

## CALIFORNIA SOFTWARE COMPANY LTD.

Registered Office: Robert V Chandran Tower, Seventh Floor, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100  
Phone: +91-44-42829000-5 Fax: +91-44-42829012

### NOTICE TO SHAREHOLDERS

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

#### ORDINARY BUSINESS

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

#### SPECIAL BUSINESS

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

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

On behalf of the Board of Directors

Chennai  
June 23, 2010

S. Santhosh  
Managing Director

#### EXPLANATORY STATEMENT

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

Item No. 5:

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

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

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

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

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

**Notes**

- A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A SHAREHOLDER.**
- Book Closure: The Register of Members and the Share Transfer Books of the Company will remain closed from 14th September 2010 to 17th September 2010 (both days inclusive) in connection with the Annual General Meeting.
- Shareholders are given an option to hold their securities in a depository or in the physical form. However it maybe noted that for trading purposes on NSE & BSE, the Company's stock is in compulsory demat trading list.
- Shareholders of physical format shares opting to convert shares to depository form are requested to notify through their Depository Participant (DP) to the Company's REGISTRAR AND SHARE TRANSFER AGENTS through filling the demat request form available with their DP to the address given herein:  
**INTEGRATED ENTERPRISES (INDIA) LTD. : Unit: California Software Co. Ltd.,**  
"Kences Towers", II Floor, 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600 017. India.
- Shareholders who hold their securities in physical form and need to complete any transfer of holdings or endorsements may forward their securities to the Company's Registrar and Share Transfer Agents at the above address alongwith duly filled and stamped share transfer forms.
- Shareholders holding shares in physical format are requested to notify the Company's Registrar and Share Transfer Agents any change in their address immediately (with folio no reference) so as to enable the Company to send any future communication at their correct address. Those holding shares in demat format need to ensure that their correct address is reflected in their Depository Participant (DP) records and inform DP of any changes as and when relevant.
- Pursuant to section 205C of the Companies Act, 1956, all unclaimed dividends upto and inclusive of the financial year 2000 – 2001 (YE March 31, 2001) have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Dividends for the financial year ended March 31, 2003 and thereafter, which remain unclaimed for a period of 7 years will be transferred by the Company to IEPF.
- Shareholders who have not encashed any of their dividend warrants from the year 2002-03 onwards are requested to submit their claims to the Company Secretary at the Registered Office of the Company giving due details such as shareholder folio, /DP account no, and details for which year dividend is not received, and bank account details to be printed on the warrant.
- Nomination facility is now available for the shareholders. Members holding shares in physical format. may obtain nomination forms from the Registrar & Share Transfer Agent and send the nomination form back duly filled up and signed. Members holding shares in demat form may kindly send their nominations to their Depository Participant (DP) only in the format specified by their DP which will be for all their holdings in a client account.

Attendance slip and proxy form are enclosed.



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## CALIFORNIA SOFTWARE COMPANY LTD.

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

### Attendance Slip

(To be handed over at the entrance of the Meeting Hall)

I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company to be held at Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai 600 100 at 10.00 a.m. on Friday, September 17, 2010

Full Name of the Shareholder  
(in Block Letters) .....

Regd. Folio No (Physical) / I.D. No (Demat) .....

No. of Shares held .....

Full Name of the Proxy  
(in Block Letters) .....

Signature of the Shareholder(s) or Proxy present .....

Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only Shareholder(s) or /their proxy with this attendance slip will be allowed entry to the meeting. Duplicate slips will not be issued at the entrance.



Please tear here -



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Pallikaranai, Chennai-600 100 | Phone: + 91-44-4282 9000 Fax: +91-44-4282 9012

### Proxy Form

Regd. Folio No. (Physical) / I.D. No (Demat). ....

No. of Shares held .....

I / We ..... residing at .....  
..... being a Shareholder(s) of **CALIFORNIA SOFTWARE COMPANY LIMITED** hereby  
appoint ..... of ..... or failing him / her  
..... of ..... as my/our Proxy to attend and vote for  
me/us on my/our behalf at the Eighteenth Annual General Meeting of the Company to be held at Robert V Chandran Tower, # 149, Velachery Tambaram Main Road, Pallikaranai, Chennai-600 100 at 10.00 a.m. on Friday, September 17, 2010 and at any adjournment thereof.

Affix  
Revenue  
Stamp

Signed at ..... this ..... day of ..... 2010

### Notes

- The form should be signed across the stamp as per specimen signature registered with the Company.
- The Proxy Form duly completed must be deposited at the office of the Share Transfer Agents of the Company not less than 48 hours before the time fixed for holding the aforesaid meeting.
- The proxy need not be a shareholder of the Company.



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# Unlock Value

09-10

ANNUAL REPORT



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# Company Profile

## About Us

Founded in 1992 and headquartered in Chennai; California Software Company Limited (Calsoft) is a global Outsourced Product Engineering & Enterprise Solutions company with a strong background in consulting, development and implementation. With revenues exceeding \$40 Million, Calsoft employs over 1000 people in 11 locations worldwide.

The Calsoft group has three Business Divisions: Calsoft Labs, Enterprise Solutions and Strategic Investments.

## Our Business

Inorganically the group has grown by partnering or acquiring companies that compliment our existing product and services portfolio, help expand our customer base and enable us to enter new markets. The key drivers for our organic growth has been our ability to build stronger relationships with existing clients, acquiring new clients through planned growth and strategic partnerships in the markets and domains that we operate in.

### Business Divisions

- Calsoft Labs
  - Product Engineering Services
- Inatech
  - Consulting and System Integration
- Calsoft Strategic Investments
  - Identify, invest and manage synergic acquisitions, partnerships and joint ventures
- Markets
  - America
  - Europe
  - Middle East
- Strategic Investments
  - ePay.LLC., California, USA
  - Aspire Communications, Mysore, India
- Joint Ventures
  - Calspence Technologies Private Limited, Colombo, Sri Lanka

## Our Offerings

### Product Engineering Services

Calsoft Labs is the technology arm of the Calsoft group and provides outsourced product engineering services to both established companies and start ups.

Calsoft Labs has focused on providing high end solutions and services to Network Equipment Manufacturers, Independent Software Vendors (ISVs), Computer Hardware and Peripherals, Industrial Automation companies, Automotive Electronics companies and Mobile, Multimedia and Consumer Electronics (MMC) companies. Calsoft Labs is one of the very few product engineering services companies to specialize in three niche areas of Networking and Datacom, MMC/Embedded Systems and ISVs.

Our full life cycle of services include product development, testing & QA, sustenance engineering, embedded hardware design and embedded software development.

Calsoft labs has over 150 satisfied customers. The key customers in this division includes Radware, IXIA, Healthland, Kronos etc.,

Calsoft Labs has formed strategic and technology partnerships with key global technology providers like Phoenix Technologies, Adobe and IXIA.

### Inatech

Inatech assists business organizations derive maximum value out of technology investment through business solutions. As an Oracle Certified Global Platinum Partner Inatech works with enterprises that are re-engineering their processes and are adapting to rapid change.

The key focus areas for the Inatech group are:

- Managed Services
- Consulting & System Integration
- Technology Strategy & Planning
- Business Process EnablementC

Our range of services include Strategic & Operational Business Consultancy, Implementation, RICE Components, Testing, Technical Architecture, Product development, Training, Managed Services, License Management and Migration. The Enterprise division also has expertise on the Commodities Supply chain segment.

It provides these services across multiple industry segments: Finance & Banking, Communications, Manufacturing, Services, Retail & Distribution, Healthcare, Engineering & Construction, Govt. & Public Sector, Logistics & Transportation and Energy.

Inatech has over 100 satisfied customers. The key customers in this division includes Phones4U, HDNL, TDIC, AP Moller etc.,

#### **Calsoft Strategic Investments**

The focus of this Business Division is to identify, complete and manage synergic acquisitions, partnerships and joint ventures. The strategic arm identifies companies in the same eco system that compliments our product and services portfolio and would further fuel our growth.

Current strategic investments and partnerships include:

- Aspire Communications, India – A leading technology driven company focused on solutions in the areas of embedded hardware design, product re-engineering, outsourced product manufacturing, device drivers' development, RTOS porting and application software development. Calsoft has a 51% stake.
- ePay (CNHC LLC) - Based in CA, USA; this is a strategic investment of Calsoft. The company operates in the healthcare space and offers patients a one-stop web service for healthcare payments. Calsoft holds a 51% stake in this company.
- Calspence - Calspence the joint venture company between Calsoft and Aitkin Spence ([www.aitkenspence.com](http://www.aitkenspence.com)) will leverage on the IT strengths of Calsoft and the domain expertise of AS to come up with solution offerings for a global market. Calsoft has a 50% stake in this company.

Calsoft will continue its strategy of specialization in niche areas and segments with a focus on geographical expansion. Its inorganic strategy will focus on achieving this by taking minority stakes in niche companies. It is also looking to partnerships and joint ventures that will leverage the expertise and strengths of both the partnering companies to create more business value.



- Our own campus at Pallikaranai, Chennai with state-of-the-art infrastructure. The facility can accommodate 2000 Software Engineers.



## Board Of Directors



Clyde Michael Bandy  
Chairman



S. (Sam) Santhosh  
Managing Director & CEO



Jerome Lazatin Lorenzo  
Non-Executive Director



Dan George Peterson  
Non-Executive Director



S. Santhanakrishnan  
Independent Director



Prof. P. J. George  
Independent Director

## Leadership Team



S. (Sam) Santhosh  
Managing Director & CEO



Chris D. Baker  
CEO  
Head - Inatech



Sai Satyam  
CFO



Ramandeep Singh  
CTO  
Head - Calsoft Labs



Dan George Peterson  
CEO  
ePAY LLC



Dr. Mahesh Rao  
CEO  
Aspire Communications