



Realize Your Ideas



DIGITAL TRANSFORMATION



ANNUAL REPORT 2018-2019



Realize Your Ideas

CORPORATE INFORMATION

Board of Directors

Dr. Mahalingam Vasudevan	: Managing Director & CEO
Dr. V. Manimala	: Executive Director & COO
Mr. Vijayakumar Madhavan	: Executive Director & CFO
Dr. Pasupathy Raju	: Independent Director
Ms. Keerti Saraswat	: Woman Independent Director
Ms. AVN. Srimathi	: Woman Independent Director
Mr. M. Sampath	: Independent Director

Registrars and Share Transfer Agent

Integrated Registry Management Services Private Limited
(Unit: California Software Co Ltd)
2nd Floor, Kences Towers,
1, Ramakrishna Street, North Usman Road T Nagar, Chennai -
600017 India
Tel: +91-44- 28140801 to 28140803
Email: yuvraj@integratedindia.in

Secretarial Auditor

S. Dhanapal and Associates
Practicing Company Secretaries

Financial Auditor

N. Balasubramanian Associates
Chartered Accountants

Stock Exchanges

National Stock Exchange of India Limited
BSE Limited

Contact us

Registered Office & Corporate Office:
California Software Company Limited,
2nd Floor, Unit 9, STPI Building,
5 Rajiv Gandhi Road,
Taramani, Chennai 600113
Contact Nos: +91- 44-3910 3600, 3616-20, 3644-45
Email for shareholders: investor@calsoftgroup.com
Website: www.calsof.com / www.calsoftgroup.com

DIGITAL
TRANSFORMATION

CsDigital

CsCloud

CsBigData

CLIDAC

CLISAC

ARGCIC

CLPM

YESHGEECOM

CASP

CHRONSCRAPER

EYWA

CONTENTS

Letter to the shareholder	1
Notice to shareholders	4
Management Discussion and Analysis Report	15
Products and Platforms	24
Directors Report	36
Secretarial Auditor's Report	49
Corporate Governance Report	77
Code of Business Ethics and Conduct	100
Declaration of Chief Executive Officer	102
Standalone Financial Statements	104
Consolidated Financial Statements	134
AGM Route Map	160

DIGITAL TRANSFORMATION

CsDigital

CsCloud

CsBigData

CLIDAC

CLISAC

ARGCIC

CLPM

YESHGEECOM

CASP

CHRONSCRAPER

EYWA

LETTER TO SHAREHOLDERS



Dear Shareholder

DELIVERING DIGITAL TRANSFORMATION TOGETHER

The world we live in is changing in so many ways, and our clients are embarking on far-reaching transformations. Our business is also experiencing sweeping changes. calsoft is adapting and adjusting to its environment to maintain and strengthen its enduring partnerships with clients, just as it has always done over the past 25 years.

Due to the changes resulting from digital transformation, business related issues are becoming increasingly significant within the digital services market. Going forward, we are optimistic and determined, mindful of what we need to do to reach our mission... integrate more than 1000 contracting companies, 10000 service providers and 100,000 professionals.

Calsoft focused on developing core modernization, digital engineering and connected products, artificial intelligence (AI) and analytics, intelligent process automation, industry and platform solutions, and interactive customer experiences. These capabilities form the core of Calsoft's digital strategy, which we are committed to executing. We see ample headroom for growth in all these areas, which offer strong margin profiles and a combined market opportunity that we estimate to be in the hundreds of billions of dollars.

Calsoft is positioned to provide integrated software and information services, i.e. end-to-end IT services, including consulting services, technical services, outsourcing services, and training services. The technical services mainly involve IT solutions and outsourcing services, including ITO, BPO, EPO, and more.

Acquisitions are essential to building critical skills and capabilities in strategic, high-growth areas, which enhance our differentiation and drive organic growth. From 2017 onwards, we are in the process of acquiring E Commerce, AI and machine learning startups, Clinical data processing and management companies.

This is our vision of active offense, and starting again, our mission is to extend Calsoft's long track record of success for into the future...to do so ..we have set a.... "mission" ... Calsoft must continue to serve as a trusted partner and advisor to businesses that strive to lead their industries by becoming increasingly productive and innovative. We helping clients digitize their products and services, personalize their customer experiences, automate their essential processes, and modernize their technology infrastructures. Above all, we enable them to deepen connections with their clients in ways that drive greater customer intimacy and spur growth.

DIGITAL TRANSFORMATION

CsDigital

CsCloud

CsBigData

CLIDAC

CLISAC

ARGCIC

CLPM

YESHGEECOM

CASP

CHRONSCRAPER

EYWA

Technical & Professional Services

We provide technical and professional services for key clients and major industries, our goal is to become a full-chain Information Technology Service Provider to Serve regional and global clients

Helping Our Large Customers Transform

Large customers in key industries globally have moved from the concept of digital transformation to actual implementation.

In this round of construction, India's software service companies have gained first-mover advantages.

These changes will become our opportunities to "overtake" our peers.

"Sailing on the same Boat Strategy"

headwind to build CsDigital

We are in the process of developing and launching a "cloud-based software industry park". CsDigital, to support small IT Enterprises, gather software service ecosystem, enhance the efficiency of local software industry, and support transformation and upgrading and innovation development of traditional enterprises.

"Shares the Same boat" CsCloud Computing

CsDigital will co-construct a new ecosystem for ITS industry CsCloud. Our goal is to become a strategic partner that "shares the same boat", as we further bundle both parties' functions and services.

"Breakthrough in Bottlenecks" CsBigData

The premier global market intelligence firm predicts that the big data and analytic market will grow from USD130 billion to USD203 billion from 2016 to 2020.

YESHGEECOM - Digital Transformation of

E Commerce Solutions By

AI Integration

By 2020, more than 80 percent of Ecommerce applications would be integrated with AI. YeshGeeCom is an open and flexible framework to keep up with this growing list of emerging capabilities with AI integrations.

YeshGeeCom can be used to trade B2B (business-to-business) and B2C(business-to-customer) segments.

EYWA - AI assistant for Doctors

EYWA redefine the way people access healthcare. Now the doctors can have virtual consultations with laser focus that can improve patient care. It uses deep-learning methods to diagnosis disease for various use case. We Team AI, make preliminary diagnosis of various medical conditions simple and efficient in a click away.

CsDigital

CsCloud

CsBigData

CLIDAC

CLISAC

ARGCIC

CLPM

YESHGEECOM

CASP

CHRONSCRAPER

EYWA



Realize Your Ideas

LETTER TO SHAREHOLDERS

DIGITAL TRANSFORMATION

CASP - Conversation Assistance BOT

with state of the art pretraining CASP is a chat-based AI assistance system along with voice support for general purpose information retrieving, querying specific data from database and triggering scheduled tasks with Voice authentication.

CHRONSCRAPPER

Chronsrapper is an automated Data extraction tool used in structuring the data of PDF and scanned documents with advanced Image processing OCR (in handwritten recognition) method followed by Deep Neural Architecture in segregating data.

Moving Towards Active Offense And “Starting Again” campaign develops, a new round of growth for the Calsoft, has opened “**Cs Digital, CsCloud, CsBigData CLIDAC, CLISAC, ARGIC, CLPM, YESHGEECOM, CASP, CHRONOSCRAPER, EYWA**” in association with **Clinevo and TeamAI**, we will be on the offense. The Calsoft ‘s future is worth the anticipation!

Although I’ve been in my new role, I have learned how deeply intertwined we are with our clients. It is clear to me that Calsoft’s future lies in doing what we excel at: investing in talented, diverse, and engaged associates in an inclusive culture, identifying client needs and industry trends, and responding quickly with tailored solutions that facilitate client success.

I’m fortunate to be surrounded by a deeply experienced leadership team, a fully engaged Board of Directors, and my passionate colleagues around the world who share the work we are privileged to do every day. I’m a firm believer that no company can live on its legacy, however great. We are only as good as our future.

I am committed to advancing Calsoft’s pivot to digital and spurring the next phase of success by staying focused on our associates, clients, and shareholders.

We are at new starting point to integrate more than 1000 contracting companies, 10000 service providers and 100,000 professionals to achieve our vision and mission, with our core values “Keeping True Heart of Kindness, Determination and Perseverance, Striving for Success, Sharing and Growing with the Customers” that keep us Growing and win!

We must firmly and persistently carry forward our values and strive for our continuous progress, and to score a greater victory.

I am absolutely thrilled to be serving as Calsoft’s CEO.

Thank you, Investors and Shareholders, for the Opportunity to earn your confidence and trust.

Dr. M. Vasudevan
Managing Director & CEO



Notice is hereby given that the Twenty-Seventh Annual General Meeting of California Software Company Limited will be held on **Monday, September 30, 2019 at 3.00 PM** at California Software Company Limited, 2nd Floor, Unit 9, STPI Building, 5 Rajiv Gandhi Road, Taramani, Chennai 600113, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone and consolidated financial statements of the Company comprising of audited balance sheet as at March 31, 2019, the statement of profit and loss and 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. Mahalingam Vasudevan** (DIN: 01608150), who retires by rotation and being eligible, offers himself for re-appointment.

All the Executive Directors and Non-Executive and Non-Independent Directors are liable to retire by rotation. Applying this, Mr. Mahalingam Vasudevan (DIN: 01608150) who was appointed as Executive Director on 12/08/2016, in the current term, being the longest serving member, is liable to retire by rotation.

In this regard, the following resolution is placed before the Shareholders for approval. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Mahalingam Vasudevan (DIN: 01608150) as a Director liable to retire by rotation"

SPECIAL BUSINESS

3. Appointment of Ms. AVN Srimathi (DIN 08328823) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ms. AVN Srimathi (DIN :08328823), who has submitted a declaration that she 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 appointment, and in respect of whom the Company has received a

notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ms. AVN Srimathi's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from May 10, 2019 up to May 09, 2024."

"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."

4. Appointment of Mr. Sampath (DIN 08449699) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 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 pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sampath (DIN :08449699), 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 appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Sampath's candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from May 10, 2019 up to May 09, 2024."

"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

Chennai
August 14, 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of the special business under Item Nos. 3 and 4 above is annexed hereto. The relevant details of the Directors seeking re-appointment/appointment under Item Nos. 3 and 4 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies in order to be effective must be deposited with the company at its registered office not less than 48 hours before the scheduled time of the meeting. A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member.
3. Corporate Members intending to send their authorized representative(s) are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. In case of joint holders attending the meeting, 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.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. along with their copy of Annual Report.
6. Register of Members and Share Transfer Books of the Company will be closed from 29.09.2019 to 30.09.2019 (both days inclusive) for the purpose of Annual General Meeting.
7. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR

code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Integrated Registry Management Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Integrated Registry Management Services Pvt. Ltd., (Unit – California Software Company Limited) 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600017, quoting correct Folio Number.

9. The Company has transferred the unpaid or unclaimed dividends declared up to the financial year 2009- 10, from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the IEPF. Accordingly, the proposed date for the transfer of unclaimed dividend by the Company for the year 2011-12 to IEPF. 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.
10. A route map giving directions to reach the venue of the 27th AGM is given at the end of the Notice.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, 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 / M/s. INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED.
12. Electronic copy of the Annual Report of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.
13. Members may note that Notice of the 27th Annual General Meeting of the Company, Annual Report, Attendance Slip, Proxy Form and e-voting instructions are also available on the Company's websites www.calsoftgroup.com and www.calsof.com