

NOTICE TO THE SHAREHOLDERS

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Notice is hereby given that the Thirty-Third (33rd) Annual General Meeting (AGM) of California Software Company Limited (CIN: L72300TN1992PLC022135) will be held on **Monday, September 29, 2025 at 05:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**. The proceedings shall be deemed to be conducted from the Registered Office at **Workflo, Greeta Towers, Industrial Estate, Perungudi, OMR Phase 1, Chennai – 600096**, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the **audited standalone and consolidated financial statements** of the Company for the financial year ended **March 31, 2025**, together with the **Reports of the Board of Directors and the Auditors** thereon.

2. Retirement by Rotation

To appoint a Director in place of **Mr. Mahalingam Vasudevan (DIN: 01608150)**, Managing Director of the Company, **who retires by rotation and, being eligible, offers himself for re-appointment**.

SPECIAL BUSINESS

3. Appointment of Secretarial Auditor

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

"RESOLVED THAT, pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, the approval of Members be and hereby accorded for the **appointment of M/s. S Dhanapal & Associates LLP** Practicing Company Secretaries having **Firm Registration No L2023TN014200** and **Peer review No.1107/2021**, as **Secretarial Auditor of the Company** for conducting the Secretarial Audit for a period of Five Financial years starting from Apr 1, 2025 to Mar 31, 2030 at a Remuneration as may be mutually agreed between the Company and M/s. California Software Company Limited

"RESOLVED FURTHER THAT, the Board of Directors of the Company and / or the Company Secretary be and are hereby severally authorized to sign relevant Document, Agreements and file necessary forms with the Ministry of Corporate Affairs (MCA) and to do all such Acts, Deeds and Things as may be necessary to give effect to the above Resolution."

By Order of the Board

For California Software Company Limited

Dr. Mahalingam Vasudevan
Managing Director
DIN: 01608150

Place: Chennai

Date: September 05, 2025

Registered Office:

Workflo, Greeta Towers, Industrial Estate, Perungudi, OMR Phase 1, Chennai – 600096

NOTES

1. **AGM via VC/OAVM:** Pursuant to MCA General Circular Nos. **20/2020** (May 05, 2020), **14/2020** (April 08, 2020), **17/2020** (April 13, 2020), **02/2021** (January 13, 2021), **02/2022** and **03/2022** (both May 05, 2022), and in compliance with the Companies Act, 2013 and SEBI circulars **SEBI/HO/CFD/CMD2/CIR/P/2021/11** (January 15, 2021), **SEBI/HO/CFD/CMD2/CIR/P/2022/62** (May 13, 2022) and **SEBI/HO/CFD/PoD-2/P/CIR/2023/4** (January 5, 2023), the 33rd AGM will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of members at a common venue. Accordingly, **members can attend and participate only through VC/OAVM**. In accordance with **Secretarial Standard-2 (SS-2)** issued by ICSI, read with ICSI guidance dated **April 15, 2020**, the proceedings shall be deemed to be conducted at the Company's **Registered Office**, which will be the **deemed venue** of the AGM. The detailed VC/OAVM participation procedure is appended to this Notice and is also available on the Company's website: www.calsofts.com.
2. **Explanatory Statement:** Pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2, and SEBI (LODR), the **Explanatory Statement** concerning the **Special Business** forms part of this Notice.
3. **Proxies:** As the AGM is through VC/OAVM, **physical attendance and proxies** are dispensed with. **Corporate members** may authorize representatives under Section 113 of the Act and email the certified authorization to secretarial@csdhanapal.com with copies to yuvraj@integratedindia.in (RTA) and calsoftsecretarial@gmail.com.
4. **Book Closure:** The Register of Members and Share Transfer Books shall remain **closed from Monday, September 22, 2025 to Monday, September 29, 2025 (both days inclusive)**, for the purpose of the AGM.
5. **Joint Holders:** In case of joint holders, the **first-named holder** shall be entitled to vote.
6. **Demat-only service requests:** As per SEBI Circular **SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8** (January 25, 2022), service requests (duplicate certificates, transmission, transposition, split/consolidation, etc.) shall be processed **only in dematerialised form**. Please submit **Form ISR-4** (available at www.calsofts.com and www.integratedindia.in). KYC-compliant folios only will be processed.
7. **Transfer in demat:** Pursuant to SEBI notification dated January 24, 2022, **transfer / transmission / transposition** requests are processed **only in demat**. Members holding physical shares are encouraged to **dematerialise**.
8. **PAN:** Furnishing **PAN** is mandatory (including for transmission, deletion of name, transposition). Demat holders should update PAN with their **DP**; physical holders may update with the **Company/RTA**.
9. **RTA & Correspondence:**
Integrated Registry Management Services Private Limited
2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar,
Chennai – 600 017, Tamil Nadu, India
Email: yuvraj@integratedindia.in Alternatively, write to the Company at the Registered Office above.
10. **Nomination:** Members in physical form may file **Form SH-13**; demat holders may approach their **DP**.
11. **Electronic Dispatch:** Pursuant to Sections 101 and 136 of the Act and Rule 18(1) of the Companies (Management and Administration) Rules, 2014, the **Notice** and **Annual Report 2024-25** are being sent **electronically** to Members who have registered their email IDs with the Company/DPs.
12. **Website Hosting:** The Notice and Annual Report are available on www.calsofts.com, the websites of BSE (www.bseindia.com), NSE (www.nseindia.com), and on NSDL (the e-voting/VC provider) at <https://www.evoting.nsdl.com>.
13. **E-voting & VC Provider:** The Company has engaged **National Securities Depository Limited (NSDL)** for remote e-voting, VC/OAVM, and e-voting during the AGM.
14. **Quorum:** Attendance through VC/OAVM shall be **counted for quorum** under Section 103 of the Act.

15. **VC Window:** The facility to join will open **15 minutes before** and remain open **15 minutes after** the scheduled time. Capacity: **1,000 members** on a first-come, first-served basis (large shareholders, promoters, institutional investors, Directors, KMPs, Committee Chairs, and Auditors are not subject to this cap).
16. **Video Conferencing Facility:** The Company has arranged a **Video Conferencing (VC) facility** for the 33rd AGM through the **Cisco Webex platform**. Members may access this facility using the **login credentials provided for remote e-voting**. On the day of the AGM, members are required to log in with their **User ID and Password** on the **NSDL e-voting website**. After logging in, a dedicated **link/tab displaying the Company's EVEN** (E-Voting Event Number) will be available in the Member login section for joining the AGM proceedings.
- On successful login, the system will prompt to select the **"EVEN" of "California Software Company Limited"** and click on **"Submit"**. Members are requested to select the respective EVENs (i.e. **136857 for fully-paid equity shares and 136927 for partly paid equity shares**) and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both.
17. **Scrutinizer:** The Board has appointed **M/s. S. Dhanapal & Associates LLP**, Practising Company Secretaries, Chennai, as **Scrutinizer** to scrutinize remote e-voting and e-voting during the AGM in a fair and transparent manner.
18. **Scrutinizer's Report:** The Scrutinizer shall unblock the votes and submit a **consolidated report** to the Chairman/authorised person within **48 hours** of the AGM.
19. **Results:** Results will be declared within **48 hours** of the AGM and placed on www.calsofts.com and <https://www.evoting.nsdl.com>, displayed at the Registered Office, and communicated to BSE and NSE.
20. **Inspection of Documents:** The **Register of Directors & KMP and their shareholding** (Section 170), the **Register of Contracts** (Section 189), and other documents referred to in the Notice will be available for **electronic inspection** during business hours on working days **up to the date of the AGM**. Email: calsoftsecretarial@gmail.com.
21. **Route Map:** Not applicable (AGM via VC/OAVM).
22. **IEPF:** As no dividend was declared for **FY 2015-16**, transfer of unpaid/unclaimed dividend and corresponding shares to IEPF **does not arise** for that year.
23. **Register/Update Email:**
- Physical holders: email yuvraj@integratedindia.in (RTA) with folio details and self-attested PAN.
 - Demat holders: update with your **DP**.
 - Changes to registered email should be promptly updated via the respective interface.
24. **Member Queries:** Members seeking information on agenda items may email calsoftsecretarial@gmail.com on or before **September 22, 2025**.

VOTING THROUGH ELECTRONIC MEANS (NSDL)

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members with the facility to exercise their right to vote electronically.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide remote e-voting and e-voting during the AGM.

The Board has appointed Mr. N. Ramanathan, Designated Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, as the Scrutinizer to conduct the entire e-voting process (both remote e-voting and voting at the AGM) in a fair and transparent manner.

The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, September 22, 2025.

Detailed instructions for remote e-voting and e-voting during the AGM are provided in this Notice.

Instructions for Shareholders for e-Voting

A) For Members receiving e-mail from NSDL (registered e-mail IDs)

- i. Open the NSDL e-mail and the PDF titled "California Software Company Limited e-Voting.pdf" (password = your Client ID / Folio No.). The PDF contains your User ID and initial password.
- ii. Visit <https://www.evoting.nsdl.com>.
- iii. Click "Shareholder / Member Login."
- iv. Enter your User ID and initial password → click Login.
- v. On first login, you'll be prompted to change your password (minimum 8 characters). Do not share your password.
- vi. Go to e-Voting → Active E-Voting Cycles.
- vii. Select the EVEN of California Software Company Limited and click on "Submit". Members are requested to select the respective EVENs (i.e. 136857 for fully-paid equity shares and 136927 for partly paid equity shares) and vote depending upon their shareholding i.e. either fully paid-up or partly paid-up or both.
- viii. The Cast Vote page will open.
- ix. Choose your voting option → click Submit and Confirm.
- x. A confirmation "Vote cast successfully" will appear.
- xi. After a vote is cast, modification is not permitted.
- xii. Institutional shareholders (other than individuals/HUF/NRI etc.) must e-mail a scanned Board Resolution/Authority Letter with attested specimen signature(s) of the authorised signatory(ies) to the Scrutinizer at secretarial@csdhanapal.com, with copies to evoting@nsdl.co.in and calsoftsecretarial@gmail.com.

B) For Members receiving a physical copy (no registered e-mail ID / requested physical)

- Your **EVEN / User ID / Password** is printed on the intimation/attendance sheet.
- Please follow steps ii to xi under Section A above.

C) Joining the AGM through VC/OAVM (NSDL platform)

- Go to <https://www.evoting.nsdl.com> and log in with your **e-voting credentials**.
- Click the **e-AGM / VC** link visible in your Member login (against the Company's **EVEN**) to join via **Cisco Webex**.
- The VC facility will open **30 minutes before** the scheduled start and remain open **throughout** the proceedings.*
- Admission is on a **first-come, first-served** basis (large shareholders, promoters, institutional investors, Directors, KMPs, Committee Chairs, Auditors are not restricted).
- Allow **camera** permissions and ensure a **stable Wi-Fi/LAN** connection to avoid audio/video issues. Mobile hotspots/tablets may experience quality fluctuation.
- Post your Questions (pre-AGM):** Log in at <https://www.evoting.nsdl.com> → "Post your Questions" between Friday, September 26, 2025 (10:00 A.M.) and Sunday, September 28, 2025 (5:00 P.M.); mention name, demat/folio, e-mail, mobile.
- Speaker Registration (during e-AGM):** Log in at <https://www.evoting.nsdl.com> → "Speaker Registration" (same window as above). Provide **demat/folio, city, e-mail, mobile**. Slots may be limited depending on AGM time.
- Assistance contact: **Mr. Vijayakumar (Whole-Time Director) – +91-90920-53888**.

* If any other note in your Notice states a **15-minute** window, please align both places to the same timing (recommend 30 minutes).

General Guidelines for Members

- i. In case the Member is a **Body Corporate/Institution**, a scanned copy (PDF/JPG format) of its **Board or Governing Body Resolution/Authorization**, authorizing its representative(s) to attend the AGM through VC/OAVM and vote through remote e-voting, must be sent by e-mail to the **Scrutinizer** at secretarial@csdhanapal.com, with a copy marked to calsoftsecretarial@gmail.com.
- ii. Members are strongly advised **not to share their e-voting password** with anyone and to maintain strict confidentiality. After **five unsuccessful login attempts**, access to the NSDL e-voting portal will be disabled. In such cases, Members can reset their password by using the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” options available at www.evoting.nsdl.com.
- iii. A Member may vote either through **remote e-voting** or during the AGM. If votes are cast using both modes, the votes cast through **remote e-voting shall prevail**, and those cast during the AGM shall be considered invalid.
- iv. The **voting rights** of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the **cut-off date – 22nd September 2025**.
- v. Any person who acquires shares of the Company after the dispatch of the AGM Notice and holds shares as on the **cut-off date (22nd September 2025)** may obtain login credentials (User ID and password) by sending a request to evoting@nsdl.co.in. However, if the Member is already registered with NSDL for e-voting, they may use their existing login details. If the password is forgotten, it can be reset using the “**Forgot User Details/Password?**” option on the NSDL website.

Other Instructions

- i. For queries or assistance, Members may refer to the **Frequently Asked Questions (FAQs)** and the **e-Voting User Manual for Shareholders**, available for download at www.evoting.nsdl.com.
- ii. If already registered with NSDL for e-voting, Members can use their existing **User ID and password** to cast their vote.
- iii. Members are encouraged to **update their mobile number and e-mail ID** in their user profile on the NSDL portal for receiving future communications electronically.
- iv. The **remote e-voting period** commences on **Friday, September 26, 2025 (10:00 A.M.)** and ends on **Sunday, September 28, 2025 (5:00 P.M.)**. During this period, Members holding shares either in physical or dematerialized form as on the **cut-off date (22nd September 2025)** may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Once the vote on a resolution has been cast, it cannot be changed.
- v. The **Scrutinizer** shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, then unblock the remote e-votes, and not later than **48 hours** from the conclusion of the AGM, submit a **consolidated Scrutinizer’s Report** of the total votes cast (for and against) to the **Chairman** or, in his absence, any Director or Key Managerial Personnel authorized by him, who shall countersign the same.
- vi. The **results of voting** shall be declared within **48 hours** from the conclusion of the AGM and will be:
 - Placed on the Company’s website (www.calsofts.com) and NSDL website (www.evoting.nsdl.com),
 - Displayed on the Notice Board at the Registered Office, and
 - Simultaneously communicated to **BSE Limited** and the **National Stock Exchange of India Limited**, where the Company’s shares are listed.

Details of Director seeking re-appointment at the AGM

(Pursuant to Regulations 26(4) & 36(3) of SEBI LODR and SS-2)

Director Profile Disclosure

Particulars	Details
Name of the Director	Dr. Vasudevan Mahalingam
Director Identification Number (DIN)	01608150
Date of Birth & Age	29/04/1967 – 58 years
Nationality	Indian
Date of First Appointment on Board	12/08/2016
Qualification	M. Pharm, Ph.D.
Expertise in Specific Functional Areas	Research and Development, IT Services, SaaS Product Development, and Strategic Business Leadership
Terms & Conditions of Appointment / Reappointment	Serving as Managing Director & CEO, liable to retire by rotation, in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
Details of Remuneration Last Drawn	No remuneration drawn to date. Remuneration is voluntarily deferred and may be claimed in the future once the Company achieves financial stability.
Number of Board Meetings Attended During the Year	7
Relationship with other Directors and KMPs	Spouse: Dr. Manimala Vasudevan (Whole-time Director). No other inter-se relationship with Directors or KMPs.
Shareholding in the Company	62.26 %
List of Directorships held in other Companies (excluding foreign, private, and Section 8 companies)	Nil
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies	Nil
Justification for Appointment/Reappointment	Dr. Vasudevan Mahalingam brings over three decades of experience in IT, SaaS innovation, and Research & Development. His leadership ensures sustainable growth, strategic innovation, and enhanced stakeholder value. His reappointment provides continuity and strengthens the Company's long-term vision.

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: Appointment of Secretarial Auditor

Based on the recommendation of the Board of Directors recommends the appointment of M/s. S Dhanapal & Associates LLP, Chennai (Firm Registration No.L2023TN014200) (Peer review Certificate No.1107/2021) for the approval by the shareholders, as Secretarial Auditors of the Company for a period of five consecutive years to hold office from the conclusion of the 33rd Annual General Meeting (AGM) and ending at the conclusion of the 38th AGM, to be held in the year 2030 for conducting the secretarial Audit for a period of five financial years commencing from Apr 1, 2025 to Mar 31, 2030.

Rationale for appointment

M/s. S Dhanapal & Associates was established in 2009 as a sole proprietorship by Dr. S. Dhanapal. In response to growing clientele and increasing service requirements, the firm was reconstituted as a partnership firm during the period 2009–2014. The firm currently comprises three Practicing Company Secretaries (Partners) and two in-house legal counsels, offering a strong and experienced team to cater to a wide range of corporate and compliance needs. The firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI). Its core service offerings include Secretarial Audit, Business Structuring and Reorganization, Incorporation Services, Compliance under FEMA Regulations and services related to Intellectual Property Laws. M/s. S Dhanapal Associates has a well-established client base, including more than 10 listed companies, over 15 government-owned entities, and more than 400 private sector, LLP, and foreign companies. The firm has confirmed that their proposed appointment is within the prescribed limits, if any, laid down by ICSI and that they are not disqualified under the provisions of the Company Secretaries Act, 1980, and the rules and regulations made thereunder, including adherence to ICSI Auditing Standards. In view of their qualifications and experience in undertaking Secretarial Audit, it is proposed to appoint M/s. S Dhanapal & Associates LLP as Secretarial Auditors of the Company. The Remuneration payable to M/s. S Dhanapal & Associates LLP for the Financial Year 2026–27 and thereafter will be as mutually agreed between Board of Directors and Secretarial Auditor. The Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

By order of the Board

For California Software Company Limited

Date: September 05, 2025

Place: Chennai

Dr. Mahalingam Vasudevan

Managing Director

DIN: 01608150

Registered Office:

Workflo, Greeta Towers, Industrial Estate,
Perungudi, OMR Phase 1, Chennai – 600096