

**ABRIDGED LETTER OF OFFER CONTAINING THE SALIENT FEATURES OF THE LETTER OF OFFER  
FOR ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY**

This is an **Abridged Letter of Offer** containing the salient features of the Letter of Offer dated January 07, 2025 (“Letter of Offer”), which is available on the websites of the Registrar, our Company, and the Stock Exchanges where the Equity Shares of our Company are listed, i.e., BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (together, the “Stock Exchanges”). You are encouraged to read the detailed information available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONSISTS OF 12 PAGES. PLEASE ENSURE THAT ALL PAGES ARE INCLUDED.**

Our Company has made this Abridged Letter of Offer and the Application Form available on the Registrar’s website at [www.integratedregistry.in](http://www.integratedregistry.in) and the Company’s website at <https://calsofts.com>. Eligible Equity Shareholders may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in) and the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The Application Form is available on the respective websites of the Stock Exchanges.



**CALIFORNIA SOFTWARE COMPANY LIMITED**

**Registered Office:** Workflo, Greeta Towers, Industrial Estate, Perungudi, OMR Phase 1, Chennai – 600 096, Tamil Nadu, India.

**Tel. No.:** +91 94448 60882; **Fax No.:** N.A.; **Email ID:** [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com)

**Contact Person:** Mr. Krishnamoorthy Venkatesan, Company Secretary and Compliance Officer

**Tel:** +91 94448 60882; **Email-ID:** [investor@calsoftgroup.com](mailto:investor@calsoftgroup.com); **Website:** [www.calsofts.com](http://www.calsofts.com);

**Corporate Identification Number:** L72300TN1992PLC022135

**OUR PROMOTER: DR. M. VASUDEVAN**

**ISSUE DETAILS, LISTING AND PROCEDURE**

**ISSUE OF UP TO 46,371,318 PARTLY PAID-UP EQUITY SHARES\* OF FACE VALUE ₹10 EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY AT A PRICE OF ₹10 PER RIGHTS EQUITY SHARE (“ISSUE PRICE”), AGGREGATING TO AN AMOUNT ₹ 46,37,13,180/- ON A RIGHTS BASIS TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 3 (THREE) RIGHTS EQUITY SHARES FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD AS OF THE RECORD DATE WEDNESDAY, JANUARY 15, 2025. FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 139 OF THIS LETTER OF OFFER.**

*\*Assuming a full subscription*

**Listing Details:** The existing Equity Shares of our Company are listed on BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”) (together, the “Stock Exchanges”). Our Company has received ‘in-principle’ approvals from BSE and NSE for listing the Rights Equity Shares to be allotted in the Issue, through their letters dated, January 02, 2025 and December 04, 2024, respectively. Additionally, our Company will submit applications to the Stock Exchanges to obtain trading approvals for the Rights Entitlements as required under the SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. NSE will serve as the Designated Stock Exchange for this Issue.

**Procedure:** If you wish to learn about the processes and procedures applicable to Rights Issues, please refer to the section titled “Terms of the Issue” on page 139 of the Letter of Offer. You may also download the Letter of Offer from the websites of the Company, SEBI, BSE, and the Registrar to the Issue, as mentioned above. Additionally, you can request a hard copy of the Letter of Offer from the Registrar to the Issue, BSE, or NSE. Please note that, in accordance with Regulation 72(5) of the SEBI ICDR Regulations, the Stock Exchanges may charge a reasonable fee for providing a hard copy of the Letter of Offer.

**ELIGIBILITY FOR THE ISSUE**

Our Company is a listed entity incorporated under the Companies Act, 1956, with its Equity Shares currently listed on the Stock Exchanges. Our Company is eligible to offer Rights Equity Shares pursuant to this Issue in accordance with Chapter III of the SEBI ICDR Regulations and other applicable provisions. Furthermore, this Issue is being undertaken in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

**Applicability of the SEBI ICDR Regulations:** The present Issue, being less than ₹5,000 lakhs, is in compliance with the first proviso to Regulation 3 of the SEBI ICDR Regulations. Accordingly, our Company shall file a copy of the Letter of Offer, prepared in accordance with the SEBI ICDR Regulations, with SEBI for information and dissemination on SEBI’s website at [www.sebi.gov.in](http://www.sebi.gov.in).

**Compliance with Part B of Schedule VI of the SEBI ICDR Regulations:** Since our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations, and as the conditions specified in Clause (3) of Part B of Schedule VI do not apply to our Company, the disclosures in the Letter of Offer are made in accordance with Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

**Minimum Subscription:** In accordance with the SEBI ICDR Regulations, our Promoters have confirmed that they will ensure the aggregate subscription in the Issue is at least 90% of the Equity Shares offered, subject to compliance with the minimum public shareholding requirements.

**INDICATIVE TIMETABLE<sup>#</sup>**

<b>Issue Opening Date</b>	<b>Friday, January 24, 2025</b>	<b>Date of Allotment (on or about)</b>	<b>Friday, February 07, 2025</b>
<b>Last Date for On-Market Renunciation*</b>	<b>Tuesday, January 28, 2025</b>	<b>Date of credit of Rights Equity Shares to Demat account of Allottee (on or about)</b>	<b>Thursday, February 13, 2025</b>
<b>Issue Closing Date<sup>#</sup></b>	<b>Friday, January 31, 2025</b>	<b>Date of listing/ commencement of trading of Rights Equity Shares on the Stock Exchange (on or about)</b>	<b>Friday, February 14, 2025</b>
<b>Finalisation of Basis of Allotment (on or about)</b>	<b>Friday, February 07, 2025</b>		

*\* Eligible Equity Shareholders are requested to ensure that the renunciation through off-market transfer is completed in such a way that the Rights Entitlements are credited to the demat account of the Renouneece(s) on or before the Issue Closing Date.*

*Extension of Issue Period:* Our Board, or a duly authorized committee thereof, reserves the right to extend the Issue period as it may determine, but such extension shall not exceed 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date).

*No Withdrawal of Applications:* No withdrawal of Applications will be permitted by any Applicant after the Issue Closing Date.

## NOTICE TO INVESTORS

Our Company is undertaking this Issue on a rights basis to Eligible Equity Shareholders. The Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, and other applicable Issue materials (collectively, the "Issue Materials") will be sent or dispatched only to Eligible Equity Shareholders who have provided a valid Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlements and Rights Equity Shares are permitted by the laws of such jurisdiction, and where it does not result in, nor may be construed as, a public offering in such jurisdictions.

### Pursuant to the Rights Issue Circulars:

- If an Eligible Equity Shareholder has provided a valid e-mail address, the Issue Materials will be sent exclusively to their e-mail address.
- If an Eligible Equity Shareholder has not provided an e-mail address, the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian address provided by them.

**Overseas Shareholders:** Eligible Equity Shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the dispatch of the Issue Materials, will not receive any Issue Materials.

**Letter of Offer Distribution:** The Letter of Offer will be provided by the Registrar on behalf of our Company to Eligible Equity Shareholders who have provided their e-mail addresses and who make a request in this regard. Additionally, investors can access the Letter of Offer, the Abridged Letter of Offer, and the Application Form from the websites of the Registrar, our Company, and the Stock Exchanges.

### NO OFFER IN THE UNITED STATES

The Rights Entitlements and Rights Equity Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or any U.S. state securities laws, and may not be offered, sold, resold, or otherwise transferred within the United States of America or its territories or possessions (the "United States" or "U.S."), or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except in transactions exempt from the registration requirements of the Securities Act.

The Rights Entitlements and Rights Equity Shares referred to in the Letter of Offer are being offered in India and in jurisdictions where the offer and sale of the Rights Equity Shares and/or Rights Entitlements are permitted under the laws of such jurisdictions, but not in the United States. The offering described in the Letter of Offer and the Abridged Letter of Offer is not, and under no circumstances shall it be construed as, an offering of any securities or rights for sale in the United States, nor as a solicitation for any offer to buy such securities or rights in the United States.

## GENERAL RISKS

Investment in equity and equity-related securities involves a degree of risk. Investors should not invest any funds in this Issue unless they can afford to take the risk with their investment. Investors are advised to carefully read the risk factors before making an investment decision. For making an investment decision, investors must rely on their own examination of our Company and the Issue, including the associated risks.

The Equity Shares being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. Investors' specific attention is drawn to the section titled "**Risk Factors**" on page 24 of the Letter of Offer and "**Internal Risk Factors**" on page 5 of this Abridged Letter of Offer before making an investment in the Issue.

<b>Name of Registrar to the Issue and contact details</b>	<b>INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED</b> 2nd Floor, Kences Towers, 1, Ramakrishna Street, North Usman Road T Nagar, Chennai – 600 017, Tamil Nadu, India <b>Tel No:</b> 044 – 2814 0801/803; Fax No: 044 – 2814 2479 <b>Email:</b> yuvraj@integratedindia.in <b>Investors Grievance E-mail:</b> yuvraj@integratedindia.in <b>Website:</b> www.integratedregistry.in <b>Contact Person:</b> Mr. S Yuvraj <b>SEBI Registration Number:</b> INR000000544
<b>Name of Statutory Auditor</b>	<b>M/s K Gopal Rao &amp; Co.,</b>

<b>Self-Certified Banks (“SCSBs”)</b> <b>Syndicate</b>	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is available on SEBI’s website at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and is updated from time to time. For a list of branches of the SCSBs designated to receive ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
<b>Banker to the Issue/ Refund Bank</b>	<b>AXIS BANK LTD</b> 2 Medavakkam main road, Madipakkam Chennai – 600 091 <b>Tel No.:</b> 9176800831/2; Fax No.: N.A. <b>Email Id:</b> bhhd83@axisbank.com; oprh83@axisbank.com <b>Website:</b> www.axisbank.com <b>Contact Person:</b> Mr. Krishnamoorthy and Mrs. Ramani

## 1. Summary of our Business

Our Company was incorporated as “**California Software Company Limited**” under the Companies Act, 1956, with a certificate of incorporation issued by the Registrar of Companies, Tamil Nadu, on February 6, 1992. We are engaged in the business of Business Analytics and Software Development within the Information Technology (IT) sector. We specialize in offering Software as a Service (SaaS), one of the fastest-growing segments in the IT industry.

Our focus is on providing end-to-end capabilities at scale across a wide range of professional services, including strategy, consulting, digital transformation, blockchain, gaming, technology, and operations. Our services are segmented by business application types, including Business Intelligence and Analytics, E-Commerce, Point of Sale (PoS), Enterprise Resource Planning (ERP), Customer Relationship Management (CRM), Human Capital Management (HCM), Supply Chain Management (SCM), Unified Communication & Collaboration (UC&C), Finance and Accounting, Enterprise Content Management (ECM), Collaboration, and other enterprise applications such as Risk & Compliance Management, Product Lifecycle Management (PLM), and Enterprise Performance Management (EPM).

We offer our services across various industries, including Retail, Banking, Manufacturing, and more.

For further details, please refer to “**Our Business**” on page 67 of the Letter of Offer.

## 2. Summary of Objects of the Issue and Means of Finance

The details of the Issue Proceeds are outlined in the table below:

(₹ in lakhs)	
Particulars	Estimated Amount
Gross Proceeds*	4637.13
Less: Issue related expenses	75.00
<b>Net Proceeds</b>	<b>4,562.13</b>

\* Assuming full subscription in the Issue and subject to the finalization of the Basis of Allotment.

We propose to utilize the Net Proceeds for the Objects, in line with the estimated schedule of implementation and fund deployment, as outlined in the table below:

(₹ in lakhs)	
Particulars	Estimated amount (up to) (₹ Lakhs)
Adjustment of unsecured loans against the Rights Entitlement of the Promoter	900.00
To meet working capital requirements	3000.00
General corporate purposes*	737.13
<b>Total Net Proceeds</b>	<b>4637.13</b>

\* The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

\*\* Assuming full subscription in the Issue and subject to the finalization of the Basis of Allotment.

### Means of Finance

Funding requirements for the Objects of the Issue detailed above are intended to be funded from the Net Proceeds. Accordingly, our Company confirms that there is no requirement for it to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue.

For further details, see “*Object of the Issue*” on page 49 of the Letter of Offer.

### 3. Name of Monitoring Agency – Not Applicable

### 4. Shareholding Pattern of our Company

The details of the shareholding pattern of our Company as on December 31, 2023 can be accessed on the website of BSE at <https://www.bseindia.com/stock-share-price/nagreeka-exports-ltd/nagreekexp/521109/shareholding-pattern/> and NSE at <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=NAGREEKEXP&tabIndex=equity>

### 5. Board of Directors

Name, address, designation, occupation, term, period of directorship, DIN, and date of birth	Other directorships
<b>Mr. Frederick Ivor Bendle</b> Chairman & Non-Executive Director	<ul style="list-style-type: none"><li>Aspire Communications Private Limited</li></ul>
<b>Dr. M. Vasudevan</b> Managing Director & CEO	<ul style="list-style-type: none"><li>RHYS Laboratories Private Limited</li><li>RHYS Pharmaceuticals Private Limited</li><li>RHYS Healthcare Limited</li></ul>
<b>Dr. V. Manimala</b> Whole Time Director & CFO	<ul style="list-style-type: none"><li>RHYS Laboratories Private Limited</li><li>RHYS Healthcare Limited</li><li>Global Allied Pharmaceuticals Limited</li><li>Hysynth Bio Technologies Private Limited</li></ul>
<b>Mr. Vijayakumar</b> <b>Designation:</b> Whole Time Director	<ul style="list-style-type: none"><li>Hysynth Bio Technologies Private Limited</li><li>Global Allied Pharmaceuticals Private Limited</li></ul>
<b>Ms. Annaganalaur Srimathi Venkata Narayanan</b> Non-Executive Independent Director	Nil
<b>Dr. Ashok Suryachandra Rao Godavarthi</b> Non-Executive Independent Director	<ul style="list-style-type: none"><li>Radiant Research Services Private Limited</li><li>Bangalore Archivals Private Limited</li></ul>
<b>Dr. Chandan</b> Non-Executive Independent Director	Nil
<b>Dr. Duraiswamy Basuvaiah</b> Non-Executive Independent Director	Nil

For further details, see “*Our Management*” on page 78 of the Letter of Offer.

**6. NEITHER OUR COMPANY NOR ANY OF OUR PROMOTERS OR DIRECTORS IS DECLARED AS A WILFUL DEFAULTER OR A FRAUDULENT BORROWER.**

**7. Financial Statement Summary**

Following are the details as per the Consolidated Audited Financial Information as at and for the Financial Years ended on March 31, 2024 and March 31, 2023:

(₹ in lakhs, except for per share data, percentage, or as stated)

S. No.	Particulars	Unaudited	Audited	
		As on September 30, 2024	As on March 31, 2024	As on March 31, 2023
i.	Authorised Share Capital	17,500.00	17,500.00	17,500.00
ii.	Paid-up Capital	1,545.57	1,545.57	1,545.57
iii.	Net Worth attributable to Equity Shareholders	1557.12	1,269.71	1,247.59
iv.	Total Revenue from Operations	214.59	428.03	276.41
v.	Profit / (Loss) after tax	24.98	62.35	22.12
vi.	Earnings per Share (basic & diluted) (in ₹)	0.16	0.40	0.14
vii.	Net Asset Value per Equity Share (in ₹)	10.07	8.21	8.07
viii.	Total Borrowings	923.75	831.40	636.56

For further details, see “*Financial Information*” on page 82 of the Letter of Offer.

**8. Internal Risk Factors**

Below are the top 5 risk factors as per the Letter of Offer:

1. NSE has sought information from the Company Periodically, while no action has been taken yet, any action may affect Business Stability and Financial Performance
2. There may have been instances of delays/ non-filing/ non-compliance in the past with certain statutory authorities with certain provisions of statutory regulations applicable to us. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition, and results of operations could be adversely affected.
3. Our Company and our Subsidiary Company are involved in legal and other proceedings.
4. Our business is dependent on developing and maintaining continuing relationships with our clients and customers. The loss of any significant client or customer could have a material adverse effect on our business, financial condition, and results of operations.
5. Cyber-attacks or any failure, inadequacy or security breach in our information technology systems may adversely affect our business

For further details, see “*Risk Factors*” on page 24 of the Letter of Offer.

## 9. Summary of Outstanding Litigations

A summary of the pending tax proceedings and other material litigations involving our Company, our Promoter, our Directors, and our Group Companies is provided below:

### Litigations involving our Company:

Cases filed against our Company:

Nature of Litigation	Number of matters outstanding	Amount involved* (₹ in lakhs)
Tax Proceedings	19	1551.91

*\*To the extent quantifiable*

### Litigations involving our Subsidiary Company

Nature of Litigation	Number of matters outstanding	Amount involved* (₹ in Lakhs)
Tax Proceedings	4	6.60

### Litigations involving our Promoter

Nature of Litigation	Number of matters outstanding	Amount involved (₹ in Lakhs)
Direct tax matters	4	648.86

For further details, please see “*Outstanding Litigation and Material Developments*” on page 124 of this Letter of Offer.

## 10. Terms of the Issue

### *Procedure for Application*

***In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circulars, and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.***

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense account, as applicable. For further details on the Rights Entitlements and demat suspense account, please see “*Terms of Issue—Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on the page 150.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or the entire respective portion of the Rights Entitlements in the demat suspense account in case of resident Eligible Equity Shareholders holding shares in physical form as at Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of a Demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein:

- i) the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB; or
- ii) the requisite internet banking.

**Applicants should note that they should very carefully fill in their depository account details and PAN in the Application Form or while submitting the application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, please see “*Terms of Issue—Grounds for Technical Rejection*” on the page 147. Our Company, the Registrar, and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.**

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in this Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, - please see “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 143.

### ***Options available to the Eligible Equity Shareholders***

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii) apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or renounce its Rights Entitlements in full.

### ***Procedure for Application through the ASBA process***

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA-enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through the ASBA process may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

### ***Application on Plain Paper under the ASBA process***

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper in case of non-receipt of the Application Form as detailed above. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar or the Stock exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an application both in an Application Form as well as on plain paper, both applications are liable to be rejected.

Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilise the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, California Software Company Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as at Record Date)/DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder, and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as at Record Date;
6. Allotment option – only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 10/- per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address, and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE /

- FCNR/ NRO account such as the account number, name, address, and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
  15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
  16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at yuvraj@integratedindia.in; and
  17. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties, and agreements set forth in “*Restrictions on Purchases and Resales*” of the Letter of Offer.

#### ***Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form***

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish the details of their Demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective Demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as at Record Date and who have opened their demat accounts after the Record Date, shall adhere to the following procedure for participating in this Issue:

- a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by post, speed post, courier, or hand delivery to reach to the Registrar no later than two clear Working Days prior to the Issue Closing Date;
- b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- c) The remaining procedure for Application shall be the same as set out in “*Terms of Issue—Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 143.

#### **Payment Schedule of Rights Equity Shares**

Each Rights Equity Share is being offered at a price of ₹10/- (at par).

Upon application, investors are required to pay ₹2.50 per Rights Equity Share, representing 25% of the issue price. The remaining ₹7.50 per Rights Equity Share, constituting 75% of the issue price, will be payable in one or more subsequent calls, as determined by the Board or the Rights Issue Committee at their sole discretion, within a period of 12 months.

Where an Applicant has applied for additional Rights Equity Shares and is allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds/refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

#### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 3 (Three) Rights Equity Share for every 1 (One) fully paid-up Equity Share(s) held by the Eligible Equity Shareholders as on the Record Date.

#### **Fractional Entitlements**

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of 3 (Three) Rights Equity Shares for every 1 (One) Equity Share held on the Record Date. Since the offer is structured to provide 3 Rights Equity Shares for each Equity Share, fractional entitlements do not arise in this issue. However, Eligible Equity Shareholders can apply for Additional Rights Equity Shares beyond their Rights Entitlement, and preferential consideration will be given for allotment of one Additional Rights Equity Share.



### ***Credit of Rights Entitlements in dematerialised account***

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense account (namely, "CALIFORNIA SOFTWARE COMPANY LIMITED UNCLAIMED SECURITIES – SUSPENSE ESCROW ACCOUNT") opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as at Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the credit of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. Our Company shall apply for a separate ISIN for the Rights Entitlements. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by January 31, 2025 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholder can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, *PER SE*, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT AN APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE "PROCEDURE FOR APPLICATION" ON PAGE 143 OF THE LETTER OF OFFER.**

### ***Trading of the Rights Entitlements***

In accordance with the ASBA Circular, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN which our Company shall apply for. Prior to the Issue Opening Date, our Company will obtain approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The transfer through On Market Renunciation and Off Market Renunciation will be settled through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on a T+1 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on a trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for the trading of Rights Entitlements is one Rights Entitlement.

For details, see "*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*" and "*Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*" on page 152 of the Letter of Offer.

### **Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rule and other circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholder being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock exchanges (the "**On Market Renunciation**"); or (b) through an off-

market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her demat account before the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state, or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges, and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS THAT ARE NEITHER RENOUNCED NOR SUBSCRIBED BY THE INVESTORS ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

**THE REGISTRAR, AND OUR COMPANY ACCEPT NO RESPONSIBILITY TO BEAR OR PAY ANY COST, APPLICABLE TAXES, CHARGES, AND EXPENSES (INCLUDING BROKERAGE), AND SUCH COSTS WILL BE INCURRED SOLELY BY THE INVESTORS**

**(a) On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective Demat accounts by trading/selling them on the secondary market platform of the Stock exchanges through a registered stock-broker in the same manner as the existing Equity Shares.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock exchanges under ISIN: INE526B20014 subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain approval from the Stock exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock exchanges from time to time.

The Rights Entitlements are tradable in dematerialised form only. The market lot for the trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from January 24, 2025, to January 28, 2025 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place an order for the sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchange under an automatic order matching mechanism and on a ‘T+1 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on a trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

**(b) Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective Demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or before the Issue closing date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for the transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for the transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

For details, see “*Terms of the Issue - Procedure for Renunciation of Rights Entitlements – On Market Renunciation*” and “*Terms of the Issue - Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*” on page 152 of the Letter of Offer.

### **Options available to the Eligible Equity Shareholders**

The Entitlement Letter will indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part);  
or
- (iii) apply for Rights Equity Shares to the extent of the part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- (v) renounce its Rights and Entitlements in full.

### **Additional Rights Equity Shares**

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and the manner prescribed under the heading "Basis of Allotment" on page 159 of the Letter of Offer.

**Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares.**

### **Withdrawal of Application**

An Investor who has applied in this Issue may withdraw their application at any time during the Issue Period by approaching the SCSB where the application is submitted. **However, the application made through ASBA Process, cannot be withdrawn after the Issue Closing Date.**

### **Intention and extent of participation in the Issue by our Promoters and Promoter Group**

Our Promoter has vide their letters dated July 10, 2024, confirmed that they intend to: (a) subscribe to the full extent of their Rights Entitlements and not renounce their Rights Entitlement, and (b) subscribe to, any Rights Entitlement renounced in his favour if any, subject to compliance with the Companies Act, the SEBI ICDR Regulations, the SEBI Takeover Regulations and other applicable laws/ regulations. Further, our Promoter reserve the right to apply for, and subscribe to, any additional Rights Equity Shares over and above their Rights Entitlements.

The allotment of Equity Shares of our Company subscribed by our Promoter in this Issue shall be eligible for exemption from open offer requirements in accordance with the SEBI Takeover Regulations and shall be in compliance with the Companies Act, the SEBI ICDR Regulations and other applicable laws.

Our Promoter has confirmed that subscription to Rights Equity Shares will not result in a change in control or the management of our Company, and any such subscription shall be subject to the aggregate shareholding of our Promoter of our Company not exceeding 75% of the issued, outstanding and fully paid-up equity share capital of our Company after the Issue.

**Availability of offer document of the immediately preceding public issue or rights issue for inspection:** Not Applicable

**11. Any other important information as per the Issuer:** Nil

## DECLARATION BY THE COMPANY

We hereby certify that no statement made in this Letter of Offer contravenes any of the provisions of the Companies Act, the SEBI Act, or the rules made thereunder or regulations issued thereunder, as the case may be. I further certify that all the legal requirements connected with the Issue as well as the regulations, guidelines, instructions, etc., issued by SEBI, Government of India, and any other competent authority on this behalf, have been duly complied with.

I further certify that all disclosures made in this Letter of Offer are true and correct.

Sd/-

**M. Vasudevan**

(Managing Director)

Sd/-

**V. Manimala**

(Executive Director)

Sd/-

**M. Vijaykumar**

(Executive Director)

Sd/-

**Fredrick Ivor Bendle**

(Non-Executive Non-Independent Director & Chairperson)

Sd/-

**Avn Srimathi**

(Independent Director)

Sd/-

**R S Chandan**

(Independent Director)

Sd/-

**B Duraisamy**

(Independent Director)

Sd/-

**Ashok Godavarthi**

(Independent Director)

Sd/-

**V. Manimala**

(Chief Financial Officer)

Sd/-

**K. Venkatesan**

(Independent Director)

Place: Chennai

Date: January 07, 2025