, December 20, 2025. The results along with the Scrutinizer's Report will be placed on the Company's website i.e. www.calsofts.com and on the e-voting website of Registrar and Transfer Agent, **Integrated Registry Management Services Private Limited** at www.Integratedregistry.in and on the website of National Securities Depository Limited at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges, on which the shares of the Company are listed.



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California Software Company Limited

CIN: L72300TN1992PLC022135

Registered Office: Workflo, Greeta Towers, Industrial Estate, Perungudi,

OMR Phase 1, Chennai 600096

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Email: investor@calsoftgroup.com; web: www.calsofts.com

SPECIAL BUSINESSES:

- 1. To consider and approve the proposal for raising funds, in one or more tranches, by way of issuance of equity shares and/or other permissible convertible securities through a Qualified Institutional Placement (QIP) for an aggregate amount up to Rs.200,00,00,000 (Rupees Two Hundred Crores only), subject to necessary approvals:**

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to and in accordance to the provisions of Section 23, 42, 62(1)(c) and section 179 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules framed thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other relevant rules, (**“Companies Act”**), in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the uniform listing agreement entered into by the Company with the stock exchanges on which the equity shares having face value of **Rs. 10/- (Indian Rupees Ten Only)** each of the Company (**“Equity Shares”**) are listed, the provisions of Foreign Exchange Management Act, 1999 and rules and regulations framed there under, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Foreign Exchange Management (Transfer or Issue of Foreign Security) Regulations, 2004, the current Consolidated Foreign Direct Investment (**“FDI”**) Policy issued by the Department of Industrial Policy and Promotion, (including any statutory modification(s) thereto or re- enactment thereof for the time being in force for all the aforesaid regulations) and such other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued thereon by the Government of India, Ministry of Corporate Affairs (**“MCA”**), Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**), BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (collectively referred to as **“Stock Exchanges”**), Registrar of Companies (**“RoC”**), the Government of India (**“GOI”**) and / or any other competent authorities, whether in India or abroad (hereinafter referred to as **“Applicable Regulatory Authorities”**) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities or lenders of the Company in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall deem to include **‘Fund Raising Committee’** or such other Committee which the Board has constituted or may constitute to exercise one or more of its powers, including the powers conferred by this resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised, to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) such number of Equity Shares, and/or any other equity linked securities of the Company or other eligible securities convertible into or exchangeable for Equity Shares or non-convertible debentures with or without warrants with a right exercisable by the warrant holder to exchange the said warrants for Equity Shares at a later date (hereinafter referred to as **“Eligible Securities”**, respectively), through one or more of the permissible modes including but not limited to private placement and/or qualified institutions placement (**“QIP”**) in accordance with the Chapter VI of the SEBI ICDR Regulations, or a combination thereof, to any eligible investors in Indian Rupees for cash, in one or more tranches, for an aggregate amount of up to **Rs. 200,00,00,000 (Rupees Two Hundred crores only)** (inclusive of such discount or premium to market price or prices permitted under applicable law), on such other terms and conditions as may be mentioned in the prospectus and/or offer document and/or placement document to be issued by the Company in respect of the Issue, as permitted under applicable laws and regulations, at such price, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and/or other relevant factors, and wherever necessary, in consultation with the book running lead manager(s) and/or other advisors appointed by the Company and the terms of the issuance without requiring any further approval or consent from the shareholders, as may be permitted by Applicable Regulatory Authorities (**“Issue”**),



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RESOLVED FURTHER THAT the Equity Shares or other Eligible Securities of the Company being offered, issued and allotted to the QIB Allottees by way of Preferential Issue shall, *inter-alia*, be subject to the following:

- a) the allotment of the Equity Shares, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time;
- b) the Equity Shares under the QIP shall be offered and allotted in dematerialized form and shall be allotted on fully paid up basis;
- c) the tenure of the convertible or exchangeable Equity Shares (if any) issued through the QIP shall not exceed sixty months from the date of allotment.
- d) no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee. Further, no allotment shall be made, either directly or indirectly, to any person who is a promoter, or any person related to promoters in terms of the SEBI ICDR Regulations.
- e) the allotment of Equity Shares except as may be permitted under SEBI ICDR Regulations and other applicable laws shall only be to qualified institutional buyers as defined under Regulation 2(1)(ss) of SEBI ICDR Regulations ("QIBs") and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
- f) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution;
- g) the Equity Shares allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in case the issue is made pursuant to QIP, it shall be made at such price that is not less than the price determined in accordance with the pricing formula provided under Regulation 176(1) of the SEBI ICDR Regulations ("Floor Price"), and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, as may be applicable. However, pursuant to the proviso under Regulation 176(1) of SEBI ICDR Regulations, the Board, at its absolute discretion, may offer a discount, of not more than 5% or such other percentage as may be permitted under applicable law on the Floor Price.

RESOLVED FURTHER THAT in accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT the Equity Shares created, issued, offered and/or to be allotted upon conversion of any Eligible Securities or as may be necessary in accordance with the terms of the Issue, shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects as may be provided under the terms of issue and in accordance with the placement document(s).

RESOLVED FURTHER THAT the issue and allotment of Securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under FEMA as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the approval of the members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Eligible Securities or Equity Shares, the Board is authorised to seek listing of any or all of such Eligible Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India.



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RESOLVED FURTHER THAT the Board or any other committee duly authorized by the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board or any other committee duly authorized by the Board

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforementioned Equity Shares or other Eligible Securities may have such features or attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price or period of conversion of Eligible Securities during the duration of the Eligible Securities and the Board be and is hereby authorized, in its absolute discretion, in such manner, as it may deem fit, to dispose-off such of the Equity Shares or other Eligible Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or other Eligible Securities, the Board thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, determining terms and conditions for issuance of Equity Shares or other Eligible Securities including the number of such Equity Shares or other Eligible Securities that may be offered, issue price and discounts permitted under applicable law, timing for issuance of such Equity Shares or other Eligible Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, marketing, listing, trading and entering into and executing arrangements with book running lead managers, lead managers, legal advisors, depository, custodian, registrar, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s) or agreement(s) including but not limited to placement document and filing such documents (in draft or final form) with regulatory authority including SEBI or Stock Exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares or other Eligible Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any other committee duly authorized by the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), KMP(s), committee(s) which may be/have been constituted to exercise its powers including the powers conferred by this Resolution, executive(s), officer(s) or representatives(s) of the Company or to any other person and all or any acts, deeds and things that may have been done by the Board in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in relation to the creation, offer, issuance and allotment and listing of the Equity Shares are hereby approved and ratified by the shareholders.



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2. To consider and approve Foreign Direct Investment (FDI) and/or issuance of Foreign Currency Convertible Bonds (FCCBs) aggregating up to USD 100 million, in compliance with FEMA and RBI guidelines:

To consider, and if thought fit, to pass the following resolution as a ***Special Resolution***:

“RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other relevant provisions, if any, of the Companies Act, 2013 (“the Act”), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the “FCCB Scheme”), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, as amended, issued by Reserve Bank of India (“RBI”), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India (“GOI”), Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs (“MCA”), RBI, the Securities and Exchange Board of India (“SEBI”), BSE Limited, (“Stock Exchange”) and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the “Appropriate Authorities”) to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of eligible securities through permissible modes, including but not limited to a private placement, preferential issue, in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) linked to equity shares of the Company (“Securities”) at the option of the company and/ or the security holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed **USD 100 Million** or its equivalent amount in any foreign currencies as may be necessary.

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the issue of such securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board may deem fit and proper in its absolute



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discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari-passu in all respects with the existing securities of the Company in all respects, if any.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, face value of securities, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering Memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the Members.”



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3. To consider and approve increase in the Authorised Share Capital of the Company from the existing capital to Rs. 225 Crores and to make consequential amendments to Clause V of the Memorandum of Association of the Company, subject to shareholders' approval.:

To consider and if thought fit, to pass with or without modification (s) the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members be and is hereby accorded for increasing the Authorised Share Capital of the Company from the existing Rs.1,75,00,00,000/- (Rupees One Hundred Seventy-Five Crores Only) divided into 17,10,00,000 Equity Shares of Rs.10/- each and 40,00,000 Preference Shares of Rs.10/- each to Rs.2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only) divided into 22,10,00,000 Equity Shares of Rs.10/- each and 40,00,000 (Forty Lakhs) Redeemable Preference Shares of Rs.10/- each by creation of additional 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing equity shares of the Company.

“RESOLVED FURTHER THAT pursuant to provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions, if any, required from any authority, the Consent of the Members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to sharing capital by deletion of existing clause and by substituting in its place the following new clause V:

“V. The Authorised Share Capital of the Company is Rs.2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only) divided into 22,10,00,000 Equity Shares of Rs.10/- each aggregating to Rs.221,00,00,000 (Rupees Two Hundred and Twenty One Crores only) and 40,00,000 Redeemable Preference Shares of Rs.10/- each aggregating to Rs. 4,00,00,000 (Rupees Four Crores only) with power to increase, reduce, consolidate, subdivide, classify or reclassify the share capital and to attach thereto any rights, privileges or conditions, and to vary, modify or abrogate any such rights, privileges or conditions in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or any Key Managerial Personnel or officer authorised by the Board be and are hereby severally empowered to take all necessary actions, execute all documents, make requisite filings with the Registrar of Companies, Stock Exchanges and other statutory authorities, and to do all such acts, deeds and things as may be necessary or incidental for giving effect to this Resolution, including resolving any queries, doubts or difficulties that may arise in this regard.”

4. To make Investments, give Loans, Guarantees and Security in Excess of Limits Specified Under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT in suppression of Special Resolution passed by the Members in this regard and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any



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time ₹ 500 crores (Rupees Five Hundred Crores Only) over and above the limit of sixty per cent of the paid up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto."

5. To re-appoint Mr. R. S. Chandan (DIN: 08849851) as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, **Mr. R. S. Chandan (DIN: 08849851)**, who held office as an Independent Director upto August 25, 2025 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for a **second term of 5 (Five) years** effective from August 26, 2025 up to August 25, 2030, and that he shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board of Directors

For California Software Company Limited

Sd/-

Krishnamoorthy Venkatesan

Company Secretary and Compliance Officer

Membership No. FCS4436

Date: 14.11.2025

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NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ("Notice") for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, November 14, 2025** ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.
3. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to investor@calsoftgroup.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Regulations") and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited ("NSDL") as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date i.e. **Friday, November 14, 2025**, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide various General Circular issued by Ministry of Corporate Affairs latest being the 09/2024 dated September 19, 2024 ("**MCA Circulars**").
6. All the Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in Note No. 11. As per the MCA Circulars and in view of non-availability of proper postal and courier services, physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.
7. Dispatch of the Notice shall be deemed to be completed on **Tuesday, November 18, 2025**
8. Remote e-voting shall commence on **Wednesday, November 19, 2025 at 09:00 AM (IST)** and end on **Thursday, December 18, 2025**. The e-voting module shall be disabled by NSDL for voting thereafter. All the material documents referred to in the notice and explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch of the Notice till last date of voting i.e., **Thursday, December 18, 2025**
9. The Board of Directors of the Company has appointed **Mr.Ramanathan Nachiappan**, Practicing Company Secretary (FCS 6665 and COP 11084), Partner S Dhanapal & Associates LLP as the scrutinizer ("Scrutinizer") for conducting the E-voting process in a fair and transparent manner.
10. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The resolutions, if approved by the requisite votes of shareholders by means of postal ballot shall be deemed to have been passed on **Thursday, December 18, 2025**, being the last date for e-voting.



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11. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its members. The voting period begins on **Wednesday, November 19, 2025 at 09:00 AM (IST)** and end on **Thursday, December 18, 2025 at 05:00 PM (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, November 14, 2025**, may cast their vote electronically. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Remote e-Voting will be blocked immediately thereafter, and no e-voting will be allowed beyond the said date and time.
- (ii) The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  



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Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



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4. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

7. Now, you will have to click on "Login" button.

8. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



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6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to baroota@rediffmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022-48867000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@calsoftgroup.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@calsoftgroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



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Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

The following explanatory statement sets out the material facts relating to the special businesses mentioned at the Item Nos. 1-4 of the accompanying Notice dated November 14, 2025.

ITEM NO. 1

The Board propose to raise further capital up to an amount not exceeding INR 200,00,00,000 (Rupees Two Hundred Crores Only) and to create, offer, issue and allot Equity Shares, (which are hereinafter referred to as “**Equity Shares**”), in accordance with the SEBI ICDR Regulations and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches through a qualified institutions placement (“**QIP**”).

The special resolution contained in the Notice under Item No.1 relates to a resolution passed by the Board on November 14, 2025, seeking approval of the shareholders of the Company to raise further capital and to create, offer, issue and allot such number of Equity Shares of face value of INR 10/- each fully paid up, in accordance with applicable law, in one or more tranches, whether Indian rupee denominated or denominated in one or more foreign currencies, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, at such price or prices as may be permissible under applicable law by way of one or more permitted means, through qualified institutions placement of Equity Shares (“**QIP**”) as may be permitted under applicable laws including in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law to such investors that may be permitted to invest in such issuance of Equity Shares, foreign/resident investors (whether institutions, incorporated bodies, mutual funds or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, (collectively called the “**Investors**”), to all or any of them, jointly or severally through issue of placement document and/or other permissible/ requisite offer documents as may be deemed appropriate, in such manner and on terms and conditions as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory/ statutory authority (“**Issue**”).

This special resolution enables the Board to issue Equity Shares of the Company for an aggregate amount not exceeding INR 200,00,00,000 (Rupees Two Hundred Crores only) or its equivalent in any foreign currency.

The Board shall, subject to applicable law, issue Equity Shares pursuant to this special resolution and utilize the proceeds towards expansion and growth across our businesses by financing (wholly or in part) one or more, or any combination, of the following - customer acquisition and outreach, expansion of offering portfolios, entering new territories, marketing and promotion, towards capital expenditure, working capital and general corporate purposes, and such other uses as may be decided by the Board or a committee thereof. The details for deployment of funds will be specifically mentioned in the preliminary placement document/ placement document or other requisite offer document in terms of applicable circulars of BSE and NSE, in this regard. In the event that estimated utilization of net proceeds is not completely met (in full or in part) as per the stated timeline, the remaining net proceeds shall be utilized (in full or in part) in



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subsequent periods as may be determined by the Board (or any duly constituted committee thereof) in accordance with applicable laws.

The Board (including a duly authorized committee thereof) in accordance with applicable law and in consultation with lead manager, may offer a discount of not more than 5% or such percentage as permitted under applicable law on the floor price determined pursuant to the SEBI ICDR Regulations (i.e., not less than the average of the weekly high and low of the closing prices of the equity shares quoted on the stock exchange during the two weeks preceding the "Relevant Date"). The "Relevant Date", in case of allotment of Equity Shares will be the date when the Board (including a duly authorized committee thereof) decides to open the QIP for subscription

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the shareholders is being sought pursuant to Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

If a QIP is undertaken in terms of Chapter VI of SEBI ICDR Regulations, the Promoter, member of the Promoter Group, Directors and Key Managerial Personnel of the Company will not subscribe to the QIP.

The aforesaid proposal is in the interest of the Company and our Directors recommend the special resolution set out at Item No. 1 of the accompanying Notice for approval by the shareholders of the Company.

The Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in deposits with banks and highly rated financial institutions or any other instruments/securities including government securities or corporate/government bonds or mutual funds etc., as may be decided by the Board of the Company

Proposed time within which the allotment shall be completed:

- In case of a QIP, the allotment of the Equity Shares shall be completed within a period of 365 days from the date of passing of resolution set out at Item No. 1 of this Notice.
- The detailed terms and conditions for the Issue will be determined in consultation with the advisors, lead managers and underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for the QIP.
- The Equity Shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and rank pari passu in all respects with the existing Equity Shares of the Company.
- Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting. The Board recommends passing of the resolution as set out at Item No. 1 of this Notice for the approval of the shareholders as special resolution.



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Nature of concern or interest of Directors:

None of the Directors and/or key managerial personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in said resolution, except to the extent of the Equity Shares that may be subscribed by companies/firms/institutions in which they are interested as director or member or otherwise.

The Board believes that such an issue of Equity Shares is in the interest of the Company and therefore recommends passing of the resolution set out at Item No. 1 of this Notice as a special resolution.

ITEM NO. 2

The Board of Directors (hereinafter called the "Board") at its meeting held on 14.11.2025, has approved raising of funds, inter alia, by way of issuance of Foreign Currency Convertible Bonds (FCCBs) (whether fully or partly paid) through permissible modes, including but not limited to a private placement, preferential issue, in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, convertible into and/or linked to equity shares of the Company ("Securities") for an aggregate amount of USD 100 Million.

The Company intends to raise funds to explore strategic growth opportunities and address the working capital needs of both the Company and its subsidiaries. These funds will support potential synergies through strategic acquisitions, enabling the integration of complementary businesses, the expansion of market presence, and the enhancement of operational efficiency.

Additionally, maintaining adequate working capital is essential for smooth operations, ensuring healthy cash flow, meeting client obligations, and seizing immediate business opportunities without financial constraints.

This strategic initiative is designed to strengthen the Company's stability and growth, ultimately delivering maximum value to its stakeholders. Hence, the Board believes that the Company should have necessary approvals now for accessing various opportunities for growth capital / fund raising at this juncture to be well placed to take advantage of emerging growth opportunities. The Board has therefore approved an adequate pool size of up to USD 100 Million to address the abovementioned.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The proposed enabling Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the aforementioned issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.



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The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: the Securities are proposed to be issued as FCCBs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

Issuance of Securities may result in the issuance to investors who may or may not be the members of the Company. Therefore, consent of the members is being sought, for passing the Special Resolution as set out in the Notice, pursuant to applicable provisions, of the Companies Act, 2013, as amended ("Act") and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act provides that, inter-alia, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot. Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

ITEM NO.3

The Board of Directors of the Company at its meeting held on 14.11.2025 decided to increase the Authorized Capital of the Company from 1,75,00,00,000/- divided into 17,10,00,000 Equity Shares of Rs.10/- each and 40,00,000 Preference Shares of Rs.10/- each to Rs.2,25,00,00,000/- (Rupees Two Hundred Twenty-Five Crores Only) divided into 22,10,00,000 Equity Shares of Rs.10/- each and 40,00,000 Redeemable Preference Shares of Rs.10/- each by creation of additional 5,00,00,000 (Five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari passu with the existing equity shares of the Company

The increase in the Authorized Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.



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Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in item no. 3 for increase in Authorized Share Capital of the Company and for amendment in Clause V of the Memorandum of Association of the Company.

The Board recommends the Resolution No- 3 for your approval.

None of the directors, key managerial personnel and relatives of the directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of the business and extent of their shareholding.

ITEM NO. 4

The Company proposes to make further investment by way acquisition of Indian and/or foreign companies for strategic business expansion.

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits as approved by the shareholders at their meeting , but considering the proposal for further investments, the Board of Directors at their meeting held on 14.11.2025 has recommended that the limits as approved by the shareholders pursuant to Section 186 of the Companies Act, 2013 be increased to Rs. 500,00,00,000 (Rupees Five Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

None of the Directors / Key Managerial Personnel ("KMP") of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.



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ITEM NO.5

Mr. R. S. Chandan (DIN: 08849851) was appointed as an Independent Director of the Company for a period of 5 years with effect from August 26, 2020. The Company proposes to re-appoint **Mr. R.S. Chandan** as an **Independent Director** for a second term of 5 consecutive years w.e.f. August 25, 2025. The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. R. S. Chandan (DIN: 08849851) for the office of Independent Director of the Company.

Mr. R. S. Chandan (DIN: 08849851) has an extensive experience in the areas of business the Company is operating and serves on advisory boards for several non-profit organizations, venture capital firms and high-tech start-up companies.

A brief profile of Mr. R S Chandan is given herein for the information of Shareholders.

Dr. R. S. Chandan is an Associate Professor in Pharmaceutical Chemistry and the Quality Manager, JSS Drug Testing Laboratory, JSS College of Pharmacy, Mysuru. He has **25+ years** of experience spanning education & training, bioanalytical method development/validation, clinical (BA/BE) study coordination, and drug testing. He holds a **PhD (2013)**, **M.Pharm in Pharmaceutical Analysis (2000)**, and **B.Pharm (1998)**.

Dr. R. S. Chandan has authored multiple **textbooks** aligned with PCI regulations and serves as a **reviewer** for several pharmaceutical journals. He has also guided **PG and PhD** scholars and served on the Board of Studies (2018–2023).

His **IP portfolio includes 8 patents/designs**, covering areas such as anti-SARS-CoV candidates, analytical methods, and device designs. He has been active in professional bodies, including the **Indian Pharmaceutical Association** (Honorary Secretary, Mysuru, 2018–2023; Executive Council Member, Karnataka, 2025–2027).

Overall, Dr. Chandan combines deep **analytical chemistry expertise** with leadership in quality systems and academia, contributing significantly to research, teaching, and industry collaboration.

In the opinion of the Board, Mr. R S Chandan fulfills the conditions specified in the Act and Rules for his appointment as an Independent Director of the Company as he is independent of the Management under Section 149(6) of the Act.

Accordingly, under Section 149 & 152(5) read with Schedule IV of the Act, the appointment of Mr.R S Chandan as Independent Director is placed before the Members in the General Meeting for approval.

The Board is of the view that **MR R S Chandan's** knowledge and experience will be of immense benefit and value to the Company and, therefore, recommends their appointment to the Members. The Board recommends the election of Mr. R S Chandan as a Director not liable to retire by rotation, for the approval of the Shareholders.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A), approval of the Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of MR. R S Chandan as Independent Director of the Company by way of special resolutions. Except Mr.R S Chandan, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.



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A copy of the draft letters of appointment of R S Chandan setting out terms and conditions of appointment are available for inspection by the Member and is for inspection by the members at the Registered Office of the Company on all working days during 2.30 p.m. to 4.30 p.m. up to the date of the Meeting. The other details of **Mr. R. S. Chandan** (DIN: 08849851) in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is given below:

Name of the Director	Mr. R S Chandan
DIN	08849851
Date of Birth	22-08-1973
Original Date of Appointment	26-08-2020
Qualification	M.Pharmacy, PhD
Expertise in specific functional areas	Seasoned pharma-IT leader who bridges regulated lab/clinical operations and technology—implementing GxP/ISO-aligned quality systems, digitizing LIMS/ELN, CTMS, and eCTD workflows, and leveraging SAS/WinNonlin analytics—to deliver compliant, scalable, data-driven solutions for drug testing, BA/BE studies, and R&D, while mentoring teams and driving continuous improvement.
List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 and Private Companies	NIL
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	NIL
No. of shares held in the Company	Nil
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr . R S Chandan and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out in this Notice. He is neither inter se related to each other nor related to any other Director/KMP of the Company.
Skills, experiences and Capabilities required for the role and the manner in which the director meets such	Dr. R. S. Chandan brings director-level strength across leadership, quality, and digital health. He leads academic and lab operations (Associate Professor; Quality Manager),



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requirements

governs with GxP/GLP/GCP/NABL discipline, and serves in IPA leadership—demonstrating strategy, stewardship, and stakeholder engagement. He digitizes workflows (SOP/QMS, LIMS/ELN, CTMS/eCTD), applies analytics (SAS, PK), and drives method development, audits, and compliance. With 25+ years teaching, textbooks, and PG/PhD mentoring, he builds talent and curricula aligned to institutional goals. Conference participation, multilingual communication, and ISO 14001/50001 oversight round out capabilities. Net: he meets director requirements in leadership, governance, innovation, data-driven decision-making, and ecosystem representation—well-suited to education, pharma, and IT-enabled life-sciences organizations.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. R. S. Chandan fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. R. S. Chandan's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 5. of this Notice relating to the appointment of Mr. R. S. Chandan as an "Independent Director", not liable to retire by rotation for a second term of five consecutive years w.e.f. August 26, 2025 to August 25, 2030, for the your approval

Mr. R. S. Chandan has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. As an Independent Directors shall be entitled to sitting fee for attending Board/ Committee meetings and commission, if any, paid in terms of the provisions of the Act. The terms and conditions of his appointment are available for inspection and also place on website of the Company. The Board recommends the Resolution at Item No. 5 of this Notice for approval of the Members. Except Mr. R. S. Chandan and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice

By Order of the Board of Directors
For California Software Company Limited

Sd/-
Krishnamoorthy Venkatesan
Company Secretary and Compliance Officer
Membership No. FCS4436

Date: 14.11.2025
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