



# CS-eCom



# CORPORATE INFORMATION

## Board of Directors

<b>Dr. Mahalingam Vasudevan</b>	: Managing Director & CEO
<b>Dr. V. Manimala</b>	: Executive Director & COO
<b>Mr. Vijayakumar Madhavan</b>	: Executive Director & CFO
<b>Ms. AVN. Srimathi</b>	: Woman Independent Director
<b>Mr. M. Sampath</b>	: Independent Director
<b>Dr. Pasupathi Raju</b>	: Independent Director
<b>Ms. Keerti Saraswat</b>	: Independent Director
<b>Dr. R. S. Chandan</b>	: 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

## Statutory 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](mailto:investor@calsoftgroup.com)  
Website: [www.calsof.com](http://www.calsof.com) / [www.calsoftgroup.com](http://www.calsoftgroup.com)

CS-eCom  
eCommerce Platform

CS-Cloud  
CS-BigData  
CLIDAC  
CLISAC  
ARGCIC  
CLPM  
CASP  
CHRONSCRAPER  
EYWA

## Contents

Letter to the shareholders	1
Notice to shareholders	4
Management Discussion and Analysis Report	17
Products and Platforms	28
Directors Report	43
Secretarial Auditor's Report	60
Corporate Governance Report	92
Code of Business Ethics and Conduct	124
Declaration of Chief Executive Officer	128
Standalone Financial Statements	129
Consolidated Financial Statements	165

CS-eCom  
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Cs-BigData  
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## LETTER TO SHAREHOLDERS



Dear Shareholders,

A strategy for the challenges and opportunities in our business is hurt by **COVID-19**, and this will certainly impact our financial performance. We are preparing for the **post-COVID-19** world, 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.

This pandemic will lead to clients accelerating their shift to operating with digital business models. Digital channels in every industry, including retail, education, and healthcare, will increase in relevance. Major IT trends such as core modernization and cloud adoption will accelerate. Due to the changes resulting from digital transformation, business related issues are becoming increasingly significant within the digital services market. All of which will make our vision, purpose, and strategy more relevant than ever...we are optimistic and mindful of what we need to do to reach our mission... integrate more than 1000 contracting companies, 10000 service providers and 100,000 professionals.

We see ample headroom for growth in developing **digital engineering, artificial intelligence (AI) and analytics, intelligent process automation, Cloud and IoT**. Our industry expertise will remain a core value proposition. We aim to significantly increase the scale of our international business, which has significant growth potential.

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.

We help clients apply their data to drive business growth and efficiencies through the combined capabilities and solution portfolios of our core areas: Digital Business, Digital Operations, and Digital Systems and Technology. Calsoft must continue to serve as a

CS-eCom  
eCommerce PLATFORM

CS-Digital  
CS-Cloud  
CS-BigData  
CLIDAC  
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## 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 CS-Digital

We are in the process of developing and launching a "cloud-based software industry park". CS-Digital, 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" Cs-Cloud Computing

CsDigital will co-construct a new ecosystem for ITS industry Cs-Cloud. 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" Cs-BigData

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.

## Cs-eCom - Digital Transformation of E Commerce Solutions by AI Integration

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

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Realize Your Ideas

Moving Towards Active Offense And "Starting Again" campaign develops, a new round of growth for the Calsoft, has opened "CS-eCom, CS- Digital, CS-Cloud, CS-BigData, CLIDAC, CLISAC, ARGIC, CLPM, CASP, CHRONOSCRAPER, EYWA" in association with Clinevo and TeamAI, we will be on the offense. The Calsoft 's future is worth the anticipation!

CS-eCom is Digital e Commerce platform provides you the power to create unique and engaging shopping experiences. Recent research from McKinsey shows that 96% of surveyed B2B and B2C businesses have, in fact, changed their sales model to favor online and eCommerce-based selling. On average, this shift has proved fruitful, migration in shopper behavior to digital commerce has also been persistent.

Although I have 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 am 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 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.

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

Dr. M. Vasudevan  
Managing Director & CEO

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Notice is hereby given that the Twenty-Eighth Annual General Meeting of California Software Company Limited will be held on **Wednesday, September 30, 2020 at 5.00 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, 2020, 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. Vijayakumar** (DIN: 07892448), 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. Vijayakumar (DIN: 07892448) who was appointed as Executive Director on June 08, 2018, 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. Vijayakumar (DIN: 07892448) as a Director liable to retire by rotation"

## SPECIAL BUSINESS

### 3. Approval for Material Related Party Transaction

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

**"RESOLVED THAT** pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder the approval of the Shareholders be and is hereby accorded to borrow money up to an amount not exceeding Rs.10 Crores from **Dr. Vasudevan Mahalingam**, Managing Director (DIN: 01608150) of the Company from time to time as they may think fit, on such terms and conditions as the Board may deem fit.

**"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. Approval of Mr. R. S. Chandan (DIN: 08849851) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a **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. R. S. Chandan** (DIN: 08849851), 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. R. S. Chandan’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 August 26, 2020 up to August 25, 2025.”

**“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 08, 2020  
Place: Chennai

Registered Office:  
2nd Floor, Unit 9, STPI Building 5,  
Rajiv Gandhi Road, Taramani, Chennai - 600113



## Notes

1. The Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 ("**MCA Circulars**"), has permitted to hold the Annual General Meeting ("**AGM**") for the calendar year 2020 through **Video Conferencing ("VC")** or **Other Audio Visual Means ("OAVM")**, without the physical presence of the members at a common venue, due to the outbreak of COVID-19 pandemic.

In due compliance with the above MCA Circulars, the Twenty Eighth AGM of the Company is convened through VC / OAVM.

2. The relevant statement to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the Special Business at Item No. 3 & 4 of the Notice, is annexed hereto and forms part of the Notice.
3. Pursuant to the provisions of the Companies Act, 2013 (the "Act"), a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment 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.
4. 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](mailto:secretarial@csdhanapal.com) and copy marked to [vijayslsl@calsoftgroup.com](mailto:vijayslsl@calsoftgroup.com).
5. The register of members and Share Transfer Books of the Company remained closed from 29.09.2020 to 30.09.2020 (both the days inclusive) for the purpose of this AGM.
6. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company.
7. Members who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [vijayslsl@calsoftgroup.com](mailto:vijayslsl@calsoftgroup.com) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg: Driving License, Election Identity Card, Passport) in support of the address of the Member. In case of any queries / difficulties in registering the e-mail address, Members may write to [vijayslsl@calsoftgroup.com](mailto:vijayslsl@calsoftgroup.com).

8. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.calsof.com/](http://www.calsof.com/) [www.calsoftgroup.com](http://www.calsoftgroup.com).
9. Members of the Company at its Twenty Forth AGM held on September 28, 2016 had appointed N. Balasubramanian Associates (ICAI Firm Registration Number 03555) as Statutory Auditors of the Company to hold office for a period of 5 (five) years from the conclusion of that AGM till the conclusion of the Twenty-Ninth AGM, subject to ratification of their appointment by members at every AGM, as required under the Act. The requirement to place the matter relating to ratification of appointment of auditors by the members at every AGM has been done away with, by the Companies (Amendment) Act, 2017, with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at this AGM.
10. The relevant details as required under Regulation 36(3) of the Listing Regulations and clause 1.2.5 of Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment/re-appointment as Director is given in annexure forming part of this Notice.
11. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Since the AGM will be held through VC/OAVM, the Route-Map is not annexed to the Notice.
13. 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.
14. 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 dematerialize their holdings.
15. 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.
16. 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,