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ANNUAL REPORT 2025-26

INNOVATION
INCLUSION
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INDIA

Notice to the Shareholders

ENGAGE | PARTICIPATE | BUILD TOGETHER

Your continued trust and support drive our journey towards a more inclusive, innovative and prosperous India.



STRONGER
GOVERNANCE



SUSTAINABLE
GROWTH



LONG-TERM
VALUE

Together
for a
Brighter
Tomorrow

IDEAS.
PEOPLE.
IMPACT.



Building
A Stronger
India Together

PEOPLE
IDEAS
TECHNOLOGY
A STRONGER INDIA

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting of the members of CALIFORNIA SOFTWARE COMPANY LIMITED (CIN: L72300TN1992PLC022135) will be held on Tuesday, 29th September 2026, at 05.00 P.M. from the registered office of the Company situated at Prince Infocity 1, 12th Floor, Rajiv Gandhi Salai, Kandhanchavadi, Perungudi, Kanchipuram, Saidapet, Tamil Nadu, India, 600096, through video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the audited standalone and consolidated financial statements of the Company comprising of the audited balance sheet as of March 31, 2026, the statement of profit and loss, and the cash flow statement for the year ended on that date and the reports of the Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Frederick Ivor Bendle (DIN: 03156399), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

1. To Re-appoint Mr.Duraiswamy Basuvaiah (DIN:09258691) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 156 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Duraiswamy Basuvaiah (DIN: 09258691), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term, not liable to retire by rotation, for a term of five consecutive years commencing from July 31,2026 up to July 30,2031."

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

2. To Re-appoint Mr. Vijayakumar Madhavan (DIN: 07892448) as a Whole-time Director of the Company

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

"RESOLVED THAT pursuant provisions of Section 149, 152, 156 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vijayakumar Madhavan (DIN: 07892448), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Vijayakumar Madhavan candidature for the office of Director, be and is hereby re-appointed as a Non-Executive, Non Independent Director, liable to retire by rotation, for a term of five consecutive years commencing from July 31,2026 up to July 30,2031.

"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

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr.MAHALINGAM VASUDEVAN
MANAGING DIRECTOR
DIN:01608150
Date: September 5, 2026
Place: Chennai

Registered Office:
Prince Infocity 1,
12th Floor, Rajiv Gandhi Salai, Kandhanchavadi,
Perungudi, Chennai,
Tamil Nadu, India, 600096

Notes:

1. The Ministry of Corporate Affairs has issued General Circular No. 02/2022 and No. 03/2022, dated May 05, 2022, No. 20/2020 dated May 05, 2020, No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.02/2021 dated January 13, 2021, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and available at the Company's website: www.calsofts.com.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out material facts in respect of the Special Businesses to be transacted at the 34th Annual General Meeting is annexed hereto.
3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointments of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at secretarial@csdhanapal.com with a copy marked to RTA-yuvraj@integratedindia.in and calsoftsecretarial@gmail.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting
4. The Register of Members and the Share Transfer Books will remain closed from Tuesday, September 22nd, 2026 to Tuesday, September 29th, 2026 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2025-2026.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.calsofts.com and on the website of the Company's Registrar and Transfer Agents, www.integratedindia.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.
7. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. Given the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or M/s Integrated Registry Management Services Private Limited for assistance.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Therefore, members holding shares in electronic form are requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ACL. Shareholders are requested to note that furnishing of a Permanent Account Number (PAN) is now mandatory in the following cases:
9. Legal Heirs'/Nominees' PAN Card for transmission of shares
10. Surviving joint holders' PAN Cards for deletion of the name of deceased Shareholder, and
11. Joint Holders' PAN Cards for transposition of shares
12. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (yuvraj@integratedindia.in) or to the Company at its Registered Office Prince Infocity 1, 12th Floor, Rajiv Gandhi Salai, Kandhanchavadi, Perungudi, Kanchipuram, Saidapet, Tamil Nadu, India, 600096

13. Members holding shares in physical form can avail the nomination facility by filing Form SH- 13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.
14. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 34th AGM along with the Annual Report for the financial year 2025-2026 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes
15. In line with the MCA circulars the Notice convening 34th AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2025-2026 is available on the Company's website on <https://www.calsofts.com>. The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and also on the website of National Depository Services (India) Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., www.evotingindia.com. For any communication, the shareholders may also send request to the following mail id: calsoftsecretarial@gmail.com.
16. The Company has appointed National Depository Services (India) Limited ("NSDL") to provide a facility for voting through remote e-voting for participation in the 34th AGM through VC/OAVM Facility and e-voting during the 34th AGM of the Company;
17. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
18. The facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM. It will be kept open until the expiry of Fifteen (15) minutes after the scheduled meeting commencement, as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come, first serve basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the Meeting without restriction on account of first-come first-serve basis.
19. The Members are requested to note that the Company has arranged a Video Conferencing Facility (VC) for the proceedings of the AGM through the Cisco Webex platform. Members may use this facility using the login credentials provided for remote e- voting. On the day of the AGM, members will log in through their user ID and password on the e-voting website of NSDL. The link/tab will be available in the Member login, where the EVEN of the Company will be displayed.
20. The Company's Board of Directors, at their Meeting held on 2nd September 2026, had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, having an address at Suite No.103, First Floor, Kaveri Complex, 96/104, Nungambakkam High Road, (Next to NABARD & ICICI Bank), Nungambakkam, Chennai - 600034 as the Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.
21. The scrutinizer shall, immediately after the conclusion of the e-voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.
22. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website, www.calsofts.com and www.evotingindia.com. Further, the results shall be displayed on the Company's Notice Board at its Registered Office and posted on the Company's website. It shall also be communicated to stock exchanges where the Company's shares are listed.
23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. September 29th 2026. Members seeking to inspect such documents can send an email to calsoftsecretarial@gmail.com.
24. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice
25. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('IEPF Rules'), all the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years, or more shall be transferred to the Demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs. As the Company has not declared any dividend for the year 2015-16, the transfer of the amount of dividend that remains unclaimed for a period of 7 years to the IEPF account and the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more to the Demat account of IEPF Authority does not arise;

26. For receiving the Notice and all other communications from the Company electronically, Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, email id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card;
27. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant (DP).
28. If there is any change in the e-mail ID already registered with the Company/ RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;
29. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 22nd 2026, through email on calsoftsecretarial@gmail.com. The same will be replied by the Company suitably through email.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-Voting facility for its members to enable them to cast their votes electronically. The company has availed the e-voting services provided by National Securities Depository Limited (NSDL). The Company has appointed Mr. N. Ramanathan, Designated Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, as scrutinizers for conducting the e-voting process fairly and transparently. The instructions for e-voting are detailed hereunder:

The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date being September 22nd 2026.

The instructions for Shareholders for e-Voting:

- A. In case of Shareholders' receiving e-mail from NSDL (for members whose email IDs are registered with the Company/Depository participants):
- i. Open e-mail and open PDF file viz; "California Software Company Limited e- Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on "Shareholder-Login".
 - iv. Insert user ID and password as initial password noted in step above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-Voting opens. Click one-Voting: Active Evoting Cycles.
 - vii. Select "EVEN" of California Software Company Limited.
 - viii. Now you are ready for e-Voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. For the votes to be considered valid, the 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail atcalsoftsecretarial@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of AGM (For members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

Initial password is provided as below/at the bottom of attendance Form.

REVEN (Remote-eVotingEventNumber)	(i)USERID	PASSWORD/PIN

Please follow all steps from Sl.No.(ii)toSr.No.(xii)above, to cast vote.

A. Instructions for members for attending the AGM through VC/OAVM

- i. Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at <https://www.evoting.nsdl.com> and click on the “video conference” and access the members ‘login by using the remote e-voting credentials. The link for e-AGM will be available in members’ login where the EVENT and the name of the company can be selected;
- ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above
- iii. Facility of joining the AGM through VC/ OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- iv. Members will be allowed to attend the AGM through VC/OAVM on first come first served basis
- v. Members will be required to allow “camera” and use internet with a good speed to avoid any disturbance during the meeting;
- vi. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches;
- vii. AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into <https://www.evoting.nsdl.com> and click on “Post your Questions”. Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. “Post your Questions” link shall commence on Saturday, September 26th 2026 (10:00 A.M.) and ends on September 28th 2026 (5:00 P.M.)
- viii. Speaker Registration during e-AGM session: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://www.evoting.nsdl.com> and clicking on “Speaker Registration”. You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. The speaker registration shall commence on Saturday, September 26th 2026 (10:00 A.M.) and ends on September 28th 2026 (5:00 P.M.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- ix. Members who need assistance before or during the AGM, can contact Mr. Vijayakumar (Whole Time Director) at+91-90920-53888.

General guidelines for Members

- i. In case if the member is a Body Corporate/Institution, then they are requested to send scanned copy (PDF/JPG format) of its board or governing body resolution/authorization, authorizing its representative(s) to attend the AGM through VC/OAVM on its behalf and vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at secretarial@csdhanapal.com and copy marked to calsoftsecretarial@gmail.com
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Log into 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.
- iii. A Member can vote either by remote e-Voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.
- iv. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 22nd September 2026 ('Cut-Off Date').
- v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22nd September 2026, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.

Other instructions

- i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The e-Voting period commences on Saturday, September 26th 2026 (10:00 A.M.) and ends on September 28th 2026 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2026, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it.
- v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.calsof.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Details of Directors seeking appointment/re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. FREDERICK IVOR BENDLE
Director's Identification Number (DIN)	03156399
Date of Birth and Age	06-04-1956, Age 71 Years
Nationality	United Kingdom
Date of first appointment on Board	31-07-2021
Qualification	CA and LLB
Expertise in specific functional areas	Management and Accounting
Terms and conditions of appointment/reappointment	Nil
Details of remuneration last drawn	Nil
Number of Board meetings attending During the year	7
Relationship with other Directors and KMP's	No
Shareholding in the Company	Nil
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	Aspire Communications Pvt Ltd
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	Nil
Justification for choosing the appointees for appointments as Independent Directors	Mr. Frederick Ivor Bendle has been appointed as an Independent Director considering his extensive professional experience, leadership capabilities, strategic perspective and understanding of corporate governance. The Board is of the opinion that his expertise, independent judgement and diverse experience will contribute significantly to the Board's deliberations and support the Company's long-term growth and governance standards.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

Item No.3: To Re-appointing Mr. Duraiswamy Basuvaiah (DIN:09258691) as an Independent Director of the Company

Mr. Duraiswamy Basuvaiah (DIN: 09258691) who was appointed as an Independent Director of the Company with effect from July 31, 2021 for five years. Since his tenure expired on July 31, 2026, the resolution for his re-appointment for a second term is placed before the members in Item No. 3 of the AGM Notice for their approval.

Mr. Duraiswamy Basuvaiah 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. The Company has also received:

- the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and
- Intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under section 164(2) of the Companies Act, 2013.
- A declaration to the effect that he meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

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. 3 of this Notice for approval of the Members. Except Mr. Duraiswamy Basuvaiah 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. 3 of this Notice.

Item No. 4: Re-appointing Mr. Vijayakumar Madhavan (DIN:07892448) as a Whole-time Director of the Company

Mr. Vijayakumar Madhavan -DIN:07892448 who was appointed as an Non-Executive Director of the Company with effect from July 31, 2021 for five years. Since his tenure expired on July 31, 2026, the resolution for his re-appointment for a second term is placed before the members in Item No. 34 of the AGM Notice for their approval.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vijayakumar Madhavan (DIN 07892448) as a Whole-time Director of the Company pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, he holds office up to the date of this AGM to be held on the Financial year 2031, whose office shall be liable to retire by rotation.

Mr. Vijayakumar Madhavan holds a post graduate degree. A professional with over 28 years of experience in Business Analysis, Testing and Validation of Software's and Finance management. At Calsoft, he is responsible for driving excellence in testing and validation of various applications and products. Further details of Mr. Vijayakumar Madhavan have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No.4 of this Notice for approval of the Members. Except Mr. Vijayakumar Madhavan, 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

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. MAHALINGAM VASUDEVAN
MANAGING DIRECTOR
DIN:01608150
Date: September 5, 2026
Place: Chennai

Registered Office:
Prince Infocity 1,
12th Floor, Rajiv Gandhi Salai, Kandhanchavadi,
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