California Software Company Limited

Realize Your Ideas

CIN: L72300TN1992PLC022135

Registered Office: Prince Infocity I, 12th Floor, Rajiv Gandhi Salai,
Kandanchavadi, Perungudi, Chennai 600096
Phone +91 9092053888
Email: investor@calsoftgroup.com, www.calsofts.com

September 07, 2026

To

National Stock Exchange of India Limited
Symbol – CALSOFT
Exchange Plaza,
5thFloor, Plot No. C/1, G Block,
Bandra-Kurla Complex
Bandra (East), Mumbai - 400 051

BSE LIMITED
Security Code - 532386
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Dear Sir/Madam,

Sub: Annual Report for the Financial Year 2025-26

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2025-26 along with Notice convening the 34th Annual General Meeting of the Company scheduled to be held on Tuesday, September 29, 2026 at 5.00 p.m. (IST) via video conferring/ other audio-visual means.

The Annual Report containing the AGM Notice is also uploaded on the Company's website

https://www.calsofts.com/_files/ugd/535075_4858a72652d54ab0bbda53b30b252ea2.pdf

This is for your information and record.

Thanking you,

Yours truly
For California Software Company Limited

California Software Company Limited
Chennai

Dr Vasudevan Mahalingam
Chief Executive Officer & Managing Director

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CALIFORNIA SOFTWARE COMPANY LIMITED

ANNUAL REPORT FY 2025–26

From Digital Empowerment to AI-Powered Ecosystems

EMPOWERING SMALL AND MICROBUSINESSES THROUGH AI.

PEOPLE | PLATFORMS | POSSIBILITIES
FOR A BRIGHTER TOMORROW

BIGGER
BUSINESSES
BRIGHTER
INDIA

BUILDING A SMARTER,
MORE INCLUSIVE TOMORROW

calsoft

Realize Your ideas

PEOPLE
TECHNOLOGY
IDEAS
COMMUNITIES
A BRIGHTER
TOMORROW

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ANNUAL REPORT 2025 – 26

Ideas
People
Progress
Together

Enabling People Businesses A Better Tomorrow

calsoft

Realize Your Ideas

OPENING MANIFESTO

PEOPLE
TECHNOLOGY
OPPORTUNITIES
A BRIGHTER
TOMORROW

INTELLIGENCE THAT ENABLES ENTERPRISE

IDEAS
PEOPLE
BUSINESSES
COMMUNITIES
A STRONGER INDIA

At Calsoft, we believe artificial intelligence should not be reserved for a privileged few. Our purpose is to place practical, affordable and scalable intelligence into the hands of entrepreneurs, local businesses and growth-minded enterprises. By combining technology, platforms and innovation, we help businesses operate smarter, engage customers better and compete with confidence in a digital-first world. We are building a future in which human potential is amplified by AI and every ambitious business has the opportunity to grow.

Human Potential Amplified by AI

ACCESSIBLE AI
REAL SOLUTIONS FOR REAL BUSINESSES

SMARTER GROWTH
IDEAS THAT CREATE OPPORTUNITIES

DIGITAL INCLUSION
A MORE PROSPEROUS INDIA

Realize Your Ideas

BUILDING
A SMARTER
MORE INCLUSIVE
TOMORROW

CALSOFT AT A GLANCE

FROM TECHNOLOGY HERITAGE TO AN AI-LED DIGITAL PLATFORM COMPANY

California Software Company Limited combines more than three decades of technology experience with an expanding portfolio of AI-led platforms, SaaS solutions and digital business applications. Calsoft's strategy is focused on building scalable technology that helps businesses engage customers, automate operations and create new growth opportunities.

Technology for a More Inclusive Tomorrow

30+ YEARS
Technology heritage

LISTED
NSE & BSE

AI + SAAS + DIGITAL COMMERCE
Innovative platforms for a digital economy

INDIA + GLOBAL MARKETS
Serving customers across geographies

SMB & ENTERPRISE TECHNOLOGY
Solutions for businesses of every size

PLATFORM-LED GROWTH
Scalable technology for a larger tomorrow

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IDEAS
PEOPLE
IMPACT
A STRONGER
INDIA

FY 2025–26

The Transformation Year

From Services to AI, Platforms and IP

Calsoft began with a services-led foundation and has evolved into a more scalable business built on AI, SaaS, commerce, industry platforms and semiconductor IP opportunities. FY 2025–26 marks the inflection point in that transformation.

TECHNOLOGY FOR A BRIGHTER TOMORROW

Our Transformation Journey

HIGHER VALUE.
GREATER IMPACT.

01 Services Foundation
Software development and technology services

02 Digital Solutions
Expanded into platform and solution capabilities

03 SaaS Platforms
Flowzo and business software platforms

04 AI + Commerce + Intelligence
AI-led solutions, revenue intelligence and digital commerce

05 Semiconductor IP + Industry Platforms
Higher-value innovation, domain platforms and IP-led opportunities

SERVICES-LED → PLATFORM-LED → IP-LED FUTURE

Financial Performance

ACCELERATING TODAY.
A BRIGHTER TOMORROW.

	FY 2023–24	FY 2024–25	FY 2025–26
Revenue from Operations	₹4.28 Cr	₹5.45 Cr	₹19.66 Cr
PAT	₹0.62 Cr	₹0.72 Cr	₹10.09 Cr

PEOPLE
IDEAS
TECHNOLOGY
OPPORTUNITIES
A STRONGER
INDIA

Key Highlights (FY 2025–26 vs FY 2023–24)

- **+260.9%** Revenue Growth
- **+1302.1%** PAT Growth
- **51.2%** PAT Margin

BUILDING A SMARTER INDIA TOGETHER

Strategic Takeaways

- Scalable Platforms
- Operating Leverage
- AI-led Growth
- Innovation & IP

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ANNUAL REPORT 2025–26

INNOVATION INCLUSION IMPACT FOR A STRONGER INDIA

FY 2025–26 Highlights

Performance. Scale. Innovation.

A year of accelerated growth and operating leverage.

TECHNOLOGY PEOPLE IDEAS FOR A BRIGHTER TOMORROW

Financial Performance

₹19.66 Cr Revenue from Operations	₹14.32 Cr Profit Before Tax	₹10.09 Cr Profit After Tax

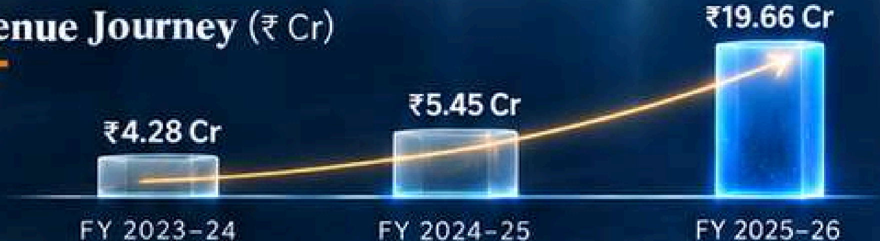
+260.9% Revenue Growth	+1302.1% PAT Growth	51.2% PAT Margin	+20.5% Total Expenses Growth

BUILDING A SMARTER INDIA TOGETHER

Scale and Strategic Strength

100+ Employees	20+ Platforms	5000+ Customers	India and Global Markets	>20% R&D Investments of revenue

Revenue Journey (₹ Cr)



HIGHER POTENTIAL A BRIGHTER TOMORROW

Key Takeaways

- High-growth FY26
- Strong operating leverage
- Scalable platform-led growth
- Innovation backed by R&D

IDEAS PEOPLE IMPACT A BRIGHTER TOMORROW

CHAIRMAN'S MESSAGE

A STRONGER TODAY FOR A BRIGHTER TOMORROW

INNOVATION
PEOPLE
PROGRESS
A STRONGER
INDIA

Dear Shareholders,

It gives me great pleasure to present the Annual Report for FY 2025-26, a year that marks an important step forward in Calsoft's journey of growth, transformation and renewed purpose.

For over three decades, Calsoft has stood for technological excellence, customer trust and a commitment to create meaningful value. Today, as we witness a new era shaped by artificial intelligence, digital commerce and data-driven businesses, our focus is clear – to empower small and microbusinesses, strengthen enterprise adoption and build scalable platforms that deliver real impact.

FY 2025-26 has been a year of strong operational progress, with continued investment in our AI-led platforms, deeper market presence and a sharper focus on profitable growth. Our strategy is anchored in building technology that is practical, affordable and accessible, so that businesses of every size can harness the power of AI.

We remain committed to the highest standards of corporate governance, financial discipline and responsible growth. Our aim is to create long-term value for our shareholders while also contributing to a more inclusive and digitally enabled India.

On behalf of the Board, I would like to thank our shareholders, customers, partners, employees and all other stakeholders for their continued trust and support. Your confidence inspires us to dream bigger, innovate faster and build a stronger Calsoft for the future.

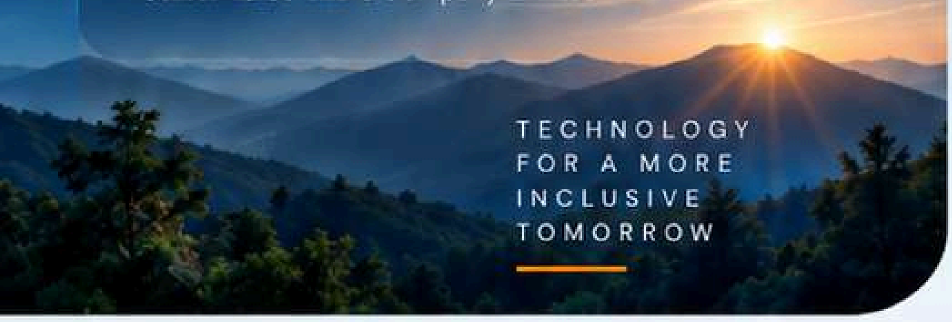
We are excited about the opportunities ahead and are confident that with our people, platforms and purpose, Calsoft will continue to create a brighter tomorrow.

Warm regards,

Fredrick Bundle

Mr. Fredrick Bundle
Chairman
California Software Company Limited

> Innovation becomes truly meaningful when it creates **opportunities for millions.**
>
> **Mr. Fredrick Bundle**
> Chairman
> California Software Company Limited



STRONGER BUSINESSES	BRIGHTER OPPORTUNITIES	SUSTAINABLE VALUE	A MORE INCLUSIVE INDIA

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Realize Your Ideas

Innovation.
Inclusion.
Impact.
For a Stronger India.

BUILDING
A SMARTER
MORE INCLUSIVE
TOMORROW

PEOPLE
IDEAS
SOLUTIONS
GROWTH
A STRONGER
INDIA

MD & CEO's MESSAGE

Strategic vision. Scale. A brighter tomorrow.

TECHNOLOGY
PEOPLE
PLATFORMS
PROGRESS
A BRIGHTER
TOMORROW

Ideas. People. Impact.

Dear Shareholders,

FY 2025–26 was a defining year for Calsoft — a year of transformation, scale and profitability. We strengthened our AI-led, platform-driven business model and made significant progress in building a more diversified and future-ready company.

Our key strategic growth engines — the SIRU app, fintech business, and semiconductor IP business — are gaining strong momentum and positioning Calsoft for long-term, sustainable growth.

We delivered a stronger financial performance in FY 2025–26, with Revenue from Operations of ₹19.66 Cr and Profit After Tax of ₹10.09 Cr, reflecting the power of our business model and improving operating leverage.

As we move into FY 2026–27, our focus is on scaling our platforms, deepening innovation, expanding our presence in India and global markets, and creating long-term shareholder value. We remain committed to building technologies that make a meaningful difference — for our customers, our people and the communities we serve.

I thank our shareholders, customers, partners and employees for their continued trust and support. Together, we will build a stronger, brighter Calsoft.

Vasudevan

Dr. Vasudevan Mahalingam
Managing Director & CEO
California Software Company Limited

BOLDER
SMARTER
TOGETHER

A STRONGER FOUNDATION
A BRIGHTER TOMORROW

FY 2025–26 | KEY HIGHLIGHTS

Revenue from Operations ₹19.66 Cr	PAT ₹10.09 Cr	SIRU App — Driving a smarter tomorrow	Fintech Business — Expanding opportunities	Semiconductor IP — Powering the next generation

"Our next phase is about scaling AI platforms, SIRU, fintech and semiconductor IP to create enduring value for shareholders, customers and communities."

HIGHER
TOGETHER

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Realize Your Ideas

ANNUAL REPORT 2025-26

INNOVATION
INCLUSION
IMPACT
FOR A STRONGER INDIA

Calsoft AI Ecosystem

CONNECTED INTELLIGENCE
FOR A BRIGHTER TOMORROW

One Ecosystem. Infinite Possibilities.

Calsoft brings together AI, data, automation and industry expertise to empower businesses, startups and institutions with practical, scalable and impactful solutions.

PEOPLE
IDEAS
TECHNOLOGY
IMPACT

A MORE INCLUSIVE INDIA

TECHNOLOGY THAT CREATES OPPORTUNITIES

PEOPLE
BUSINESSES
COMMUNITIES
A BRIGHTER TOMORROW

FROM DATA TO A BRIGHTER TOMORROW

Data — Unify data across channels and systems →
AI — Turn data into insights →
Automation — Streamline operations →
Engagement — Connect with the right audience →
Commerce — Drive growth across channels →
Revenue — Create lasting value

EMPOWERING
SMALL BUSINESSES THROUGH AI

Ideas. People. Technology. A Stronger India.

calsoft
Realize Your Ideas

INNOVATION
INCLUSION
IMPACT
FOR A STRONGER INDIA

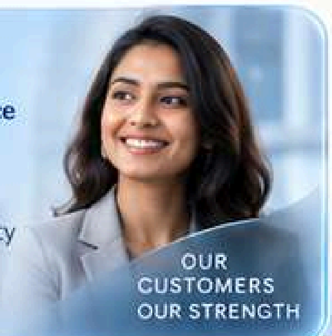
Stakeholder Value Creation

PEOPLE. PARTNERSHIP. PROGRESS.
A STRONGER TOMORROW TOGETHER.

At Calsoft, we create long-term value by leveraging AI, technology and domain expertise to empower all our stakeholders — customers, employees, partners, shareholders and society. Our growth is measured not just by financial performance, but by the positive impact we create together.

Customers
Grow with Confidence

- AI-powered solutions for real business outcomes
- Greater efficiency and productivity
- Reliable, scalable and affordable technology



OUR CUSTOMERS OUR STRENGTH

Employees
Thrive and Belong

- Meaningful work and growth opportunities
- A culture of innovation and inclusion
- Learning, well-being and long-term careers

OUR PEOPLE OUR PROGRESS

calsoft
Creating Shared Value for a Brighter Tomorrow

Partners
Innovate and Scale

- Collaborative growth opportunities
- Access to our AI and technology platforms
- Shared success in expanding market reach

STRONGER TOGETHER

Shareholders
Sustainable Returns

- Disciplined growth strategy
- Improved operational efficiency
- Long-term value creation

TRUST DRIVES VALUE

Society & Community
A More Inclusive India

- Enabling small and microbusinesses through AI
- Digital inclusion and skill development
- Responsible and sustainable business practices

TECHNOLOGY FOR A BETTER TOMORROW

> "We believe technology creates the greatest value when it empowers people. By enabling businesses, communities and individuals, we are building **a more inclusive, innovative and prosperous India.**

INNOVATIVE SOLUTIONS	EMPOWERED PEOPLE	SUSTAINABLE GROWTH	A BRIGHTER TOMORROW
FOR REAL PROBLEMS	STRONGER COMMUNITIES	LASTING IMPACT	FOR A STRONGER INDIA

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ANNUAL REPORT 2025-26

INNOVATION
INCLUSION
IMPACT
FOR A STRONGER INDIA

Corporate Information

A STRONGER FOUNDATION
FOR A BRIGHTER TOMORROW

Our governance structure, leadership and institutional partners provide the strength and stability to build a more inclusive and innovative India.

Board of Directors

Mr. Fredrick Bendle
Director & Chairman

Dr. Mahalingam Vasudevan
Managing Director & CEO

Dr. V. Manimala
Whole-time Director & CFO

Mr. Vijayakumar Madhavan
Executive Director

Dr. RS. Chandan
Independent Director

Ms. N. Srimathi
Independent Director

Dr. B. Duraisamy
Independent Director

Statutory Auditor

M/s K Gopal Rao & Co.,
Chartered Accountants

Secretarial Auditor

S Dhanapal & Associates LLP
Practising Company Secretary

Share Register/Transfer Agent

Integrated Enterprises (India) Ltd,
T Nagar, Chennai 600 017, India

Stock Exchanges

National Stock Exchange of India Limited
BSE Limited

Registered Office

California Software Company Limited
12th Floor, Prince Info City I, 286/1, Rajiv Gandhi Salai (OMR)
Kandanchavadi, Nehru Nagar, Perungudi,
Chennai-600096, Tamil Nadu, India.


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INNOVATION
INCLUSION
IMPACT
FOR A STRONGER INDIA
PEOPLE
TECHNOLOGY
OPPORTUNITIES
A STRONGER
INDIA
Notice to the Shareholders
ENGAGE | PARTICIPATE | BUILD TOGETHER
Your continued trust and support
drive our journey towards a more
inclusive, innovative and prosperous India.
STRONGER GOVERNANCE
SUSTAINABLE GROWTH
LONG-TERM VALUE
Together for a Brighter Tomorrow
IDEAS.
PEOPLE.
IMPACT.
calsoft
PEOPLE
IDEAS
TECHNOLOGY
A STRONGER INDIA
Building A Stronger India Together

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Thirty Fourth (34th) Annual General Meeting of the members of CALIFORNIA SOFTWARE COMPANY LIMITED (CIN: L72300TN1992PLC022135) will be held on Tuesday, 29th September 2026, at 05.00 P.M. from the registered office of the Company situated at Prince Infocity 1, 12th Floor, Rajiv Gandhi Salai, Kandhanchavadi, Perungudi, Kanchipuram, Saidapet, Tamil Nadu, India, 600096, through video conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the audited standalone and consolidated financial statements of the Company comprising of the audited balance sheet as of March 31, 2026, the statement of profit and loss, and the 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. Frederick Ivor Bendle (DIN: 03156399), Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

1. To Re-appoint Mr.Duraiswamy Basuvaiah (DIN:09258691) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 156 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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Duraiswamy Basuvaiah (DIN: 09258691), 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 re-appointment, be and is hereby re-appointed as an Independent Director of the Company for a second term, not liable to retire by rotation, for a term of five consecutive years commencing from July 31,2026 up to July 30,2031."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. To Re-appoint Mr. Vijayakumar Madhavan (DIN: 07892448) as a Whole-time Director of the Company

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

"RESOLVED THAT pursuant provisions of Section 149, 152, 156 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vijayakumar Madhavan (DIN: 07892448), in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Vijayakumar Madhavan candidature for the office of Director, be and is hereby re-appointed as a Non-Executive, Non Independent Director, liable to retire by rotation, for a term of five consecutive years commencing from July 31,2026 up to July 30,2031.

"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 5, 2026
Place: Chennai

Registered Office:
Prince Infocity 1,
12th Floor, Rajiv Gandhi Salai, Kandhanchavadi,
Perungudi, Chennai,
Tamil Nadu, India, 600096

Notes:

1. The Ministry of Corporate Affairs has issued General Circular No. 02/2022 and No. 03/2022, dated May 05, 2022, No. 20/2020 dated May 05, 2020, No.14/2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.02/2021 dated January 13, 2021, allowing conducting of AGM through Video Conferencing ("VC") or other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. In terms of the said Circulars and in compliance with the provisions of the Companies Act, 2013 and SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, and relevant circular of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC / OAVM only. In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with guidance/ clarification dated April 15, 2020, issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The detailed procedure for participating in the meeting through VC / OAVM is appended herewith and available at the Company's website: www.calsofts.com.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out material facts in respect of the Special Businesses to be transacted at the 34th Annual General Meeting is annexed hereto.

3. Since this AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointments 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. However, Bodies Corporate are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Corporate members intending to attend/vote at AGM through VC / OAVM by their respective authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 are requested to send their Certified True Copy of the resolutions/ Power of Attorney to the Scrutinizer by e-mail at secretarial@csdhanapal.com with a copy marked to RTA-yuvraj@integratedindia.in and calsoftsecretarial@gmail.com authorizing their representatives to attend and vote on their behalf at the Annual General Meeting of the Company and to vote through remote e-voting

4. The Register of Members and the Share Transfer Books will remain closed from Tuesday, September 22nd, 2026 to Tuesday, September 29th, 2026 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2025-2026.

5. In case of joint holders, 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 at the AGM.

6. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.calsofts.com and on the website of the Company's Registrar and Transfer Agents, www.integratedindia.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

7. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities, including transmission and transposition requests, shall be processed only in dematerialized form. Given the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or M/s Integrated Registry Management Services Private Limited for assistance.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Therefore, members holding shares in electronic form are 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/ACL. Shareholders are requested to note that furnishing of a Permanent Account Number (PAN) is now mandatory in the following cases:

9. Legal Heirs'/Nominees' PAN Card for transmission of shares

10. Surviving joint holders' PAN Cards for deletion of the name of deceased Shareholder, and

11. Joint Holders' PAN Cards for transposition of shares

12. Members are requested to address all correspondence to the Company's Registrar and Share Transfer Agents (RTA) viz., Integrated Enterprises (India) Limited, 2nd Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Tamil Nadu, India (yuvraj@integratedindia.in) or to the Company at its Registered Office Prince Infocity 1, 12th Floor, Rajiv Gandhi Salai, Kandhanchavadi, Perungudi, Kanchipuram, Saidapet, Tamil Nadu, India, 600096

13. Members holding shares in physical form can avail the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and the Rules made thereunder, with the Company. Members holding shares in demat form may contact their respective Depository Participants (DPs) for availing this facility.

14. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rule18(1) of the Companies (Management and Administration) Rules, 2014, the Notice calling the 34th AGM along with the Annual Report for the financial year 2025-2026 is being sent in electronic mode to all the Members who have registered their e-mail ID's with the Company/Depository Participants for communication purposes

15. In line with the MCA circulars the Notice convening 34th AGM and explanatory statement ('the Notice') and the Annual Report of the Company for the Financial Year 2025-2026 is available on the Company's website on https://www.calsofts.com. The Notice and Annual Report of the Company is also hosted on the website of stock exchanges where the shares of the Company are listed i.e. BSE Limited (https://www.bseindia.com)and National Stock Exchange of India Limited (https://www.nseindia.com)and also on the website of National Depository Services (India) Limited ("NSDL") (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the AGM) i.e., www.evotingindia.com. For any communication, the shareholders may also send request to the following mail id: calsoftsecretarial@gmail.com.

16. The Company has appointed National Depository Services (India) Limited ("NSDL") to provide a facility for voting through remote e-voting for participation in the 34th AGM through VC/OAVM Facility and e-voting during the 34th AGM of the Company;

17. Attendance of the members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.

18. The facility of joining the AGM through VC / OAVM shall be open before Fifteen (15) minutes of the time scheduled for the AGM. It will be kept open until the expiry of Fifteen (15) minutes after the scheduled meeting commencement, as stated in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come, first serve basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the Meeting without restriction on account of first-come first-serve basis.

19. The Members are requested to note that the Company has arranged a Video Conferencing Facility (VC) for the proceedings of the AGM through the Cisco Webex platform. Members may use this facility using the login credentials provided for remote e- voting. On the day of the AGM, members will log in through their user ID and password on the e-voting website of NSDL. The link/tab will be available in the Member login, where the EVEN of the Company will be displayed.

20. The Company's Board of Directors, at their Meeting held on 2nd September 2026, had appointed M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, having an address at Suite No.103, First Floor, Kaveri Complex, 96/104, Nungambakkam High Road, (Next to NABARD & ICICI Bank), Nungambakkam, Chennai - 600034 as the Scrutinizer to scrutinize the remote e-voting and the e-voting at AGM in a fair and transparent manner.

21. The scrutinizer shall, immediately after the conclusion of the e-voting at the Annual General Meeting, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours from the conclusion of the Meeting, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, to the Chairman or in his absence any other Director or Key Managerial Personnel as authorized by the Chairman of the AGM, who shall countersign the same.

22. The results of voting will be declared within 48 hours from the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website, www.calsofts.com and www.evotingindia.com. Further, the results shall be displayed on the Company's Notice Board at its Registered Office and posted on the Company's website. It shall also be communicated to stock exchanges where the Company's shares are listed.

23. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection during the business hours on all working days without any fee by the Members from the date of circulation of the Notice up to the date of AGM i.e. September 29th 2026. Members seeking to inspect such documents can send an email to calsoftsecretarial@gmail.com.

24. Since the AGM will be held through VC/ OAVM, the Route Map of the Venue of the AGM is not annexed to this Notice

25. The amount of dividend which remains unclaimed for a period of 7 years would be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and 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. As the Company has not declared any dividend for the year 2015-16, the transfer of the amount of dividend that remains unclaimed for a period of 7 years to the IEPF account and the shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more to the Demat account of IEPF Authority does not arise;

26. For receiving the Notice and all other communications from the Company electronically, Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Registrar and Transfer Agent (RTA) of the Company, M/s Integrated Registry Management Services Private Limited, email id: yuvraj@integratedindia.in with details of folio number and attaching a self-attested copy of PAN card;

27. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant (DP).

28. If there is any change in the e-mail ID already registered with the Company/ RTA, Members are requested to immediately notify such change to the Company / RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form;

29. Members seeking any additional information on the subject matter to be placed at the AGM, are requested to write to the Company on or before September 22nd 2026, through email on calsoftsecretarial@gmail.com. The same will be replied by the Company suitably through email.

VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide e-Voting facility for its members to enable them to cast their votes electronically. The company has availed the e-voting services provided by National Securities Depository Limited (NSDL). The Company has appointed Mr. N. Ramanathan, Designated Partner, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, as scrutinizers for conducting the e-voting process fairly and transparently. The instructions for e-voting are detailed hereunder:

The voting rights of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as of the cut-off date being September 22nd 2026.

The instructions for Shareholders for e-Voting:

A. In case of Shareholders' receiving e-mail from NSDL (for members whose email IDs are registered with the Company/Depository participants):

i. Open e-mail and open PDF file viz; "California Software Company Limited e- Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
iii. Click on"Shareholder-Login".
iv. Insert user ID and password as initial password noted in step above. Click Login.
v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
vi. Home page of e-Voting opens. Click one-Voting: Active Evoting Cycles.
vii. Select "EVEN" of California Software Company Limited.
viii. Now you are ready for e-Voting as Cast Vote page opens.
ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
x. Upon confirmation, the message "Vote cast successfully" will be displayed.
xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
xii. For the votes to be considered valid, the institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail atcalsoftsecretarial@gmail.comwithacopymarkedto evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of AGM (For members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy)

Initial password is provided as below/at the bottom of attendance Form.

REVEN (Remote-eVotingEventNumber)	(i)USERID	PASSWORD/PIN

Please follow all steps from Sl.No.(ii)toSr.No.(xii)above, to cast vote.

A. Instructions for members for attending the AGM through VC/OAVM

i. Members will be able to attend the AGM through VC/ OAVM provided by National Securities Depository Limited. (NSDL) by accessing the same at https://www.evoting.nsdl.comand click on the "video conference" and access the members 'login by using the remote e-voting credentials. The link for e-AGM will be available in members' login where the EVENT and the name of the company can be selected;

ii. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above

iii. Facility of joining the AGM through VC/ OAVM shall open 30 (thirty) minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.

iv. Members will be allowed to attend the AGM through VC/OAVM on first come first served basis

v. Members will be required to allow "camera" and use internet with a good speed to avoid any disturbance during the meeting;

vi. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN Connection to mitigate any kind of aforesaid glitches;

vii. AGM Questions prior to e-AGM: Members who would like to express their views/ask questions during the meeting may log into https://www.evoting.nsdl.com and click on "Post your Questions". Thereafter, the members may post their queries/views in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. "Post your Questions" link shall commence on Saturday, September 26th 2026 (10:00 A.M.) and ends on September 28th 2026 (5:00 P.M.)

viii. Speaker Registration during e-AGM session: Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM Members who would like to express their views or ask questions during the AGM may register themselves by logging on to https://www.evoting.nsdl.comand clicking on "Speaker Registration". You would have to mention the demat account number/folio number, city, email id, mobile number and then click on submit. The speaker registration shall commence on Saturday, September 26th 2026 (10:00 A.M.) and ends on September 28th 2026 (5:00 P.M.). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

ix. Members who need assistance before or during the AGM, can contact Mr. Vijayakumar (Whole Time Director) at+91-90920-53888.

General guidelines for Members

i. 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 and copy marked to calsoftsecretarial@gmail.com

ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential .Log into thee-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.comto reset the password.

iii. A Member can vote either by remote e-Voting or at the AGM. If a Member votes by both the modes, then the votes cast through remote e-Voting shall prevail and the votes cast at the AGM shall be considered invalid.

iv. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on 22nd September 2026 ('Cut-Off Date').

v. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 22nd September 2026, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/Password"optionavailableonwww.evoting.nsdl.com.

Other instructions

i. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

ii. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

iv. The e-Voting period commences on Saturday, September 26th 2026 (10:00 A.M.) and ends on September 28th 2026 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2026, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolutions is cast by the member, the member shall not be allowed to change it.

v. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

vi. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.calsof.com and on the website of NSDL https://www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Details of Directors seeking appointment/re-appointment at the AGM [Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard - 2 on General Meetings]

Name of the Director	Mr. FREDERICK IVOR BENDLE
Director's Identification Number (DIN)	03156399
Date of Birth and Age	06-04-1956, Age 71 Years
Nationality	United Kingdom
Date of first appointment on Board	31-07-2021
Qualification	CA and LLB
Expertise in specific functional areas	Management and Accounting
Terms and conditions of appointment/reappointment	Nil
Details of remuneration last drawn	Nil
Number of Board meetings attending During the year	7
Relationship with other Directors and KMP's	No
Shareholding in the Company	Nil
List of Directorship held in other Companies (excluding foreign, private and Section 8 Companies)	Aspire Communications Pvt Ltd
Memberships/Chairmanships of Audit and Stakeholders Relationship Committees across Public Companies.	Nil
Justification for choosing the appointees for appointments as Independent Directors	Mr. Frederick Ivor Bendle has been appointed as an Independent Director considering his extensive professional experience, leadership capabilities, strategic perspective and understanding of corporate governance. The Board is of the opinion that his expertise, independent judgement and diverse experience will contribute significantly to the Board's deliberations and support the Company's long-term growth and governance standards.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("Act")

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned in the accompanying Notice:

Item No.3: To Re-appointing Mr. Duraiswamy Basuvaiah (DIN:09258691) as an Independent Director of the Company

Mr. Duraiswamy Basuvaiah (DIN: 09258691) who was appointed as an Independent Director of the Company with effect from July 31, 2021 for five years. Since his tenure expired on July 31,2026, the resolution for his re-appointment for a second term is placed before the members in Item No. 3 of the AGM Notice for their approval.

Mr. Duraiswamy Basuvaiah has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:

a. the consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and

b. Intimation in Form DIR-8 pursuant to Companies (Appointment and Qualification of Directors) Rules, 2014 that he is not disqualified under section 164(2) of the Companies Act, 2013.

c. A declaration to the effect that he meets the criteria of independence as provided Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

As an Independent Directors shall be entitled to sitting fee for attending Board/ Committee meetings and commission, if any, paid in terms of the provisions of the Act. The terms and conditions of his appointment are available for inspection and also place on website of the Company. The Board recommends the Resolution at Item No. 3 of this Notice for approval of the Members. Except Mr. Duraiswamy Basuvaiah and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.

Item No. 4: Re-appointing Mr. Vijayakumar Madhavan (DIN:07892448) as a Whole-time Director of the Company

Mr. Vijayakumar Madhavan -DIN:07892448 who was appointed as an Non-Executive Director of the Company with effect from July 31, 2021 for five years. Since his tenure expired on July 31,2026, the resolution for his re-appointment for a second term is placed before the members in Item No. 34of the AGM Notice for their approval.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vijayakumar Madhavan (DIN 07892448) as a Whole-time Director of the Company pursuant to the provisions of Section 161(1) of the Act and Article 73 of the Articles of Association of the Company, he holds office up to the date of this AGM to be held on the Financial year 2031, whose office shall be liable to retire by rotation.

Mr. Vijayakumar Madhavan holds a post graduate degree. A professional with over 28 years of experience in Business Analysis, Testing and Validation of Software's and Finance management. At Calsoft, he is responsible for driving excellence in testing and validation of various applications and products. Further details of Mr. Vijayakumar Madhavan have been given in the Annexure to this Notice.

The Board recommends the Resolution at Item No.4 of this Notice for approval of the Members.Except Mr. Vijayakumar Madhavan, and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice

By order of the Board

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr. MAHALINGAM VASUDEVAN
MANAGING DIRECTOR
DIN:01608150
Date: September 5, 2026
Place: Chennai

Registered Office:
Prince Infocity 1,
12th Floor, Rajiv Gandhi Salai, Kandhanchavadi,
Perungudi, Chennai,
Tamil Nadu, India, 600096

Realize Your Ideas

MANAGEMENT DISCUSSION & ANALYSIS

From Digital Empowerment to AI-Powered Ecosystems

EMPOWERING SMALL BUSINESSES.
BUILDING INTELLIGENT ECOSYSTEMS.

PEOPLE EMPOWERED | BUSINESSES ENABLED | ECOSYSTEMS CREATED | A BRIGHTER TOMORROW

IDEAS
PEOPLE
TECHNOLOGY
IMPACT

FOR A STRONGER TOMORROW

TECHNOLOGY FOR A MORE INCLUSIVE, SUSTAINABLE AND PROSPEROUS TOMORROW.

calsoft
Realize Your Ideas

CALIFORNIA SOFTWARE COMPANY LIMITED

ANNUAL REPORT FY 2025–26

02

MANAGEMENT PERSPECTIVE

MANAGEMENT PERSPECTIVE

A STRONGER FOUNDATION FOR A BRIGHTER TOMORROW

FY 2025–26 marks an important milestone in Calsoft's journey, We have strengthened our core business, expanded our product portfolio and laid the foundation for an AI-powered ecosystem that empowers small businesses across India and beyond.

Our focus remains on creating sustainable value for all stakeholders through innovation, operational excellence and a people-first culture.

> "We believe technology should empower every entrepreneur — and we are committed to building a more inclusive, innovative and sustainable future.

DR. VASUDEVAN MAHALINGAM
CEO & MANAGING DIRECTOR
CALIFORNIA SOFTWARE COMPANY LIMITED

PEOPLE AT THE CORE	INNOVATION IN ACTION	SUSTAINABLE GROWTH	A MORE INCLUSIVE TOMORROW

TECHNOLOGY FOR PEOPLE
OPPORTUNITIES FOR A BRIGHTER TOMORROW

calsoft

Realize Your Ideas

CALIFORNIA SOFTWARE COMPANY LIMITED

ANNUAL REPORT FY 2025–26

03

MISSION SINCE 2018 + STRATEGIC TRANSFORMATION

ONE MISSION.
A LARGER TOMORROW.

Since 2018, Calsoft has been committed to empowering small and microbusinesses with accessible, powerful and scalable business technology.

SAME PURPOSE.
BIGGER POSSIBILITIES.

> "From digital empowerment to AI-powered ecosystems — for a more inclusive, innovative and sustainable future.
>
> **DR. VASUDEVAN MAHALINGAM**
> CEO & MANAGING DIRECTOR

EMPOWERING PEOPLE.
BUILDING INTELLIGENT ECOSYSTEMS.

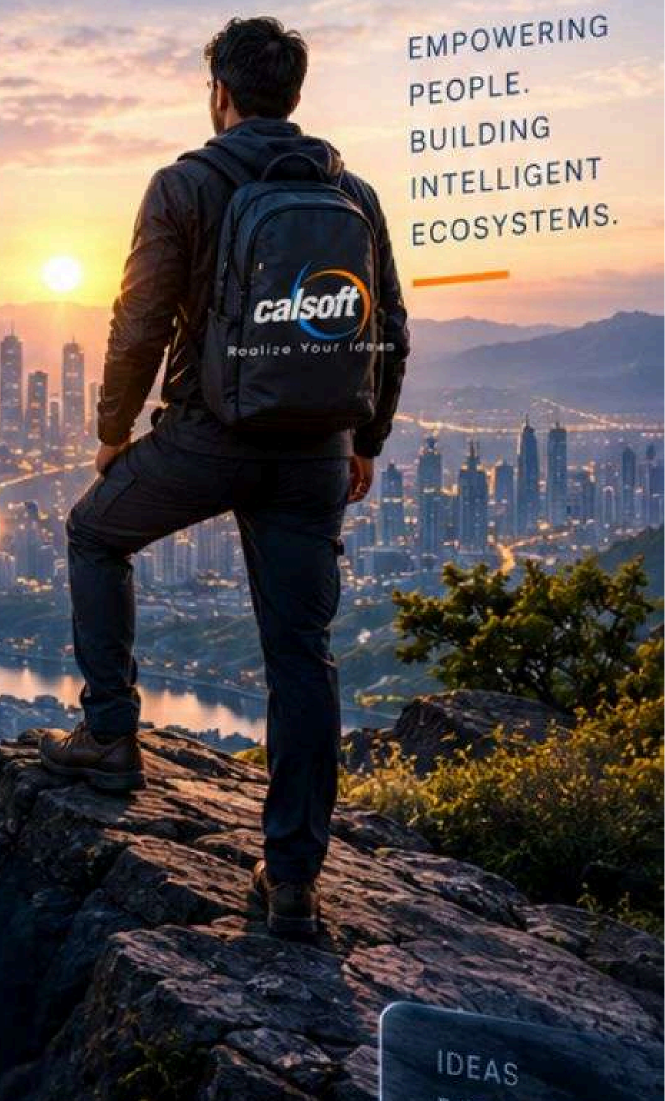
2018
Started with a clear mission to empower small businesses

2019–20
Built core products and customer foundation

2021–22
Expanded solutions across industries

2023–24
Scaled operations and strengthened market presence

2025–26
Strategic transformation towards AI-powered ecosystems



Millions of small businesses can thrive with technology.

Inclusive growth creates stronger economies.

Innovation today builds a brighter tomorrow.

IDEAS
PEOPLE
TECHNOLOGY
IMPACT

OUR MISSION
Make powerful business technology accessible to small and microbusinesses.

OUR VISION
A more inclusive digital economy where every business can grow and succeed.

OUR VALUES
People First
Innovation
Integrity
Customer Success

OUR PURPOSE
Empowering people. Building intelligent ecosystems for a better tomorrow.

Realize Your Ideas

A WORLD IN TRANSITION. AN INDIA IN ACCELERATION.

Global shifts, India's economic momentum and the rise of the digital economy continue to shape the next phase of growth.

GLOBAL ECONOMY

The global economy remained resilient despite inflationary pressures, geopolitical uncertainty and uneven recovery trends. Businessee worldwide continued to prioritise productivity, supply-chain resilience, technology adoption and disciplined capital allocation.

- Resilient but uneven growth
- Inflation gradually moderating
- Supply chains being ceconfigured
- Technology-led productivity focus

INDIAN ECONOMY

India continued to stand out as one of the world's most dynamic major economies, supported by domestic demand, infrastructure investment, entrepreneurship and formalisation. The environment remained favourable for long-term business creation and MSME growth.

- Strong structural growth drivers
- MSME and entrepreneurship expansion
- Public infrastructure and formalisation
- Long-term investment momentum

DIGITAL ECONOMY

India's digital economy continued to deepen through rapid adoption of digital platforms, cloud, data, payments and AI-enabled services. Digital public infrastructure and business technology adoption are creating a powerful foundation for scalable, inclusive growth.

- Digital public infrastructure
- Cloud, data and AI adoption
- Platform-led business transformation
- Inclusive digital participation

> "As the global economy adapts and India's digital foundations strengthen, businesses with scalable technology, intelligent ecosystems and inclusive models are positioned to capture the next wave of growth."

- Global resilience creates new strategic openings
- India offers a high-potential growth environment
- Digital transformation is becoming a structural advantage

AI IS RESHAPING BUSINESS. SMALL ENTERPRISES CAN LEAP FORWARD.

Artificial intelligence is moving from experimentation to practical adoption. For small and microbusinesses, AI now represents a major opportunity to improve productivity, decision-making, customer engagement and scalable growth.

IDCPLS PEOPLE TEOGGY IMPACT

AI INDUSTRY LANDSCAPE

AI is rapidly becoming a foundational technology across industries. Enterprises are using AI to automate workflows, generate insights, improve experiences and increase efficiency. The shift from digital systems to intelligent systems is accelerating globally.

- Automation and productivity gains
- Data-driven decision support
- AI embedded in software platforms
- Rising cloud and compute enablement

INDIA'S DIGITAL MOMENTUM

India's expanding digital infrastructure, entrepreneurial energy and growing technology adoption are creating a fertile environment for AI-led business transformation. Formalisation, connectivity and platform usage continue to deepen digital participation.

- Strong digital public infrastructure
- Broadening MSME digitisation
- Rapid platform and payments adoption
- Growing openness to AI-enabled tools

SMALL & MICROBUSINESS OPPORTUNITY

For small and microbusinesses, AI can reduce complexity and improve access to capabilities once available only to larger enterprises. Affordable intelligent tools can support sales, service, operations, analytics and growth.

- Better lead and customer management
- Smarter decisions with real-time insights
- Lower operating friction
- Scalable growth with accessible technology

> "AI has the potential to democratise business capability — enabling smaller enterprises to operate with greater intelligence, speed and competitiveness."

- Accessible technology
- Inclusive growth
- Higher productivity
- Smarter ecosystems

BUILDING ON A DIGITAL FOUNDATION. SCALING WITH AI.

Calsoft's transformation is anchored in a strong digital base — products, platforms, data capabilities and customer-facing solutions that create the foundation for the next phase of AI-led growth. During FY 2025–26, the Company continued strengthening its technology capabilities and business architecture to support scalable, intelligent ecosystems.

IDEAS
PEOPLE
TECHNOLOGY
IMPACT

EMPOWERING SMALL BUSINESSES.
BUILDING INTELLIGENT ECOSYSTEMS.

01 DIGITAL FOUNDATION

Core software capabilities, cloud-based architecture, product platforms and digital workflows form the backbone of Calsoft's business model.

- Scalable software platforms
- Cloud-enabled operations
- Integrated digital workflows
- Customer-centric solutions

02 AI ACROSS THE ECOSYSTEM

Artificial intelligence is becoming an enabling layer across customer engagement, analytics, decision support, automation and ecosystem orchestration.

- Smarter decision support
- Workflow automation
- Data-led insights
- AI-enabled experiences

03 BUSINESS ECOSYSTEM ENABLEMENT

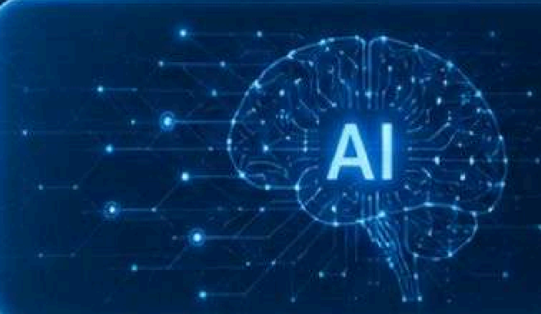
Calsoft's solutions are designed to empower businesses, enable operational efficiency and support broader participation in the digital economy.

- Stronger customer engagement
- Operational efficiency
- Scalable business models
- Inclusive digital participation

04 STRATEGIC DIRECTION

The Company's strategic direction is to extend its digital foundation into intelligent, connected and opportunity-rich ecosystems.

- Platform expansion
- AI-powered transformation
- Ecosystem growth
- Long-term value creation



> "Digital capability is the foundation. AI is the multiplier. Together, they create the next generation of intelligent business ecosystems."

Technology Foundation | Data & Intelligence | Scalable Platforms | Ecosystem Value

BUSINESS MODEL + STRATEGIC POSITIONING

A SCALABLE, TECHNOLOGY-LED, ECOSYSTEM BUSINESS MODEL

Calsoft builds and delivers cloud-based software platforms that empower small and microbusinesses, enabling them to operate efficiently, grow sustainably and participate in the digital economy.

> “Technology is most powerful when it empowers the many, not just the few.
>
> **DR. VASUDEVAN MAHALINGAM**
> CEO & MANAGING DIRECTOR

OUR INPUTS

- People & Expertise
- Technology & IP
- Domain Knowledge
- Scalable Cloud Infrastructure
- Strategic Partnerships

OUR PLATFORMS

Flowzo CRM
Sales | Marketing | Automation
Customer Engagement

RevenueSignal
High-Quality Leads
Better Marketing Outcomes

SIRU
Pharmacy-led Super App
Connected Commerce

VALUE CREATED

- Higher Productivity
- Business Growth
- Greater Financial Inclusion
- More Efficient & Sustainable Operations
- Stronger Digital Ecosystems

OUR STAKEHOLDERS

- Small & Micro Businesses
- Customers / End Users
- Partners & Channel Network
- Shareholders & Investors
- Communities & Society

STRATEGIC POSITIONING

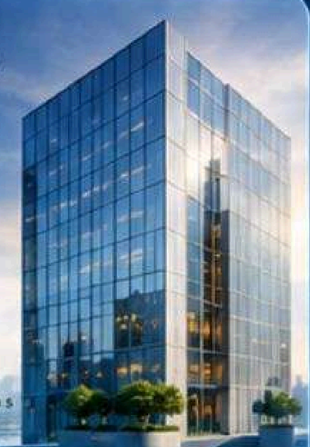
FOCUS
Deep focus on small and microbusinesses

INTEGRATED
End-to-end business platforms across key sectors

AI-POWERED
Embedded AI to drive intelligence, efficiency and growth

ECOSYSTEM
Building connected digital ecosystems for long-term value

A STRONGER TOMORROW TOGETHER.



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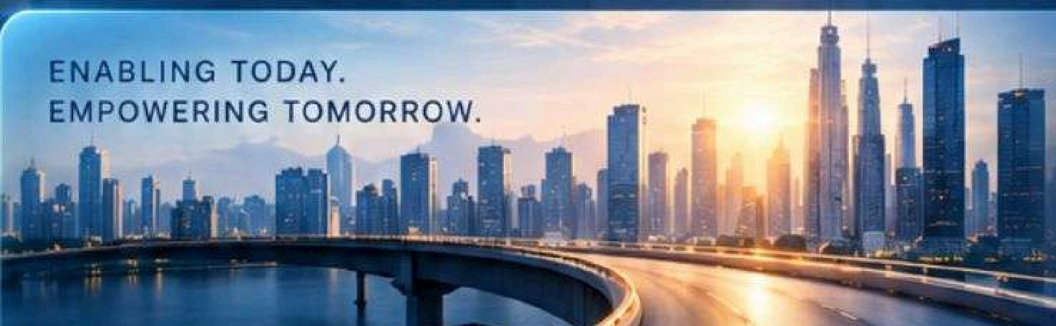
ENABLING TODAY.
EMPOWERING TOMORROW.



MORE BUSINESSES.	STRONGER COMMUNITIES.	A MORE INCLUSIVE DIGITAL INDIA.
01	02	03

Simplify
Automate
Grow

Flowzo™ Beyond CRM

A Business Solution Platform for Modern Businesses

Flowzo is more than a CRM. It is a unified business solution platform that helps small and growing businesses attract, engage, convert and retain customers — with the power of automation and AI.

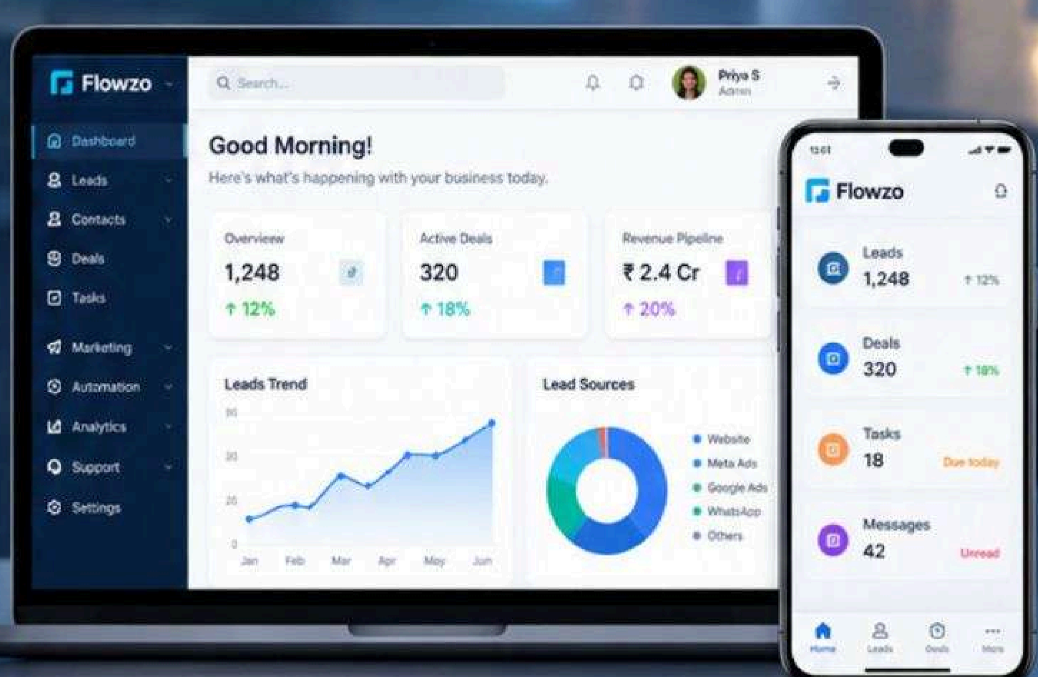
- LEADS
- CUSTOMERS
- CONVERSATIONS
- PIPELINE
- GROWTH

ATTRACT	ENGAGE	CONVERT	RETAIN
More Leads	Meaningful Conversations	More Customers	Long-Term Relationships

ALL-IN-ONE. BUILT FOR GROWTH.

- Sales Management
- Marketing Automation
- Customer Support
- Workflow Automation
- Analytics & Insights
- AI Assistance

WEB | ANDROID | iOS | EXTENSIONS



BUILT FOR TODAY'S ENTREPRENEURS.
READY FOR TOMORROW.

- HIGHER PRODUCTIVITY
- BETTER CUSTOMER EXPERIENCES
- STRONGER BUSINESS GROWTH

calsoft
Realize Your Ideas

EMPOWERING SMALL BUSINESSES. BUILDING INTELLIGENT ECOSYSTEMS.

09

FLOWZO — BEYOND CRM + BUSINESS SOLUTION PLATFORM — PART II

Flowzo™ Beyond CRM

From Leads to Lifelong Customers

Flowzo brings together marketing, sales, customer engagement and service into one intelligent platform — helping businesses grow faster with automation and AI.

- More Leads
- Higher Conversions
- Efficient Operations
- Happier Customers

Businesess Grow Stronger with Flowzo

- AI-Powered Insights
- 360° Customer View
- Omnichannel Engagement
- Workflow Automation
- Real-time Analytics
- Secure & Scalable

One Platform. Endless Possibilities.

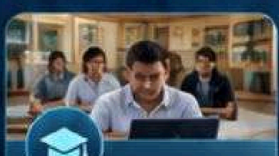
TURN INSIGHTS INTO ACTION

- Identify high-quality leads
- Automate follow-ups
- Track every interaction
- Improve team productivity
- Drive measurable growth

BUILT FOR EVERY GROWING BUSINESS

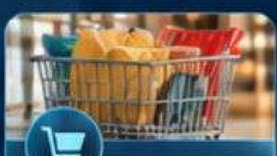
SIMPLE. POWERFUL. SCALABLE.

Real Estate
More qualified buyers, faster closures



Education
Better student engagement

Healthcare
Stronger patient relationships



Retail & D2C
Higher repeat purchases

Professional Services
More opportunities, long-term clients

Manufacturing & B2B
Stronger dealer and distributor networks

EMPOWERING BUSINESSES TODAY. BUILDING A BRIGHTER TOMORROW.

- MORE BUSINESSES
- STRONGER COMMUNITIES
- A MORE INCLUSIVE DIGITAL INDIA

EMPOWERING SMALL BUSINESSES. BUILDING INTELLIGENT ECOSYSTEMS.

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FLOWZO
REVENUE INTELLIGENCE + AI + INDUSTRY SOLUTIONS

Flowzo

Revenue Intelligence + AI + Industry Solutions

Smarter Leads Stronger Revenue

TURNING DATA INTO REVENUE. FOR EVERY BUSINESS.

Flowzo combines first-party data, AI-powered intelligence and industry-specific solutions to help businesses attract the right customers, reduce wasted spend and grow revenue predictably.

- Capture Better Data
- Apply AI Intelligence
- Reach The Right Customers
- Drive Measurable Revenue

> "When businesses have the right data and AI-driven insights, growth is not a guess — it's a plan.
>
> **DR. VASUDEVAN MAHALINGAM**
> CEO & MANAGING DIRECTOR

THE FLOWZO ADVANTAGE

First-Party Data Capture
Own your data. Better quality leads.

AI-Powered Lead Intelligence
Identify high-intent opportunities.

Multi-Channel Activation
Ads, email, WhatsApp, calls and more.

Measurable Business Impact
Higher conversion. Lower junk leads. More revenue.

REDUCE JUNK LEADS BY **50%**
With proper signals back to ad platforms

AI ACROSS THE REVENUE LIFECYCLE

ATTRACT — AI-optimized campaigns

CAPTURE — High-quality first-party data

INTELLIGENTLY SCORE — AI lead scoring

NURTURE — Automated engagement

CONVERT — More sales. Higher revenue.

BUILT FOR MULTIPLE INDUSTRIES

SAME BUSINESSES. NEW POSSIBILITIES.

- MORE OPPORTUNITIES
- STRONGER CUSTOMERS
- SUSTAINABLE GROWTH

Empowering Businesses with Intelligence

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EMPOWERING SMALL BUSINESSES. BUILDING INTELLIGENT ECOSYSTEMS.

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FLOWZO CERTIFIED PARTNER ECOSYSTEM + 100,000 PARTNER VISION

Flowzo™

Certified Partner Ecosystem

Together for a Bigger Tomorrow.

We are building a strong network of certified partners to take Flowzo to every business, in every city and town — enabling digital transformation for millions of small and microbusinesses.

More partners.
More businesses.
A stronger, digital India.

ATTRACTIVE PARTNER PROGRAM	CERTIFICATION & TRAINING	MARKETING SUPPORT	ONGOING ENABLEMENT	GROW YOUR BUSINESS
Resell · Refer · Implement	Gain expertise. Get certified.	Co-branded assets, lead support.	Product updates, technical support.	New revenue opportunities.

OUR VISION

100,000

CERTIFIED PARTNERS ACROSS INDIA

Taking Flowzo to every city, town and business hub.

PARTNER CATEGORIES

- **RESELL PARTNERS** Sell and grow with Flowzo
- **IMPLEMENTATION PARTNERS** Onboard and configure for customers
- **SOLUTION PARTNERS** Integrate and build industry solutions
- **REFERRAL PARTNERS** Bring opportunities, earn rewards

100K Partners

Millions of Businesses

A Stronger Digital India

> “Our partners are not just a sales channel — they are change makers, enabling businesses to grow, compete and succeed in a digital world.”
>
> **DR. VASUDEVAN MAHALINGAM**
> CEO & MANAGING DIRECTOR

MORE BUSINESSES. BRIGHTER TOMORROWS.

SIRU — STRATEGIC DIVIDER

SIRU

AN AI-NATIVE INDUSTRY PLATFORM

Beginning with pharmacy. Expanding toward connected intelligent ecosystems.

FROM DIGITAL COMMERCE TO INTELLIGENT ECOSYSTEM PARTICIPATION.

SIRU represents Calsoft's ecosystem-led platform vision — beginning with pharmacy and designed to evolve toward broader connected service environments supported by intelligence, workflows and network participation.

NEXT: SIRU — PHARMACY PHASE I

EMPOWERING SMALL BUSINESSES. BUILDING INTELLIGENT ECOSYSTEMS.

SIRU
AI-NATIVE INDUSTRY PLATFORM + PHARMACY PHASE I — PART II

SIRU™

AI-Native Industry Platform
Pharmacy Phase I — Part II

Pharmacies Stronger Together

A Healthier Tomorrow

From Daily Operations to a Smarter, More Connected Pharmacy Network.

- RIGHT PRODUCTS AT THE RIGHT TIME
- STRONGER PHARMACY NETWORK
- BETTER CARE FOR COMMUNITIES
- SUSTAINABLE GROWTH

SMART INDIA PHARMACY NETWORK.

FROM TAMIL NADU TO A PAN-INDIA OPPORTUNITY.

SIRU's pharmacy-first ecosystem begins with a strong regional foundation and is designed to scale into a connected national commerce network. Tamil Nadu offers an attractive starting point; India presents a far larger long-term opportunity.

WHY TAMIL NADU

- Dense pharmacy ecosystem
- Strong healthcare demand
- Urban + semi-urban market mix
- Scalable operating base

THE SMART NETWORK MODEL

- Pharmacy-first commerce
- AI-enabled coordination
- Connected merchants and consumers
- Repeatable node-led expansion

PAN-INDIA OPPORTUNITY

- Large addressable market
- Multi-city expansion pathway
- Strong digital adoption potential
- Long-term ecosystem value

EXPANSION LOGIC

1. Start in Tamil Nadu →
2. Strengthen Network Density →
3. Replicate Across States →
4. Scale a National Ecosystem

> *A strong regional foundation can become the launchpad for a much larger national opportunity.*
>
> — **DR. VASUDEVAN MAHALINGAM,** CEO & MANAGING DIRECTOR

Better Access | Stronger Pharmacies | Smarter Operations | Scalable Growth


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AI APPLICATIONS IN PHARMACY + SIRU NETWORK INTELLIGENCE — PART II
SIRU™
Intelligence for a Stronger Pharmacy Network
BETTER DATA. SMARTER DECISIONS. HEALTHIER COMMUNITIES.
AI Applications in Pharmacy + SIRU Network Intelligence — Part II
From individual pharmacies to an intelligent, self-optimizing network.
Healthier Together
Demand
Demand Forecasting
AI predicts what pharmacies need
Stock Optimization
Right products at the right locations
Expiry & Waste Reduction
Identify and act early
Smart Replenishment
Automated, efficient supply
SIRU Network Intelligence
Network Visibility
Live stock, demand and fulfilment across pharmacies
AI Alerts
Proactive insights for stockouts, expiries and opportunities
Performance Intelligence
Benchmark and grow together
Continuous Learning
The network gets smarter every day
SIRU
Pharmacies Stronger Together
SIRU
A CONNECTED PHARMACY NETWORK FOR A HEALTHIER INDIA.
MORE OPPORTUNITIES
BETTER OUTCOMES
A HEALTHIER INDIA
SIRU
From Local Impact to a Brighter Tomorrow
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Real People. Real Progress.

A NEW CHAPTER FOR A BIGGER TOMORROW

SEMICONDUCTOR

A DEEPER TECHNOLOGY AMBITION

BEYOND SOFTWARE. TOWARD TECHNOLOGY, R&D AND INTELLECTUAL PROPERTY.

This section introduces Calsoft's emerging semiconductor direction as part of a broader long-term technology ambition — extending from software and AI into deeper engineering, research and intellectual-property capability.

TECHNOLOGY CREATES OPPORTUNITY. PEOPLE MAKE IT POSSIBLE.

COMPUTING A SMARTER WORLD

COMMUNICATIONS A MORE CONNECTED WORLD

MOBILITY A CLEANER, SAFER WORLD

INDUSTRIAL SYSTEMS A MORE PRODUCTIVE WORLD

CONNECTED DEVICES A MORE INCLUSIVE WORLD

SEMICONDUCTORS POWER A MORE INTELLIGENT, CONNECTED AND SUSTAINABLE FUTURE.

> “A stronger technology foundation creates more possibilities for a better tomorrow.

ENGINEERING FOR A MORE CONNECTED AND SUSTAINABLE WORLD.

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SEMICONDUCTOR INDUSTRY OPPORTUNITY + CALSOFT ENGINEERING HERITAGE

A TRILLION POSSIBILITIES

Semiconductor Industry Opportunity + Calsoft Engineering Heritage

Chips for a Brighter Tomorrow

Powering a smarter, more self-reliant and connected world.

$1 Trillion+
Global Semiconductor Market by 2030

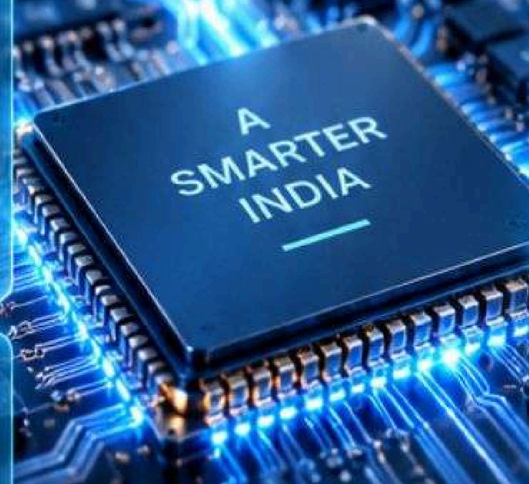
Driven by AI, EVs, IoT, 5G and digital infrastructure.

$100+ Billion
India Semiconductor Opportunity

Government incentives, local manufacturing and growing domestic demand.

20%+ CAGR
Strong Long-Term Growth

Across design, manufacturing, OSAT, and semiconductor software tools.



Calsoft's Engineering Heritage

Deep Engineering Expertise
Decades of experience in complex, mission-critical systems

Proven Product Development
From embedded systems to enterprise platforms

Global Delivery Capability
Serving customers across industries and geographies

Innovation-Driven Culture
Building next-generation solutions for a connected world

Extending Our Expertise to the Semiconductor Ecosystem

- Engineering Services
- Software & Platform Solutions
- Collaborative Innovation

ENABLING IDEAS THAT POWER PROGRESS.

DESIGN IN INDIA. BUILD FOR THE WORLD.

Leveraging engineering excellence to contribute to a stronger, more self-reliant India.

COLLABORATING TO INNOVATE. BUILDING INTELLECTUAL ADVANTAGE.

Calsoft's engineering-led approach is strengthened through collaboration with industry, customers, technology partners, and innovation ecosystems. Focused R&D and IP development help us create differentiated capabilities and long-term strategic value.

COLLABORATION MODEL

- Industry Partnerships
- Customer Co-Creation
- Technology Alliances
- Innovation Ecosystem

R&D PRIORITIES

- Product Engineering
- Embedded & Digital Systems
- AI-Enabled Platforms
- Scalable Software Architectures

IP STRATEGY

- Proprietary Know-How
- Reusable Frameworks
- Solution Accelerators
- Long-Term Differentiation

VALUE CREATED

- Faster Innovation
- Stronger Customer Relevance
- Better Market Positioning
- Sustainable Growth

COLLABORATE → **RESEARCH** → **DEVELOP** → **PROTECT** → **SCALE**

- **COLLABORATE** Connect with partrers, customers and ecosystems
- **RESEARCH** Explore emerging technologies and market needs
- **DEVELOP** Engineer solutions with quality and excellence
- **PROTECT** Build IP assets and strengthen our intellectual capital
- **SCALE** Deliver impact at scale and create enduring value

> *Collaboration expands our capability. R&D builds our resilience. Intellectual capital creates our long-term opportunity. Together, they strengthen Calsoft's ability to solve complex problems and deliver meaningful impact at scale.*

DR. VASUDEVAN MAHALINGAM
CEO & MANAGING DIRECTOR

IDEAS IN MOTION
Turning ideas into innovations that solve real-world challenges.

INNOVATION PARTNERSHIPS
Co-creating with industry leaders and customers to shape the future.

INTELLECTUAL CAPITAL
Building proprietary assets that drive differentiation.

A STRONGER TOMORROW.
Sustainable solutions for a smarter and more connected world.

INFRASTRUCTURE. SECURITY. INTELLIGENCE.

BUILDING RESILIENT DIGITAL FOUNDATIONS. SECURING SCALE. ENABLING TRUSTED AI.

Digital Trust for a Stronger Tomorrow

Calsoft continues to strengthen its technology infrastructure, cybersecurity posture and AI governance capabilities to support scalable platforms, resilient operations and responsible innovation. A disciplined digital foundation helps create trust, improve operational continuity and enable intelligent ecosystems for the long term.

TECHNOLOGY INFRASTRUCTURE

Scalable architecture, cloud-enabled platforms, integrated data systems and reliable digital operations form the backbone of long-term growth.

- Scalable Platforms
- Cloud & Data Foundation
- Operational Reliability

CYBERSECURITY

Security-by-design, access controls, monitoring and resilience practices help protect systems, data and stakeholder trust.

- Security by Design
- Risk Monitoring
- Business Resilience

RESPONSIBLE AI

As AI becomes more embedded across workflows and products, governance, human oversight, transparency and responsible use remain important priorities.

- AI Governance
- Human Oversight
- Trust & Transparency

BUILD Modern digital core → **PROTECT** Secure systems & data → **GOVERN** Responsible AI controls → **SCALE** Trusted business growth

> *Trust is built when strong technology foundations, secure operations and responsible AI come together to create long-term value.*

DR. VASUDEVAN MAHALINGAM
CEO & MANAGING DIRECTOR

TRUSTED PLATFORMS
Reliable foundations that customers can count on.

SECURE OPERATIONS
Protected systems that ensure business continuity.

RESPONSIBLE INNOVATION
Ethical, transparent and human-centric AI adoption.

SUSTAINABLE GROWTH
Enabling long-term value for stakeholders and communities.

EXECUTION THAT CREATES LASTING VALUE

Operational Performance Review

From Execution to a Stronger Tomorrow

PEOPLE
PLATFORMS
PARTNERSHIPS
PERFORMANCE

DRIVING SUSTAINABLE GROWTH

Disciplined execution.
Scalable platforms.
Stronger outcomes.

REVENUE PERFORMANCE
Steady growth driven by core businesses and new verticals.

OPERATIONAL EFFICIENCY
Higher productivity and optimized cost structure.

CUSTOMER EXPANSION
Growing customer base across industries and geographies.

PRODUCT EXECUTION
Continuous enhancements and faster time-to-market.

KEY OPERATIONAL OUTCOMES IN FY 2025–26

HIGHER BUSINESS MOMENTUM
Across key verticals

IMPROVED OPERATIONAL METRICS
Greater efficiency and scalability

STRONGER PARTNER ECOSYSTEM
Expanding collaborations

FOUNDATION FOR NEXT PHASE
Well-positioned for accelerated growth

BUILDING A STRONGER, MORE RESILIENT CALSOFT.

SCALE OPERATIONS | DELIVER VALUE | STRENGTHEN CAPABILITIES | CREATE A SUSTAINABLE FUTURE

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INNOVATION
INCLUSION
IMPACT
FOR A
STRONGER
INDIA

FY 2025–26

Highlights

Performance. Scale. Innovation.

A year of accelerated growth and operating leverage.

TECHNOLOGY
PEOPLE
IDEAS
FOR A
BRIGHTER
TOMORROW

Financial Performance

₹19.66 Cr Revenue from Operations	**₹14.32 Cr** Profit Before Tax	**₹10.09 Cr** Profit After Tax

+260.9% Revenue Growth	**+1302.1%** PAT Growth	**51.2%** PAT Margin	**+20.5%** Total Expenses Growth

BUILDING
A SMARTER
INDIA
TOGETHER

Scale and Strategic Strength

100+ Employees	**20+** Platforms	**5000+** Customers	**India and Global** Markets	**>20%** R&D Investments of revenue

Revenue Journey (₹ Cr)

HIGHER
POTENTIAL
A BRIGHTER
TOMORROW

Key Takeaways

- High-growth FY26
- Strong operating leverage
- Scalable platform-led growth
- Innovation backed by R&D

IDEAS
PEOPLE
IMPACT
A BRIGHTER
TOMORROW

PEOPLE POWER GROWTH. MARKETS CREATE MOMENTUM.

Human Capital + Sales, Marketing + Partner-Led Growth

During FY 2025–26, the Company continued strengthening its people capabilities, customer-facing functions, demand generation and partner ecosystem to support scalable growth across its product platforms.

HUMAN CAPITAL
- Talent development
- Execution culture
- Cross-functional collaboration

SALES
- Customer acquisition
- Solution-led engagement
- Stronger pipeline quality

MARKETING
- Brand visibility
- Demand generation
- Digital outreach

PARTNER-LED GROWTH
- Channel expansion
- Implementation ecosystem
- Co-created opportunity

ATTRACT → **ENGAGE** → **CONVERT** → **EXPAND** → **PARTNER**

ATTRACT
Attract the right talent and opportunities.

ENGAGE
Engage customers with meaningful conversations.

CONVERT
Convert interest into long-term relationships.

EXPAND
Expand value across products and geographies.

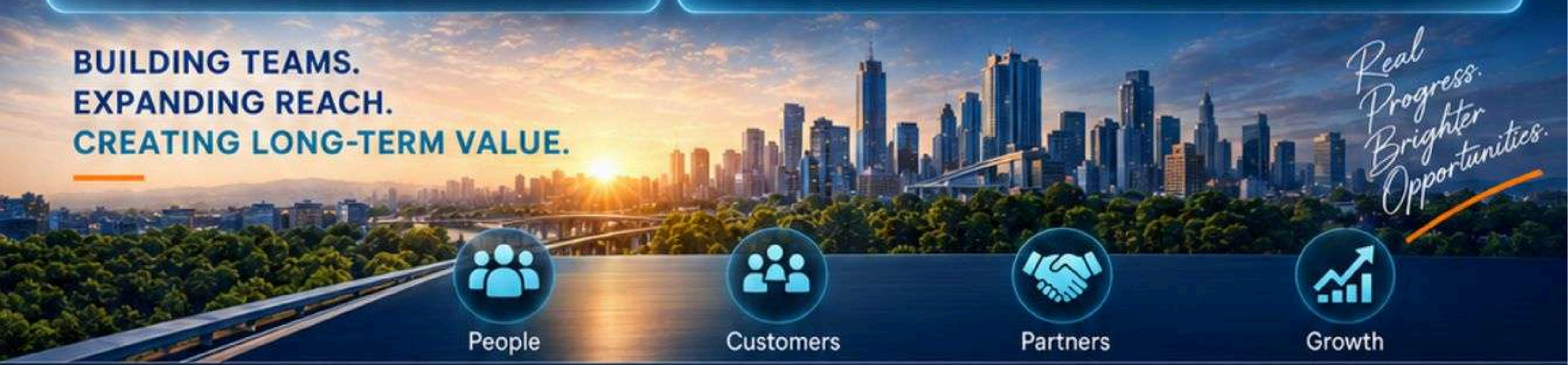
PARTNER
Partner to innovate, deliver and scale together.

> *"Sustainable growth is built by combining capable people, strong customer engagement and trusted partnerships."*
>
> **DR. VASUDEVAN MAHALINGAM**
> CEO & MANAGING DIRECTOR

KEY BUSINESS ENABLERS IN FY 2025–26

- Stronger organisation capability
- Improved go-to-market readiness
- Broader market reach
- Foundation for scalable growth

**BUILDING TEAMS.
EXPANDING REACH.
CREATING LONG-TERM VALUE.**



People | Customers | Partners | Growth

OPPORTUNITIES + GROWTH DRIVERS

Multiple growth engines. One strategic direction.

Calsoft is positioned to participate in multiple long-term growth opportunities across digital business platforms, AI-led transformation, connected commerce ecosystems and engineering-led innovation. The Company's growth outlook is supported by structural market shifts, scalable products and disciplined execution.

SMB DIGITALISATION

Millions of small and microbusinesses continue to adopt digital tools for sales, operations, customer engagement and growth.

AI ADOPTION

Artificial intelligence is creating new demand for automation, intelligence, analytics and personalised business experiences.

CONNECTED ECOSYSTEMS

Network-based platforms can unlock broader participation, stronger retention and scalable ecosystem value.

ENGINEERING + INDUSTRY SOLUTIONS

Calsoft's engineering heritage supports expansion into higher-value technology and industry opportunities.

KEY GROWTH DRIVERS

Scalable Platforms
Cloud-ready, repeatable product architecture.

Customer-Centric Innovation
Solutions built around real business needs.

Partner Expansion
Broader reach through implementation and channel ecosystems.

AI Integration
Embedded intelligence across workflows and decisions.

Execution Discipline
Focused operations, delivery and value creation.

> *"The opportunity ahead is broad, but sustainable growth comes from clarity of focus, scalable capability and disciplined execution."*
>
> **DR. VASUDEVAN MAHALINGAM**
> CEO & MANAGING DIRECTOR

Growth with Purpose

POSITIONED FOR THE NEXT PHASE OF GROWTH.

- More Opportunities
- Stronger Platforms
- Wider Reach
- Long-Term Value

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ANNUAL REPORT FY 2025–26

EMPOWERING SMALL BUSINESSES. BUILDING INTELLIGENT ECOSYSTEMS.

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RISKS + MITIGATION + INTERNAL CONTROLS

MANAGING RISK. STRENGTHENING RESILIENCE.

Disciplined controls for sustainable growth.

01 STRATEGIC & MARKET RISKS

Rapid technology shifts, changing customer demand, competitive intensity.

MITIGATION

Focused execution, product relevance, diversified opportunities.

02 OPERATIONAL & DELIVERY RISKS

Execution complexity, talent dependence, platform reliability, scaling challenges.

MITIGATION

Process discipline, capability building, delivery governance, resilient infrastructure.

03 CYBERSECURITY & DATA RISKS

Data protection, cyber threats, privacy obligations, responsible AI oversight.

MITIGATION

Security controls, monitoring, access governance, responsible-use policies.

04 FINANCIAL & COMPLIANCE RISKS

Working-capital discipline, regulatory compliance, reporting integrity.

MITIGATION

Review mechanisms, policy adherence, financial controls, oversight.

INTERNAL CONTROLS FRAMEWORK

POLICIES & SOPs

Well-defined policies and standard operating procedures across all key functions.

REVIEW & MONITORING

Continuous monitoring and timely reviews to identify issues early and act decisively.

RISK OWNERSHIP

Clear ownership and accountability for proactive risk management.

AUDIT & COMPLIANCE

Independent assurance and compliance to strengthen governance and transparency.

> *"Sustainable growth depends on identifying risk early, acting with discipline and maintaining strong internal controls.*

DR. VASUDEVAN MAHALINGAM

CEO & MANAGING DIRECTOR

RISK AWARENESS

See risk. Understand impact. Act early.

OPERATIONAL DISCIPLINE

Execute consistently. Deliver reliably.

CONTROL INTEGRITY

Maintain strong controls. Ensure trust.

LONG-TERM RESILIENCE

Build resilience today. Sustain growth tomorrow.

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SUSTAINABILITY + DIGITAL INCLUSION + SOCIAL IMPACT

GROWING RESPONSIBLY. CREATING WIDER IMPACT.

Building business value with inclusion, responsibility and long-term stakeholder commitment.

SUSTAINABILITY

We grow responsibly by embedding sustainability into our strategy and operations. Our focus is on efficient operations, long-term value creation and environmentally conscious thinking.

- Responsible business practices
- Efficient resource use
- Long-term resilience

DIGITAL INCLUSION

We make technology accessible and relevant, enabling small and micro businesses to participate, compete and grow in the digital economy. We democratize business capability.

- Accessible digital tools
- Broader participation
- Technology for smaller enterprises

SOCIAL IMPACT

We build stronger communities by supporting entrepreneurs, enabling economic participation and fostering inclusive progress that benefits people and society.

- Empowering entrepreneurs
- Community impact
- Inclusive growth

OUR IMPACT PRIORITIES

- PEOPLE EMPOWERED
- INCLUSIVE GROWTH
- RESPONSIBLE INNOVATION
- STRONGER COMMUNITIES

> *Enduring growth is most meaningful when it expands opportunity, strengthens communities and creates long-term value responsibly.*

DR. VASUDEVAN MAHALINGAM
CEO & MANAGING DIRECTOR

- A MORE INCLUSIVE FUTURE
- A STRONGER SOCIETY
- SUSTAINABLE VALUE CREATION

CONCLUSION

A STRONGER TOMORROW BUILT TOGETHER.

FY 2025–26 has strengthened our foundation, expanded our capabilities and reinforced our commitment to empowering small businesses through technology. As we look ahead, we remain focused on executing with discipline, innovating responsibly and creating long-term value for all our stakeholders.

KEY TAKEAWAYS

SOLID FOUNDATION
A stronger platform for the next phase of growth.

EXPANDED OPPORTUNITIES
Larger markets, deeper ecosystems and greater relevance.

DISCIPLINED EXECUTION
Focused on innovation, profitability and responsible growth.

LONG-TERM VALUE
For our customers, people, partners and shareholders.

CAUTIONARY / FORWARD-LOOKING STATEMENT

This Management Discussion & Analysis contains forward-looking statements relating to the Company's objectives, projections, estimates, expectations and intentions. These statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied in such statements.

Readers are cautioned not to place undue reliance on forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable laws and regulations.

> "Technology is most powerful when it helps more people create a better tomorrow.

EMPOWER PEOPLE | ENABLE BUSINESSES | STRENGTHEN COMMUNITIES

FROM DIGITAL EMPOWERMENT TO AI-POWERED ECOSYSTEMS.

PEOPLE | INNOVATION | INCLUSION | SUSTAINABLE GROWTH

Thank you to our customers, people, partners and shareholders for being part of our journey.


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FOR A STRONGER INDIA
PEOPLE
TECHNOLOGY
OPPORTUNITIES
A STRONGER
INDIA
Directors' Report
STATUTORY REPORT ON PERFORMANCE, GOVERNANCE AND STEWARDSHIP
Accountability • Compliance • Strategic Direction
GOVERNANCE
PERFORMANCE
COMPLIANCE
SHAREHOLDER VALUE
Responsible Leadership for Sustainable Growth
PEOPLE.
IDEAS.
PROGRESS.
VALUE.
TRUST
GOVERNANCE
DISCLOSURE
STEWARDSHIP
LONG-TERM VALUE
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DIRECTORS
GOVERNANCE
RISK MANAGEMENT
SUSTAINABLE GROWTH
Strong oversight for a brighter tomorrow.

DIRECTOR'S REPORT

For the Financial Year ended 31st March, 2026

To
The Members,

The Directors are pleased to present the 34th Annual Report of your Company together with the audited financial statements for the financial year ended 31st March, 2026.

1. Financial Results

The financial results of the Company for the year ended 31st March, 2026 are summarized below:

(All figures in ₹ lakhs, except EPS)

Particulars	Standalone FY 2025–26	Standalone FY 2024–25	Consolidated FY 2025–26	Consolidated FY 2024–25
Total Revenues	1968.53	544.63	1968.53	544.63
Total Expenses	536.17	444.80	536.17	444.80
Profit before exceptional & extraordinary items	1432.86	99.83	1432.36	99.83
Exceptional Items	–	–	–	–
Profit before extraordinary items & tax	1432.86	99.83	1432.36	99.83
Profit before Tax	1432.86	99.83	1432.36	99.83
Current Tax	364.07	29.67	364.07	29.67
Deferred Tax	5.65	(1.78)	5.65	(1.78)
Profit for the year	1062.63	71.93	00.00	71.93
Minority Interest	–	–	–	–
Paid-up Equity Capital	618.28	618.28	618.28	618.28
EPS (₹) – Basic	1.72	0.12	1.72	0.12
EPS (₹) – Diluted	1.72	0.12	1.72	0.12

2. Company Performance and Results of Operations

2.1 Standalone

During the year, your Company earned total revenue of ₹1968.53 lakhs. Profit before tax stood at ₹1432.86lakhs, and profit for the year after tax provisions and adjustments was ₹1062.63 lakhs.

2.2 Consolidated

On a consolidated basis (including subsidiary), your Company recorded total revenue of ₹1968.53 lakhs and profit before tax of ₹1062.63 lakhs

3. Dividend

The Board of Directors, after reviewing the financial performance and future growth requirements of the Company, has decided to retain the entire profits earned during the financial year 2025–26 in the Profit and Loss Account. Accordingly, no dividend is recommended or declared for the financial year under review.

4. Share Capital

As on March 31, 2026, the Share Capital of the Company stood at ₹33,58,55,200, comprising the following:

Particulars	No. of Shares	Face Value (₹)	Amount (₹)
Equity Shares – Fully Paid	2,36,12,932	10 each	23,61,29,320
Equity Shares – Partly Paid (Rights Issue)	3,82,15,492	2.50 each (Partly Paid)	9,55,38,880
Optionally Convertible Redeemable Preference Shares (OCRPS)	4,18,700	10 each	41,87,000
Total	–	–	33,58,55,200

During the financial year 2024-25, the Company allotted 4,63,71,318 equity shares. Out of the total shares allotted, 81,55,826 equity shares of ₹10/- each became fully paid-up during the year and the remaining 3,82,15,492 equity shares of ₹10/- each were partly paid-up, with ₹2.50 per share called and paid-up, while the balance ₹7.50 per share remains unpaid as at the end of the financial year.

5. Transfer to Reserves

The Company retained the entire surplus in the Profit and Loss Account; hence, no transfer to General Reserve was made during the year.

6. Subsidiary Company and Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiary have been prepared in accordance with the Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. These statements form part of this Annual Report.

Pursuant to Section 134 of the Companies Act, 2013 read with Rule 8(1) of the Companies (Accounts) Rules, 2014, the financial position and performance of the subsidiary are disclosed in the Consolidated Financial Statements.

As on 31st March, 2026, the Company has one subsidiary, Aspire Communications Private Limited. There has been no material change in the nature of the business of the subsidiary during the year. The Consolidated Financial Statements have been prepared in accordance with the applicable accounting standards.

A separate statement containing the salient features of the financial statements of the subsidiary and associates, in Form AOC-1, is attached as Annexure I, along with other financial information of the Company.

7. Deposits

The Company has not accepted any deposits under Chapter V of the Companies Act, 2013. No principal or interest was outstanding as at the balance sheet date.

8. Particulars of Loans, Guarantees and Investments

Pursuant to the provisions of Section 134(3)(g) of the Companies Act, 2013, the particulars of loans given, guarantees provided, and investments made by the Company under Section 186 of the Act are disclosed in the Notes to Accounts forming part of the financial statements.

9. Related Party Transactions (RPTs)

There were no material RPTs during FY 2025–26, except a loan taken from Dr. Vasudevan Mahalingam (Managing Director and Promoter) to fund day-to-day operations. Disclosures are provided in the Notes to Accounts and particulars under Section 188(1) in Form AOC-2 attached as Annexure II.

10. Changes in the Board of Directors

Subsequent to the end of the financial year, the following change took place in the composition of the Board of Directors:

- Mr. Ashok Godavarthi (DIN: 08389864) tendered his resignation as Independent Director, effective May 29, 2025. The Board placed on record its appreciation for the valuable guidance and contributions made by Mr. Godavarthi during his tenure as a Director of the Company.

11. Declaration by Independent Directors

Independent Directors have submitted declarations under Section 149(6) of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, confirming that they meet the criteria of independence and have complied with the Code for Independent Directors (Schedule IV of the Act).

12. Governance Guidelines

The Board has adopted Governance Guidelines on Board Effectiveness covering Board composition, roles, independence, tenure, diversity, nomination, induction, evaluation, remuneration, subsidiary oversight, Code of Conduct, and committee mandates.

13. Nomination & Appointment of Directors

The Nomination and Remuneration Committee (NRC) is responsible for defining the competency requirements for the Board, taking into account the Company's industry, strategy, and long-term objectives.

The NRC undertakes a comprehensive Board composition analysis, reflecting an understanding of the Company's design, operating environment, financial condition, and compliance requirements. The Committee also conducts periodic gap analyses to identify areas where additional expertise or diversity is required, including at the time of each appointment or re-appointment of Directors.

In fulfilling its role, the NRC reviews the profiles of potential candidates against the identified competency needs and engages with them before making its recommendations to the Board. At the time of appointment, the Committee communicates to the appointee the specific requirements of the role, including the level of expertise and knowledge expected.

14. Qualification, Positive Attributes & Independence Criteria

The Nomination and Remuneration Committee (NRC) has formulated the criteria for determining the qualifications, positive attributes, and independence of Directors in accordance with the provisions of Section 178(3) of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Independence

In accordance with the above criteria, a Director will be considered an Independent Director if they satisfy the requirements specified under the Act, the rules framed thereunder, and Regulation 16(1)(b) of the SEBI Listing Regulations.

Qualifications

The Company follows a transparent Board nomination process that promotes diversity of thought, experience, knowledge, perspective, age, and gender. The Board aims to maintain an appropriate mix of functional expertise and industry knowledge. While recommending an appointment, the NRC evaluates how the candidate's functional and domain expertise will complement the overall skill set of the Board.

Positive Attributes

Beyond the statutory duties under the Act, the Directors are expected to demonstrate high standards of ethical conduct, strong interpersonal and communication skills, and sound judgment. Independent Directors are also required to adhere to the Code for Independent Directors as prescribed under Schedule IV of the Act.

15. Corporate Social Responsibility (CSR)

The Company does not meet the threshold limits under Section 135 of the Act; accordingly, CSR provisions are not applicable for FY 2025–26.

16. Annual Evaluation of the Board, Committees and Directors

In compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board carried out an annual evaluation of its own performance, that of its Directors, and the working of its Committees.

Role of the Nomination and Remuneration Committee (NRC)

The NRC defined the evaluation criteria, procedure, and schedule for the performance evaluation process covering the Board, its Committees, and individual Directors.

Evaluation by the Board

- The Board evaluated its overall performance and the performance of individual Directors after obtaining feedback from all Directors.
- The performance of Committees was also assessed based on inputs from Committee Members.
- Criteria for evaluation included:
    - Board composition and structure,
    - Effectiveness of Board processes,
    - Contribution to long-term strategic planning,
    - Adequacy and quality of information provided, and
    - Committee structure, composition, and effectiveness of meetings.

The evaluation process was aligned with the SEBI Guidance Note on Board Evaluation.

Evaluation by Independent Directors

At a separate meeting, the Independent Directors:

- Evaluated the performance of Non-Independent Directors and the Board as a whole.
- Reviewed the performance of the Chairman, taking into account the views of both Executive and Non-Executive Directors.

Review by NRC and the Board

The NRC reviewed the evaluation results and shared its findings with the Board. The Board discussed the feedback received from Directors on its performance, as well as that of its Committees and individual Directors, at a subsequent meeting.

17. Familiarisation Programme for Independent Directors

The Company has put in place a structured programme to familiarise its Directors, particularly Independent Directors, with the Company's business model, operations, policies, and regulatory environment.

- Information Support: Directors are provided with necessary documents, reports, and internal policies to enable them to understand the Company's procedures and practices.
- Presentations: Periodic presentations are made at Board and Committee meetings covering business updates, financial performance, the global business environment, strategic initiatives, and risk management.
- Regulatory Updates: Directors receive quarterly updates on significant statutory and regulatory changes impacting the Company.
- Induction: Upon appointment, each Director is issued a Letter of Appointment outlining in detail their roles, responsibilities, fiduciary duties, and terms of engagement.

The details of the familiarisation programme for Independent Directors are available on the Company's website at: ☞ https://www.calsofts.com/investors

18. Skills, Expertise and Competencies of the Board

Based on NRC recommendations, the Board has identified core skills/competencies required for effective functioning, including industry knowledge, strategy, finance, risk, governance, technology, and compliance.

19. Number of Board Meetings

Seven (7) Board meetings were held during the year. The intervening gap was within the limits prescribed by the Act. Details are provided in the Corporate Governance Report attached to this report.

20. Board Committees

The primary Committees of the Board are the Audit Committee, the Nomination and Remuneration Committee, and the Stakeholders Relationship Committee. Since the Company does not fall under the Top 500 listed entities by market capitalisation, constitution of a Risk Management Committee is not mandatory.

20.1. Audit Committee

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177(8) of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has constituted a qualified and independent Audit Committee.

- Composition (as on 31st March 2026): The Audit Committee consists of three Non-Executive Independent Directors, all of whom possess adequate financial and accounting expertise.
- Meetings: During FY 2025–26, the Committee met on 30th May 2025, 14th August 2025, 5th September 2025, 14th November 2025 and 14th February 2026.
- Functions: The composition, powers, roles/functions, and terms of reference of the Audit Committee are set out in the Corporate Governance Report, forming part of this Annual Report.
- Observations: All recommendations of the Audit Committee during the year were duly considered and accepted by the Board. There were no instances of non-acceptance.

20.2. Nomination and Remuneration Committee (NRC)

As on 31st March 2025, the NRC comprised three Non-Executive Independent Directors.

- Chairperson: Mrs. A.V.N. Srimathi, Independent Director.
- Meetings: The Committee met Five times during the year on 30th May 2025, 14th August 2025, 5th September 2025, 14th November 2025, and 14th February 2026.
- Role: The NRC is responsible for formulating criteria for appointment, remuneration, evaluation, and succession planning for Directors and Key Managerial Personnel.

20.3. Stakeholders Relationship Committee (SRC)

The Company has constituted a Stakeholders Relationship Committee (formerly known as the Shareholders'/Investors' Grievance Committee) to look into the redressal of shareholder and investor grievances, including transfer or credit of shares, non-receipt of dividend, notices, annual reports, etc.

- Composition (as on 31st March 2025): Four members — three Independent Directors and one Non-Executive Director.
- Chairperson: Mrs. A.V.N. Srimathi, Independent Director.
- Meetings: The Committee met Five times during the year on 30th May 2025, 14th August 2025, 5th September 2025, 14th November 2025, and 14th February 2026.

21. Policies Developed by the Company

21.1 Nomination & Remuneration Policy

The Policy (covering criteria for Directors/KMP/Senior Management) is available at www.calsofts.com. Extracts are attached as Annexure III. The Board affirms remuneration paid in FY 2024–25 was as per policy.

21.2 Whistle Blower Policy (Vigil Mechanism)

A vigil mechanism under Section 177(9) and SEBI (LODR) enables reporting of genuine concerns. The Audit Committee oversees the mechanism. No person was denied direct access to the Audit Committee Chair. Policy available at www.calsofts.com.

21.3 Board Diversity Policy

The Company recognises the value of a diverse Board and aims for an optimal mix of skills, experience, knowledge, and gender. The Board includes at least one woman Director and appointments are merit-based.

22. Compliance with Secretarial Standards

The Company has complied with SS-1 (Board Meetings) and SS-2 (General Meetings) issued by the ICSI.

23. Auditors

23.1 Statutory Auditors

The Statutory Auditors have confirmed they are not disqualified. Notes to Accounts referred to in their report are self-explanatory.

The details of Audit qualifications for the Financial year ended 31st March,2026 and reply given by the company are given below

A.Details of Audit Qualification:

i) Balances appearing in 'Current Tax Asset (net)' amounting to Rs.380.02 Lakhs, under Current Assets in the Standalone Financial Results are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.

(ii) Investment in Equity Instrument of Subsidiary of Rs.311.38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Results is subject to Impairment testing. The effect of Impairment loss for the said Investment is not quantifiable.

(iii) Trade receivable includes an amount of Rs. 1088.21 lakhs and Rs. 18.41 Lakhs under other current financial assets are overdue for a long period of time and provision not created for the same. Hence profit is overstated to that extent. Further Balance confirmation was not made available for Trade receivables of Rs. 593.55 lakhs

B.Reply given by the Management

i) With respect to the Auditor's observation, the balance under Current Tax Asset (net) amounting to ₹380.02 Lakhs*pertains to tax credits relating to earlier assessment years, which are currently pending reconciliation due to ongoing assessments and matters under review before the relevant tax authorities/appellate forums.

Management is in the process of reconciling these balances and has sought necessary clarifications from the tax authorities. Based on the information available to date and internal assessment, management believes that these amounts are *largely recoverable/adjustable*, though the exact impact, if any, will be determined upon completion of the reconciliation and finalization of the assessments.

Accordingly, the balance has been carried forward as an asset. Management will *review the position on an ongoing basis* and make appropriate adjustments, if required, upon completion of reconciliation and conclusion of the assessment proceedings.

ii) With respect to the Auditor's observation, the balance under Investment in Equity Instruments of Subsidiary amounting to ₹311.38 Lakhs, classified under Non-Current Financial Assets, represents strategic investments made in subsidiaries engaged in emerging technology areas, including semiconductors and intellectual property development.

Management has initiated an assessment of the recoverable value of these investments, considering the current business plans, underlying intellectual property, and future economic benefits expected from such investments. Based on the preliminary evaluation and the long-term strategic nature of these investments, management believes that the carrying value is largely supportable.

However, as the impairment assessment involves estimation of future cash flows and valuation assumptions, the process is currently under evaluation. Management will complete the impairment testing in due course and recognize any impairment loss, if required, in accordance with applicable accounting standards.

Accordingly, the investment has been carried at its current value, and the position will be reviewed on an ongoing basis.

iii) With respect to the Auditor's observation, the balances under Trade Receivables amounting to ₹1,088.21 Lakhs and Other Current Financial Assets amounting to ₹18.41 Lakhs represent amounts outstanding from customers with whom the Company has ongoing business relationships.

A significant portion of these receivables has been invoiced close to the year-end, primarily in March 2026, and is within the normal credit period. The remaining balances pertain to regular business transactions with no known disputes or adverse credit indicators.

Based on the assessment carried out in line with the Expected Credit Loss model under Ind AS 109 Financial Instruments, management has not identified any material evidence of impairment as at the reporting date.

Accordingly, no provision has been considered necessary at this stage. However, the Company will continue to monitor these receivables and reassess the position periodically, and make appropriate provisions, if required, in accordance with applicable accounting standards.

23.2 Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. S. Dhanapal & Associates LLP, a firm of Practicing Company Secretaries to undertake the Secretarial Audit of the Company. Pursuant to Regulation 24A (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. S. Dhanapal & Associates LLP, a firm of Practicing Company Secretaries is proposed to be appointed as Secretarial Auditors for first term of Five consecutive years from FY 2025-26 to FY 2029-30 .

The Secretarial Auditor has qualified the report with respect to delay in filing forms with MCA, BSE and NSE on filing of statement of deviation and variation in utilization of funds and clerical errors made in the quarterly filing by the company. The company has replied to the exchanges with respect to clerical errors which are yet to be taken on record by the exchange. The company The Board is taking steps to comply with the requirements which have arisen due to technical difficulties/ inadvertence. There is no variation in utilization of funds with respect to objects for which funds were raised, however company shall take inputs and arrange to file the same.

Cost Audit: *Not applicable.*

24. Particulars of Employees and Remuneration (Section 197; Rule 5)

Disclosures under Rule 5(2) are provided in Annexure V.

Key Disclosures (Rule 5(1))

- Remuneration (₹ in lakhs p.a.)
    - Ms. Manimala Vasudevan: 18.00 lakhs
    - Mr. Vijayakumar Madhavan: 18.00 lakhs
- Median remuneration: ₹ 8.31 lakhs per annum in FY 2025–26 vs ₹ 7.25 lakhs per annum in FY 2024–25 (*approx. ₹69,231 per month*), implying ~10% increase year-on-year.
- Permanent employees (as at 31st March, 2026): 45.
- Average increases: ~10% across non-managerial employees; managerial remuneration largely unchanged except normal increments based on performance.

Note: I normalized the "per month/per annum" wording to avoid ambiguity. Please confirm the median base (monthly vs annual) before publishing.

25. Pecuniary Relationships of Non-Executive Directors

No sitting fees were paid to Non-Executive Directors. Mr. Vasudevan Mahalingam held 3,84,96,620 equity shares as of 31st March, 2026.

26. Internal Financial Controls

The term *Internal Financial Controls* refers to the policies and procedures adopted by the Company to ensure the orderly and efficient conduct of business, including adherence to internal policies, safeguarding of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information.

Your Company has adequate and robust Internal Control Systems, commensurate with the size, scale, and complexity of its operations.

To maintain objectivity and independence, the Internal Audit function reports directly to the Chairman of the Audit Committee. The Internal Audit Department monitors and evaluates the adequacy and effectiveness of the internal control systems, as well as compliance with operating systems, accounting procedures, and policies across all locations of the Company.

Based on Internal Audit reports, process owners implement corrective actions in their respective areas, thereby strengthening controls. Significant audit observations and recommendations, along with management's corrective actions, are placed before the Audit Committee for review.

The Audit Committee also holds periodic discussions with the Internal and Statutory Auditors as well as with the Management, thereby ensuring the integrity of financial reporting and confirming that the Company's internal financial controls and risk management systems remain robust, effective, and defensible.

27. Human Resources

27.1 Employee Strength and Expansion

Calsoft leverages a localisation strategy across global locations and continues to focus on productivity and employee experience through simplification and digitalisation of HR processes.

27.2 Talent Acquisition & Development

Digital, Cloud, AI and data-driven approaches underpin hiring, development, and career management, with emphasis on learn–unlearn–relearn and building performance, productivity, and innovation.

28. Disclosure under the Sexual Harassment of Women at Workplace Act, 2013

The Company has an Anti-Sexual Harassment Policy and a duly constituted ICC. No complaints were received during FY 2024–25.

29. Significant and Material Orders

No orders were passed by Regulators/Courts/Tribunals impacting the going concern status or future operations.

30. Material Changes and Commitments

There were no material changes/commitments affecting the financial position between the end of the financial year and the date of this report.

31. Extract of Annual Return

As per the MCA Notification dated 28th August, 2020 amending Rule 12(1), the Annual Return in accordance with Section 92(3) of the Companies Act, 2013 and as prescribed in Form MGT-7 of the Companies (Management and Administration) Rules, 2014 is made available on the Company's website.

32. Corporate Governance

The Company has complied with the requirements of corporate governance under the Companies Act, 2013 and as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A detailed Report on Corporate Governance, together with the Management Discussion and Analysis Report under Regulation 34 of SEBI (LODR), along with a certificate from M/s. S. Dhanapal & Associates LLP, Practising Company Secretaries, confirming compliance, is annexed as Annexure VI and forms part of this Report.

33. Code of Conduct

In accordance with SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, the Company has adopted a Code of Conduct applicable to all Board Members and Senior Management Personnel.

The Code is available on the Company's website: ☞ www.calsofts.com.

All Board Members and Senior Management Personnel have affirmed compliance with the Code for the financial year ended 31st March, 2026. A declaration to this effect, signed by Dr. M. Vasudevan, Managing Director, forms part of the Corporate Governance Report.

34. Management Discussion and Analysis Report

The Management Discussion and Analysis Report, prepared in accordance with the Listing Regulations, forms part of this Annual Report under the heading *Management Report*.

35. Related Party Transactions

During FY 2025–26, the Company did not enter into any transactions of a material nature with its subsidiaries, promoters, Directors, senior management, or their relatives that could have had a potential conflict with the Company's interest.

The Company has obtained requisite declarations from all Directors and senior management personnel, confirming that no such relationships exist.

No materially significant related party transactions were undertaken other than those disclosed in the Notes to Accounts. Further details of related party contracts/arrangements are provided in Annexure II to this Report.

36. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

- As the Company is engaged in Information Technology Enabled Services (ITES), the provisions relating to energy conservation and technology absorption are not applicable.
- During FY 2025–26, the Company earned ₹19.5 crores in foreign exchange.

37. Directors' Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation of any material departures.
2. The Directors selected appropriate accounting policies, applied them consistently, and made reasonable and prudent estimates to give a true and fair view of the state of affairs of the Company and its profit/loss for the year.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the Act, for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
4. The annual accounts have been prepared on a going concern basis.
5. The Company has laid down proper internal financial controls and such controls are adequate and operating effectively.
6. Proper systems have been devised to ensure compliance with applicable laws and such systems are adequate and operating effectively.

38. Green Initiatives

In line with MCA guidelines and SEBI circulars, since FY 2016–17, the Company has been sending electronic copies of Annual Reports and AGM Notices to all members whose email addresses are registered with the Company/Depositories. Physical copies are sent to members who have not registered their email addresses.

39. Miscellaneous

a) The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

b) The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

c) The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

d) During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014is furnished.

e) During the year, there was no proceeding initiated by or against the company under the Insolvency and Bankruptcy Code, 2016.

f) The requirement to disclose the details of difference between amount of Valuation done at the time of onetime settlement and valuation done while taking loan from Banks & Financial Institutions along with the reasons thereof, is not applicable.

g) The company has complied with the provisions

39. Additional Information to Shareholders

The Company regularly publishes critical and pertinent investor information — including financial results, investor presentations, press releases, new launches, and project updates — on its website: 👉 www.calsofts.com.

40. Acknowledgements

The Board places on record its sincere appreciation to all customers, shareholders, suppliers, bankers, business partners/associates, and Government/regulatory authorities in India and overseas for their continued support.

The Board also acknowledges the commitment and dedication of employees at all levels and looks forward to their continued contribution in the years ahead.

For and on behalf of the Board of Directors

Dr. M. Vasudevan
Managing Director & CEO

Vijayakumar M
Whole-Time Director

Place: Chennai
Date: September 05,2026

Annexure I – Form AOC-1

Financial Position and Performance of Subsidiaries

(Pursuant to the first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

Sl. No.	Particulars	Details
1	CIN No.	U64201KA2001PTC029221
2	Name of the subsidiary	Aspire Communications Private Ltd
3	Date since subsidiary was acquired	03 July 2001
4	Reporting period	01 April 2025 – 31 March 2026
5	Reporting currency	Indian Rupees (INR)
6	Share Capital	₹25,00,00,000
7	Reserves & Surplus	(₹2,00,41,141)
8	Total Assets	₹1,11,785
9	Total Liabilities	₹1,11,785
10	Investments	Nil
11	Turnover	Nil
12	Profit before taxation	(₹649)
13	Provision for taxation	Nil
14	Profit after taxation	(₹649)
15	Proposed Dividend	Nil
16	% of shareholding	100%

Notes:

1. Names of subsidiaries yet to commence operations – *Nil*
2. Names of subsidiaries liquidated or sold during the year – *Nil*

Part B – Associates and Joint Ventures

As of 31 March 2025, the Company does not have any Associate Companies or Joint Ventures.

Particulars	Details
Name of Associates / Joint Ventures	-
Latest Audited Balance Sheet Date	-
Shares of Associate / Joint Ventures held by the Company at the year-end	-
No. of shares	-
Amount of investment in Associates / Joint Venture	-
The extent of Holding (in percentage)	-
Description of how there is a significant influence	-
The reason why the Associate / Joint Venture is not consolidated	-
Net worth attributable to Shareholding as per the latest audited Balance Sheet	-
Profit / Loss for the year	-
i. Considered in Consolidation	-
ii. Not Considered in Consolidation	-

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

By order of the Board

For CALIFORNIA SOFTWARE COMPANY LIMITED

M. Vasudevan
Managing Director
DIN: 01608150

M. Vijayakumar
Whole Time Director
DIN: 07892448

For K. Gopal Rao & Co.
(ICAI Reg. No. 000956S)

CA. Madan Gopal Narayanan
Partner
Chartered Accountants
Membership Number: 211784
Place of Signature: Chennai
Date: April 29, 2026.

Annexure II – Form AOC-2

Disclosure of Related Party Transactions (Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014)

- Details of contracts or arrangements or transactions not at arm's length basis – *Nil*
- Details of contracts or arrangements at arm's length basis – provided in the Notes to Accounts.

Sl. No.	Particulars	Details
1	Name(s) of the related party & nature of relationship	
2	Nature of contracts/arrangements/transactions	
3	Duration of contracts/arrangements/transactions	
4	Salient terms of contracts/ arrangements/ transactions, including the value, if any	
5	Justification of entering into such contracts/ arrangements/ transactions, including the value, if any	
6	Date of approval by the Board	
7	Amount paid in advance, in any	
8	Date on which special resolution was passed in General meeting	

Annexure II-A

Framework for Performance Evaluation of the Board, Committees and Individual Directors

(Pursuant to Rule 8(4) of the Companies (Accounts) Rules, 2014)

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee (NRC) is responsible for formulating the evaluation criteria for performance evaluation of the Board, its Committees, the Chairperson, and individual Directors (both Independent and Non-Independent).

The Board is committed to a formal evaluation process to assess its own performance, the functioning of its Committees, and the contribution of individual Directors. This process enables identification of strengths, areas for improvement, and ensures overall effectiveness in governance.

Process of Evaluation

1. Annual Self-Evaluation: Once every year, the Board conducts a self-evaluation. The Chairman of the Board, supported by the Company Secretary, organises the evaluation process and ensures appropriate follow-up.
2. Evaluation Criteria: The NRC formulates evaluation criteria for the Board and Independent Directors. The criteria broadly cover:
    - Knowledge and competence to perform assigned roles,
    - Time commitment and level of participation,
    - Performance of duties and adequacy of oversight,
    - Professional conduct, independence, and integrity.
3. Feedback Mechanism: Directors are requested to complete evaluation forms and submit them to the Chairman. Feedback is compiled and reviewed by the NRC and the Board.
4. Inclusion in Directors' Report: In accordance with Section 134 of the Companies Act, 2013, the Board's Report shall include a statement indicating that a formal evaluation of the Board, Committees, and Directors was carried out during the year.

Training and Familiarisation Programme for Independent Directors

Every Independent Director, upon induction into the Board, undergoes an orientation programme to familiarise themselves with the Company's strategy, operations, structure, product offerings, and risk management framework.

- Presentations: Executive Directors and Senior Management provide detailed presentations on the Company's business strategy, operations, technologies, human resources, and regulatory environment.
- Formal Appointment Letter: At the time of appointment, each Independent Director receives a formal letter of appointment detailing their roles, duties, responsibilities, and fiduciary obligations.
- Ongoing Updates: Periodic sessions are held to update Independent Directors on industry developments, statutory and regulatory changes, and emerging risks.
- Disclosure: The details of the familiarisation programme for Independent Directors are available on the Company's website at ☞ www.calsofts.com.

Annexure II-B
Framework for Separate Meeting of Independent Directors

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of the Company are required to hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of the Management.

Purpose of the Meeting

The Independent Directors' meeting provides a forum to evaluate the performance of the Board and the Chairperson, and to ensure the quality and independence of decision-making at the Board level.

Scope of Review

At such meeting(s), the Independent Directors shall:

1. Review the performance of Non-Independent Directors and the Board as a whole.
2. Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
3. Assess the quality, quantity, and timeliness of the flow of information between the Company's Management and the Board, which is necessary for the Board to effectively discharge its duties.

Frequency

- The meeting shall be held at least once in every financial year.
- Independent Directors may, at their discretion, convene such meetings at any other time, as deemed necessary.
- The meeting may be conducted before or after a scheduled Board Meeting, depending on convenience.

Annexure II-C
Familiarisation Programme for Independent Directors

In accordance with the provisions of Schedule IV of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a structured Familiarisation Programme for its Independent Directors.

Objective

The programme is designed to:

- Provide insights into the Company's business model, strategy, operations, and industry environment.
- Enhance the Independent Directors' understanding of their roles, rights, responsibilities, and fiduciary duties.
- Familiarise Directors with the financial performance, budgets, control processes, and governance practices of the Company.

Coverage of the Programme

1. Company and Industry Overview: Introduction to the Company's business, products, operations, organisation structure, and industry dynamics.
2. Business and Operational Updates: Presentations on strategy, market trends, challenges, risk management, and regulatory environment.
3. Financial Performance: Detailed sessions on financial results, budgets, and internal control systems.
4. Roles & Responsibilities: Guidance on statutory duties, compliance requirements, and governance responsibilities as per applicable laws.

Responsibility for Conduct

- The Managing Director or other authorised officer(s) lead sessions on business and industry-related aspects.
- The Chief Financial Officer (CFO) or authorised officer(s) provide inputs on financial performance, budget, and control processes.

Ongoing Familiarisation

The programme is not limited to induction alone but continues through:

- Periodic updates at Board/Committee meetings on significant developments.
- Circulation of relevant reports, policies, and regulatory updates.
- Access to the Company's management team for discussions and clarifications.

Annexure III
Extracts from Nomination and Remuneration Policy

Policy on Board Diversity

Purpose of the Policy

This Policy on Board Diversity (the *"Policy"*) sets out the Company's approach to ensuring adequate diversity in the composition of its Board of Directors (the *"Board"*). The Policy has been devised in consultation with the Nomination and Remuneration Committee (NRC) of the Board.

Scope of Application

This Policy applies to the Board of California Software Company Limited (the "Company").

Policy Statement

The Company recognises and embraces the benefits of a diverse Board as an essential element for maintaining a competitive advantage in today's complex business environment.

A truly diverse Board is composed of appropriately qualified individuals with a broad range of experiences relevant to the Company's industry and strategic objectives. Diversity will be reflected in skills, regional and industry experience, background, race, gender, and other distinguishing factors.

While merit remains the primary basis for appointment, diversity will be actively considered in determining the optimal composition of the Board. At a minimum, the Board shall include at least one woman Director in compliance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Review of the Policy

The NRC and the Board will review this Policy periodically to ensure its effectiveness and alignment with applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and other relevant laws.

Remuneration Policy

Purpose of the Policy

This Policy governs the appointment and remuneration of Directors, Key Managerial Personnel (KMP), and Senior Management of the Company, as required under Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015.

The objectives of the Policy are:

a. To evaluate the performance of Board Members;

b. To ensure remuneration involves a balance between fixed and incentive pay, reflecting short- and long-term performance goals;

c. To attract, retain, and motivate qualified personnel, ensuring long-term sustainability and competitive advantage.

Definitions

- Independent Director: As defined under Section 149(6) of the Act.
- KMP: As defined in Section 2(51) of the Act.
- Senior Management: Members of the Company's core management team one level below the Executive Directors, including functional heads.

Composition of the NRC

The NRC shall be constituted in compliance with the Act, Rules, and SEBI (LODR) Regulations, 2015.

Role of the NRC

The Committee shall:

1. Formulate criteria for determining qualifications, positive attributes, and independence of Directors;
2. Identify suitable candidates for appointment as Directors, KMP, and Senior Management;
3. Lay down criteria for performance evaluation of Directors, including Independent Directors;
4. Recommend to the Board matters relating to appointment, remuneration, and removal;
5. Devise a Policy on Board diversity.

Appointment and Removal

- Directors: Appointments are based on integrity, expertise, experience, and alignment with the Board Diversity Policy.
- KMP and Senior Management: The Managing Director is authorised to identify and appoint suitable candidates, subject to NRC/Board guidance where necessary.
- Removal: The NRC may recommend removal of any Director, KMP, or Senior Management for reasons of disqualification, non-performance, or disciplinary action, subject to applicable laws.

Term

- Directors' terms shall be governed by the Act and SEBI (LODR) Regulations, as amended.
- KMP and Senior Management terms shall be governed by the Company's HR policies.

Evaluation
The NRC shall evaluate Directors annually on criteria including knowledge, participation, duties performed, oversight, conduct, and independence. Continuation and re-appointment will be subject to evaluation results.

Remuneration

- Executive Directors / Managing Directors: Compensation will include fixed pay, performance-linked incentives, and may include commission, subject to shareholders'/Government approval where required.
- KMP and Senior Management: Remuneration will be determined by the Managing Director in line with market standards and Company HR policies.
- Non-Executive / Independent Directors: Remuneration will be in the form of sitting fees, commission, or as approved under applicable provisions. Independent Directors shall not be entitled to stock options unless specifically permitted under law.

Annexure IV – Secretarial Audit Report (MR-3)

To,
The Members,
CALIFORNIA SOFTWARE COMPANY LIMITED,
Chennai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. California Software Company Limited, (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion/understanding thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other Records maintained by the Company and made available to us and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on March 31, 2026, appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books, Papers, Minutes' Book, Forms and Returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2026 according to the applicable provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;
ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI ACT') to the extent applicable during the year:-
    a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
    e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
    f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993/ SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client;
    g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
    h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2).
ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited, BSE Ltd and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have examined in limited manner, the systems and processes in place to ensure compliance with specific laws like The Information Technology Act, 2000 and the Rules made thereunder, considering and relying upon representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under these Laws.

During the period under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable during the year, *except for delay in filing forms on few occasions with the MCA, BSE and NSE on statement of deviation and utilization of funds.*

It is represented to us that the Company has initiated measures, wherever required, to address issues raised by the Statutory Authorities and letters/ notices received by the Company during the financial year under various enactments as applicable to the company.

We further report that, subject to the above, the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and the changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions of the Board and Committees were unanimous and the same was captured and recorded as part of the minutes and hence no dissent is recorded in minutes.

We further report that, *during the year exchanges has raised queries on clerical errors in quarterly filings made by the company which has been replied to by the company and replies are yet to be taken on record by the Exchanges.*

We further report that based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines and scope exists for improvement of same.

We further report that during the audit period, the Company has sought the approval of its members for following major events other than transaction of ordinary business

(i) at the Annual General Meeting held on 29.09.2025 with regard to appointment of M/s. S Dhanapal & Associates LLP as Secretarial Auditor for a period of 5 years (01.04.2025 to 31.03.2030) as an Ordinary Resolution;

(ii) At the Postal Ballot on 18.12.2025 with regard to re-appointment Mr. R. S. Chandan (DIN: 08849851), as an Independent Director of the Company, for a second term of 5 (Five) years effective from August 26, 2025 up to August 25, 2030;

We further report that, our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company.

With respect to the applicable Financial Laws such as Direct and Indirect Tax Laws, based on the information & explanations provided by the management and officers of the Company and certificates placed before the Board of Directors, we report that adequate systems are in place to monitor and ensure compliance.

For S DHANAPAL & ASSOCIATES LLP

N. RAMANATHAN
Designated Partner
FCS. 6665
CP No. 11084
UDIN: F006665H001381236

Practicing Company Secretaries
Firm Regn. No. L2023TN014200
Peer Review Certificate No.7751/ 2026

Place: Chennai
Date: 05.09.2026

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To

The Members

CALIFORNIA SOFTWARE COMPANY LIMITED,

Chennai

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records, financial statements and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S DHANAPAL & ASSOCIATES LLP

N. RAMANATHAN
Designated Partner
FCS. 6665
CP No. 11084
UDIN: F006665H001381236

Practicing Company Secretaries
Firm Regn. No. L2023TN014200
Peer Review Certificate No.7751/ 2026

Place: Chennai
Date: 05.09.2026

Annexure V – Particulars of Employees (Rule 5)

Top Ten Employees by Remuneration (FY 2024–25)

Name	Designation	Remuneration (₹)
Mr. Thiyagarajan P	Project Manager	33,00,000
Mr. Syam Sundar	Asso Project Manager	20,13,080
Mr. Yeshwanth	Team Lead	18,00,000
Ms. Crissi Mariam	Team Lead	18,00,000
Mr. Pawan Pandey	Sr Executive	13,65,000
Mr. Hariprakash Rajendran	Sr Developer	12,00,000
Mr. Naga Ravi	Sr Executive	10,00,000
Mr. Vikash Kumar	Developer	9,75,000
Mr. Sameer Pednekar	Developer	9,75,000
Mr. Venkarraman E	Developer	7,00,000

- No employee drew remuneration exceeding ₹1.02 crore per annum.
- No employee drew remuneration exceeding ₹8.5 lakh per month for part of the year.

Annexure VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance to sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of M/s. CALIFORNIA SOFTWARE COMPANY LIMITED (CIN: L72300TN1992PLC022135), (hereinafter referred to as "Company"), we hereby certify that:

On the basis of the written representations / declarations received from Directors of the Company and taken on record by the Board of Directors of the Company as on March 31, 2026, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its Officers, none of the Directors on the Board of the above said Company has been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI / Ministry of Corporate Affairs or any such Statutory Authority.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S DHANAPAL & ASSOCIATES LLP

N. RAMANATHAN
Designated Partner
FCS. 6665
CP No. 11084
UDIN: F006665H001381236

Practicing Company Secretaries
Firm Regn. No. L2023TN014200
Peer Review Certificate No.7751/ 2026

Place: Chennai
Date: 05.09.2026

calsoft

Realize Your Ideas

ANNUAL REPORT 2025-26

INNOVATION
INCLUSION
IMPACT
FOR A STRONGER INDIA

PEOPLE
TECHNOLOGY
OPPORTUNITIES
A STRONGER
INDIA

Corporate Governance Report

TRANSPARENCY | ACCOUNTABILITY | SUSTAINABLE VALUE

Building trust through responsible governance for a stronger tomorrow.

Responsible
Resilient
Future-Ready

IDEAS.
PEOPLE.
IMPACT.

PEOPLE CENTRIC | ETHICAL BUSINESS | SUSTAINABLE GROWTH | LONG-TERM VALUE

A MORE INCLUSIVE INDIA THROUGH TECHNOLOGY

CORPORATE GOVERNANCE REPORT

Good governance facilitates efficient, effective, and entrepreneurial management that delivers sustainable value to stakeholders over the long term. It reflects a commitment to ethical conduct, transparency, accountability, and adherence to values. Corporate governance encompasses the framework of laws, regulations, processes, and practices through which a company is directed, managed, and controlled.

Strong corporate governance underpins the success and integrity of companies, institutions, and markets, and is one of the essential pillars for building an efficient and sustainable business environment.

Corporate governance is rooted in the principles of integrity, fairness, equity, transparency, accountability, and commitment to values. The effectiveness of corporate governance depends not only on the formal framework but also on the culture and mindset of the organization. The Company regards fair and transparent governance as one of its core management tenets and subject its practices to regular and, where possible, independent reviews.

The Company has adopted a Code of Conduct for its Directors, Employees, Consultants, Vendors, and Customers. Additionally, it has in place a Code of Conduct for Prevention of Insider Trading and a Code of Fair Disclosure, in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company ensures timely and accurate disclosure of its financial position, performance, ownership structure, and governance framework to all stakeholders.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the foundation on which sustainable and successful enterprises are built. The Company's philosophy on governance is aimed at promoting fiscal accountability, ethical corporate conduct, and fairness to all stakeholders — regulators, employees, customers, vendors, investors, and society at large.

Strong leadership and robust governance practices have been hallmarks of the Calsoft culture. The Company has a long-standing legacy of fairness, transparency, and ethical practices.

- The Company has adopted a Code of Conduct for its Executive Directors, including the Managing Director, and a separate Code of Conduct for its Non-Executive and Independent Directors, which incorporates the duties of independent directors as prescribed under the Companies Act, 2013 ("the Act").
- The governance framework is further strengthened through the Calsoft Business Excellence Model, the Insider Trading Code, and the Information Security Policy, which ensure the ethical use of IT resources and protection of stakeholder data.
- The Company complies with the requirements stipulated under Regulations 17 to 27, read with Schedule V and Regulation 46(2)(b)–(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Philosophy on Code of Governance

The Corporate Governance philosophy of the Company is based on the following guiding principles:

- Follow the spirit of the law and not merely the letter; standards of governance should go beyond compliance.
- Maintain transparency and a high level of disclosure; when in doubt, disclose.
- Ensure a clear distinction between personal interests and corporate resources.
- Communicate truthfully and consistently with all stakeholders.
- Maintain a simple and transparent corporate structure driven by business needs.
- Ensure compliance with laws in all jurisdictions of operation.
- Recognize that management is the trustee of shareholders' capital, not the owner.

Corporate governance is integral to the Company's pursuit of excellence, growth, and value creation. Beyond statutory compliance, the Company continually seeks to enhance transparency, strengthen internal controls, and institutionalize ethical practices. The Company views governance as an ongoing journey and reiterates its commitment to pursuing the highest standards of corporate governance in the interest of all stakeholders.

2. BOARD OF DIRECTORS

The Board of Directors is entrusted with defining the purpose, values, and long-term strategy of the Company. The primary role of the Board is that of trusteeship, with an objective to protect and enhance stakeholder value through strategic supervision of the Company and its subsidiaries.

The Board exercises leadership, integrity, and sound judgment to ensure sustainable growth and acts in the best interest of the Company and its stakeholders. It plays a critical role in ensuring compliance with applicable laws, monitoring risks, and overseeing the management's performance against strategic objectives.

The Board is ultimately responsible for the management, general affairs, direction, and performance of the Company and is vested with the requisite powers, authorities, and duties.

3. BOARD SIZE AND COMPOSITION

The Board is at the core of the Company's governance framework. The Company believes that an active, well-informed, and independent Board is essential for upholding the highest standards of corporate governance.

The Board comprises a judicious mix of Executive, Non-Executive, and Independent Directors with expertise across diverse domains relevant to the Company's business. Independent Directors, who form a majority on the Board, bring objective and independent judgment to Board deliberations, ensuring balance in decision-making.

Changes during FY 2025-26

- Mr. Ashok Godavarthi (DIN: 08389864) resigned as Independent Director, effective May 29, 2025.The Board appreciated his valuable services contributed during his tenure as an Independent Director in the company.

Board Strength as on March 31, 2026

- Total Directors: 7
    - 3 Independent Directors (including 1 Woman Director)
    - 1 Non-Executive/Non-Independent Director (Chairman)
    - 2 Whole-Time Directors
    - 1 Managing Director

The Board's composition conforms to Regulation 17 of SEBI LODR Regulations, 2015.

Board Practices and Meetings

- None of the Directors are members of more than 10 Committees or Chairpersons of more than 5 Committees across public companies, in compliance with SEBI LODR.
- The Board met seven times during FY 2025–26, with the maximum interval between meetings not exceeding 120 days. Meetings were held on:
    - 30.05.2025
    - 14.08.2025
    - 05.09.2025
    - 14.11.2025
    - 31.01.2026
    - 14.02.2026
    - 02.03.2026
- The required quorum was present at all meetings.
- None of the Non-Executive Directors had any material pecuniary relationship with the Company.

Information Provided to the Board

The Board has unrestricted access to information and is regularly provided with material updates, including but not limited to:

- Annual operating and capital budgets.
- Quarterly financial results (standalone and consolidated).
- Minutes of Board Committees.
- Recruitment/remuneration details of key executives below Board level.
- Statutory notices, litigations, and compliance updates.
- Accidents, environmental issues, and safety reports.
- Defaults in financial obligations, if any.
- Product liability or reputational risks.
- Joint ventures, collaborations, or significant contracts.
- Labor/industrial relations matters, including wage agreements or VRS schemes.
- Sale of material investments or assets outside the ordinary course of business.
- Foreign exchange exposures and risk mitigation strategies.
- Non-compliance with regulatory or statutory requirements, if any.

The Company has established structured procedures for periodic compliance reporting to the Board, including measures taken to rectify instances of non-compliance.

COMPOSITION OF THE BOARD AND THE DIRECTORSHIP(S)/COMMITTEE MEMBERSHIP(S)/CHAIRMANSHIP(S)								
Name and Designation of the Director	Category	No. of Board Meetings		Whether attended the last AGM	No. of Directorships in other companies		No. of Committee positions held in other Public	
		Held	Attended	YES/NO	Chairman	Member	Chairman	Member
Frederick Ivor Bendle	Chairperson, Non-Executive Non-Independent Director	7	7	Yes	0	1	0	0
Vasudevar Mahalingam	Managing Director and CEO	7	7	Yes	0	0	0	0
Manimala	Executive Director	7	7	Yes	0	2	0	0
Vijayakumar	Executive Director	7	7	Yes	0	2	0	0
AVN Simathi	Non-Executive Independent Director	7	7	Yes	0	0	0	0
RS Chandan	Non-Executive Independent Director	7	7	Yes	0	0	0	0
B Duraiswamy	Non-Executive Independent Director	7	7	Yes	0	0	0	0

Board Composition (as on March 31, 2026)

As of March 31, 2026, the Board of California Software Company Limited comprised seven members, including:

- One Promoter Director – Dr. Vasudevan Mahalingam, designated as Managing Director & Chief Executive Officer.
- Three Independent Non-Executive Directors (including one Woman Director).
- One Non-Executive/Non-Independent Director.
- Two Whole-time Directors.

The Chairman of the Board is a Non-Executive/Non-Independent Director. The composition is fully compliant with Regulation 17 of SEBI (LODR) Regulations, 2015.

None of the Directors hold directorships in any other public companies, including listed entities.

Disclosure of Relationships between Directors inter-se

- Ms. Manimala Vasudevan (Executive Director) is the spouse of Dr. Vasudevan Mahalingam (Managing Director & CEO).
- None of the other Directors are related to each other.

Shareholding of Non-Executive Directors

Non-Executive Directors do not hold any equity shares or convertible instruments in the Company.

Risk Management

Although the Company does not fall under the top 1000 companies by market capitalization (as per SEBI LODR), it has voluntarily adopted robust risk assessment and minimization procedures.

- Risks are identified, assessed, and reviewed periodically by the Board.
- Mitigation measures are designed, implemented, and monitored against fixed timelines.
- The framework ensures that both existing and emerging risks are addressed proactively, strengthening resilience and operational sustainability.

Board Meetings – Functioning and Procedures

Calendar of Meetings

- The probable dates of Board meetings for the upcoming year are decided in advance and disclosed in the Annual Report.

Frequency of Meetings

- The Board meets at least once every quarter to review financial results and other matters.
- Additional meetings are convened whenever required.
- In case of urgent business matters, resolutions by circulation are passed.
- The Company also provides teleconferencing/video conferencing facilities to ensure maximum participation.

Location

- The venue of each meeting is informed to Directors well in advance.

Agenda and Materials

- The agenda papers and supporting documents are circulated in advance to Directors to facilitate informed discussions.
- Where it is not feasible to circulate documents beforehand, they are tabled at the meeting.
- Directors are encouraged to suggest additional agenda items.

Presentations by Management

- The Board regularly receives detailed presentations on:
    - Finance, sales, marketing, and operations.
    - Major business segments and subsidiaries.
    - Global industry trends and business strategy.
    - Risk management initiatives.

Access to Employees

- Directors have unrestricted access to the Company's officers and employees.
- Management is encouraged to invite senior executives to meetings where their expertise would aid deliberations.

Information Available to the Board

The following matters, among others, are regularly placed before the Board:

- Annual operating and capital expenditure budgets.
- Quarterly and annual financial results (standalone and consolidated).
- Subsidiary performance reports and investment updates.
- Risk management framework and mitigation actions.
- Minutes of subsidiary Boards and Committees.
- Related party transactions.
- Treasury management and forex exposure updates.
- Statutory compliance status and reports of non-compliance, if any.
- Recruitment and remuneration of key managerial personnel.
- Show cause/demand notices and significant legal matters.
- Major collaboration agreements or joint ventures.
- Sale of material assets or investments not in the ordinary course of business.
- Changes in accounting policies or significant HR developments.

Post-Meeting Follow-up

- Decisions of the Board/Committees are promptly communicated to relevant departments.
- An Action Taken Report (ATR) on previous decisions is placed in the subsequent meeting for review.

4. Code of Conduct

The Company has adopted a Code of Conduct applicable to all employees, including the Managing Director and Executive Directors. This Code is available on the Company's website.

In addition, the Board has adopted a Code of Conduct for Non-Executive Directors, which incorporates the duties of Independent Directors as laid down in Schedule IV of the Companies Act, 2013. This Code is also hosted on the Company's website.

All Board Members and Senior Management Personnel (as defined under Regulation 26(3) of SEBI LODR Regulations) have affirmed compliance with the respective Codes of Conduct. A declaration to this effect, duly signed by the Managing Director & CEO, forms part of this Report.

Further, the Senior Management has confirmed that there are no material financial or commercial transactions between them and the Company that could have a potential conflict of interest with the Company's business at large.

Independent Directors

All Independent Directors of the Company have been appointed in accordance with the provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Formal letters of appointment have been issued to them, and the terms and conditions of their appointment are disclosed on the Company's website.

Declaration by Independent Directors

Every Independent Director, at the first meeting of the Board in which they participate as a Director, and thereafter at the first meeting of the Board in every financial year, provides a declaration confirming that they meet the independence criteria as prescribed under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI LODR Regulations, 2015.

The Company has received such declarations from all Independent Directors. In the Board's opinion, all Independent Directors fulfill the conditions specified under the SEBI LODR Regulations and are independent of the management.

Independent Directors' Meeting

In compliance with the provisions of the Companies Act, 2013, and SEBI LODR Regulations, the Independent Directors are required to meet at least once every financial year, without the presence of Executive Directors and members of management.

During FY 2025–26, the Independent Directors met on February 14, 2026 and, inter alia, discussed the following:

- Performance of Non-Independent Directors and the Board as a whole.
- Performance of the Chairperson of the Company, taking into account the views of Executive and Non-Executive Directors.
- The quality, quantity, and timeliness of the flow of information between management and the Board, which is necessary for the Board to effectively discharge its duties.

Familiarisation Programme for Independent Directors

The Company has put in place a Familiarisation Programme for its Independent Directors, with the objective of providing them with insights into the Company's operations and enabling them to contribute effectively to Board deliberations.

- Independent Directors are provided with documents, reports, and internal policies to familiarize themselves with the Company's procedures and practices.
- Periodic presentations are made at Board and Committee meetings on business performance, global industry trends, strategy, and risk management.
- Quarterly updates on relevant statutory and regulatory changes are shared with Directors.
- Upon appointment, Independent Directors are issued a formal Letter of Appointment outlining their roles, functions, responsibilities, and fiduciary duties.

Details of the Familiarisation Programme are available on the Company's website at https://www.calsofts.com/investors.

Skills, Expertise and Competencies of the Board

Based on the recommendations of the Nomination and Remuneration Committee (NRC), the Board has identified the following core skills, expertise, and competencies required in the context of the Company's business and the IT/ITES sector in which it operates:

1. Industry Knowledge and Domain Expertise – Deep understanding of the IT services, SaaS, and digital transformation landscape.
2. Strategic Leadership and Governance – Ability to provide long-term strategic direction and ensure robust governance practices.
3. Financial Acumen – Strong knowledge of financial management, capital markets, and regulatory frameworks.
4. Technology and Innovation – Expertise in emerging technologies such as AI, Cloud, IoT, and Blockchain.
5. Risk Management – Experience in identifying, assessing, and mitigating business and operational risks.
6. Global Business Perspective – Understanding of global market dynamics, cross-border operations, and international business development.
7. People and Culture Development – Skills in talent management, succession planning, and fostering an ethical, inclusive workplace.
8. Legal, Regulatory, and Compliance – Familiarity with corporate law, SEBI regulations, and governance standards.

Skills, Expertise, and Competencies Available with the Board (Skills/ Expertise/ Competence)

<table>
<tr><th>Name of Director</th><th>Skills/ expertise /competencies possessed</th></tr>
<tr><td>Dr. Vasudevan Mahalingam</td><td rowspan="8">All members of the Board possess the requisite management skills, professional expertise, and industry knowledge necessary for effective governance. Collectively, the Directors bring a strong understanding of:

• IT Industry and Operations – Comprehensive knowledge of the IT/ITES and SaaS sectors, including digital transformation and global delivery models.
• Technological Advancements – Awareness of emerging technologies and innovations, enabling the Company to remain competitive in a rapidly evolving market.
• Strategic Leadership – Ability to design and implement business strategies that drive sustainable growth and enhance stakeholder value.
• Business Environment Awareness – Close monitoring of the competitive landscape and industry trends to ensure proactive decision-making.
• Governance and Compliance – Commitment to adhering to statutory and regulatory requirements and upholding the highest standards of ethics and transparency.
• Stakeholder Management – Proven ability to balance the interests of shareholders, customers, employees, and regulators while fostering long-term relationships.

The combined experience and competencies of the Board enable the Company to adapt to dynamic market conditions, mitigate risks effectively, and deliver consistent performance in line with stakeholder expectations.</td></tr>
<tr><td>Mr. Frederick Ivor Bendle</td></tr>
<tr><td>Dr. Manimala Vasudevan</td></tr>
<tr><td>Mr. Vijayakumar Madhavan</td></tr>
<tr><td>Mrs. AVN Srimathi</td></tr>
<tr><td>Mr. RS Chandan</td></tr>
<tr><td>Mr. Duraiswamy Basuvaiah</td></tr>
<tr><td></td></tr>
</table>

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has carried out the annual evaluation of:

- The Board as a whole
- The Committees of the Board
- Individual Directors (including Independent Directors and the Chairperson)

The Nomination and Remuneration Committee (NRC) approved a checklist and framework for performance evaluation, in line with the SEBI Guidance Note on Board Evaluation (January 5, 2017).

- Board Evaluation: Conducted based on inputs from all Directors, focusing on criteria such as Board composition, structure, effectiveness of processes, adequacy of information, and quality of decision-making.
- Committee Evaluation: Based on inputs from respective Committee Members, covering aspects such as composition, frequency, effectiveness of meetings, and clarity of roles.
- Individual Director Evaluation: Based on preparedness for meetings, meaningful and constructive participation, quality of inputs, and contribution to discussions.
- Chairperson Evaluation: Covered leadership effectiveness, strategic guidance, fostering of Board culture, and overall effectiveness in managing the Board.

A separate meeting of the Independent Directors was held, where they evaluated:

- The performance of Non-Independent Directors
- The functioning of the Board as a whole
- The performance of the Chairperson, after considering inputs from both Executive and Non-Executive Directors

The outcomes of these evaluations were discussed at the subsequent Board meeting. The Board and NRC confirmed that the performance of the Board, its Committees, and individual Directors was effective and met the expectations set under applicable regulations.

5. Audit Committee

Terms of Reference

The Audit Committee is constituted in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015. Its role was further updated to align with amendments to the SEBI (LODR) Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The terms of reference of the Audit Committee include, inter alia:

- Oversight of financial reporting and disclosure processes.
- Review of annual, half-yearly, and quarterly financial statements before submission to the Board.
- Monitoring of accounting policies, internal controls, financial controls, and risk management policies.
- Pre-audit discussions with Statutory Auditors and post-audit reviews of findings.
- Recommendations to the Board on appointment, re-appointment, replacement, or removal of Statutory Auditors, along with their remuneration.
- Monitoring auditor independence and effectiveness of the audit process.
- Review of adequacy and effectiveness of the internal audit function, including staffing, reporting lines, and coverage.
- Evaluation of internal financial controls and risk management systems.
- Scrutiny of inter-corporate loans and investments, utilization of funds, and related-party transactions.
- Oversight of whistle-blower mechanisms and regulatory compliance processes.
- Approval of CFO appointment after assessing qualifications and suitability.
- Any other function as prescribed under Part C of Schedule II of the SEBI (LODR) Regulations, 2015, or Section 177 of the Companies Act, 2013.

Meetings Held

During FY 2025–26, the Audit Committee met five times:

- 30.05.2025
- 14.08.2025
- 05.09.2025
- 14.11.2025
- 14.02.2026

The gap between two consecutive meetings did not exceed 120 days, in compliance with SEBI LODR. The meetings were attended by the Managing Director & CEO, the Chief Financial Officer, and representatives of the Statutory Auditors. Business and Operational Heads were invited when required.

The Company Secretary acts as the Secretary to the Committee. The Chairperson also holds periodic discussions with the Statutory Auditors in the absence of Company Executives to address critical issues.

Here's your data presented in a clean tabular format for inclusion in the Corporate Governance Report

Audit Committee – Attendance during FY 2025–26

Directors	30-05-2025	14-08-2025	05-09-2025	14-11-2025	14-02-2026	Remarks
Mrs. AVN Srimathi (Chairperson)	✓	✓	✓	✓	✓	NIL
Mr. RS Chandan	✓	✓	✓	✓	✓	NIL
Mr. Duraiswamy Basuvaiah	✓	✓	✓	✓	✓	NIL

Audit Committee – Constitution and Functioning

In accordance with the provisions of Section 177 of the Companies Act, 2013, Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly constituted a qualified and independent Audit Committee.

As of March 31, 2026, the Audit Committee comprised three (3) Non-Executive & Independent Directors, all of whom possess sound financial and accounting knowledge and bring diverse expertise to the deliberations of the Committee.

The composition, procedures, powers, roles, functions, and terms of reference of the Audit Committee are detailed in the Corporate Governance Report, which forms an integral part of the Board's Report.

During the year under review:

- The Audit Committee met regularly and discharged its responsibilities effectively.
- The recommendations and suggestions made by the Audit Committee were duly considered and accepted by the Board of Directors.
- There were no instances of recommendations not being accepted by the Board.

6.Nomination and Remuneration Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly constituted a Nomination and Remuneration Committee (NRC).

As of March 31, 2026, the Committee comprised the following members, all of whom are Non-Executive & Independent Directors:

Name of the Member	Category	Position in Committee
Mrs. AVN Srimathi	Non-Executive, Independent Director	Chairperson
Mr. R.S. Chandan	Non-Executive, Independent Director	Member
Mr. Duraiswamy Basuvaiah	Non-Executive, Independent Director	Member

*Role of the Nomination and Remuneration Committee

The role of the Committee, inter alia, includes:

- Identifying individuals qualified to become Directors and who may be appointed in senior management positions, in accordance with prescribed criteria.
- Recommending to the Board the appointment and removal of such individuals.
- Evaluating the performance of Directors.
- Formulating criteria for determining qualifications, positive attributes, and independence of Directors.
- Formulating a policy relating to the remuneration of Directors, Key Managerial Personnel (KMP), and other employees.
- Devising a policy on Board diversity.

Meetings Held

During the financial year 2025–26, the Committee met five times on:

- 30.05.2025
- 14.08.2025
- 05.09.2025
- 14.11.2025
- 14.02.2026

Nomination and Remuneration Committee – Composition and Attendance (FY 2025–26)

The Committee met five times during the year on 30.05.2025, 14.08.2025, 05.09.2025,14.11.2025, and 14.02.2026.
The gap between two meetings did not exceed 120 days, in compliance with the SEBI Listing Regulations.

Directors	30-05-2025	14-08-2025	05-09-2025	14-11-2025	14-02-2026	Remarks
Mrs. AVN Srimathi (Chairperson)	✓	✓	✓	✓	✓	NIL
Mr. RS Chandan	✓	✓	✓	✓	✓	NIL
Mr. Duraiswamy Basuvaiah	✓	✓	✓	✓	✓	NIL

Key: ✓ = Present, ✗ = Absent

The gap between two meetings did not exceed 120 days, in compliance with the SEBI Listing Regulations.

Nomination and Remuneration Committee (NRC)

The Company has constituted a Nomination and Remuneration Committee in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015. As of March 31, 2026, the Committee comprised only Non-Executive Independent Directors, with Mrs. AVN Srimathi serving as the Chairperson.

Terms of Reference of the Committee

The NRC is entrusted with the following responsibilities:

1. Succession Planning
   - To oversee succession planning for key positions, namely the Directors, Chief Executive Officer (CEO), Chief Operating Officer (COO), Chief Financial Officer (CFO), and Senior Management.
   - To identify, screen, and review candidates (internal and external) and recommend suitable appointments to the Board.
2. Appointments and Removals
   - To recommend to the Board the appointment and removal of Directors, Key Managerial Personnel (KMP), and persons in Senior Management (defined as corporate officers of the Company).
3. Evaluation
   - To conduct performance evaluation of all Directors, including Independent Directors, and the overall Board and its Committees.
4. Remuneration Framework
   - To recommend a policy relating to the remuneration of Directors, KMP, and other employees, ensuring:
     - Remuneration levels are reasonable, sufficient, and capable of attracting, retaining, and motivating talent.
     - A clear linkage between remuneration and performance benchmarks.
     - A balance between fixed and incentive pay that reflects both short-term and long-term performance objectives.
5. Additional Responsibilities
   - To formulate criteria for determining the qualifications, positive attributes, and independence of Directors.
   - To devise a policy on Board diversity.
   - To review and approve/recommend remuneration for the Company's Whole-time Directors and Corporate Officers.
   - To approve the inclusion and promotion of senior officers as Corporate Officers.
   - To regularly review the Human Resource function of the Company.
   - To approve grants of stock options to eligible employees and Directors (excluding Independent Directors and Promoter Directors) of the Company and its subsidiaries.
   - To discharge such other functions or exercise such powers as may be delegated by the Board from time to time.
   - To report periodically to the Board and reassess the adequacy of its Charter.

Policy on Selection and Appointment of Directors

- The Committee identifies and evaluates the integrity, qualifications, expertise, and experience of candidates for appointment as Director, KMP, or Senior Management, in line with the Company's policy.
- The Committee has the discretion to determine whether a candidate's qualifications and experience are sufficient for the role.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of 70 years, unless approved by shareholders through a Special Resolution

Remuneration Policy and Criteria

Executive Directors

- The remuneration of Executive Directors is recommended by the NRC to the Board and, upon approval by the Board, is placed before shareholders for final approval.
- Executive Directors do not receive sitting fees for attending Board or Committee meetings.
- During FY 2025–26, only one Executive Director received remuneration.
- There are no provisions for notice period or severance fees payable at termination.
- No stock options are granted to Executive Directors.

Non-Executive Directors

- Non-Executive Directors may receive sitting fees for attending meetings of the Board and its Committees, as determined by the Board within statutory limits.
- They may also be entitled to profit-related commission, if approved by shareholders.
- Independent Directors are not eligible for stock options.

Yearly Remuneration paid to executive directors

Name & Designation of the Executive Director	Salary & Allowances (₹)	Contribution to PF & Other Funds (₹)	Other Perquisites / Benefits (incl. medical reimbursement, car facility, etc.) (₹)	Total (₹)
Mr. Vijayakumar Madhavan – Whole-Time Director	18,00,000	NIL	NIL	18,00,000
Ms. Manimala Vasudevan – Whole-Time Director	18,00,000	NIL	NIL	18,00,000

Remuneration of Non-Executive Directors

- During the year under review, the Company did not pay any sitting fees to its Non-Executive Directors for attending the meetings of the Board of Directors, Audit Committee, and Finance Committee.
- The Company also did not pay any commission to its Non-Executive Directors.
- Further, there are no pecuniary relationships or transactions between the Non-Executive Directors and the Company.

Succession Planning

The Nomination and Remuneration Committee (NRC) is responsible for evaluating and recommending to the Board an appropriate leadership succession plan. The objective is to ensure orderly succession in appointments to the Board and Senior Management positions.

This framework also emphasizes internal talent development. By creating opportunities for Senior Management personnel to rise to future leadership roles, the Company strengthens organizational stability while motivating its talent pool.

7.Stakeholders' Relationship Committee

(Formerly known as Shareholders'/Investors' Grievance Committee)

The Company has constituted a Stakeholders' Relationship Committee in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to address and resolve grievances of shareholders and investors.

The Committee reviews and resolves complaints related to:

- Transfer, transmission, or credit of shares;
- Non-receipt of dividends, notices, and Annual Reports;
- Redressal of investor queries, complaints, and requests.

Composition as of March 31, 2026

- Dr. Vasudevan Mahalingam – Executive Director
- Mrs. AVN Srimathi – Non-Executive Independent Director
- Mr. RS Chandan – Non-Executive Independent Director
- Mr. Duraiswamy Basuvaiah – Non-Executive Independent Director

The Committee, therefore, comprises four Directors, of which three are Non-Executive Independent Directors and one is an Executive Director, ensuring independence in its functioning.

Stakeholders' Relationship Committee – Meetings & Attendance (FY 2025–26)

The Committee met five times during the financial year 2025–26, as per the details below. The gap between two meetings did not exceed 120 days, in compliance with SEBI (LODR) Regulations, 2015.

Directors	30-05-2025	14-08-2025	05-09-2025	14-11-2025	14-02-2026	Remarks
Mrs. AVN Srimathi (Chairperson)	✓	✓	✓	✓	✓	NIL
Mr. RS Chandan	✓	✓	✓	✓	✓	NIL
Mr. Duraiswamy Basuvaiah	✓	✓	✓	✓	✓	NIL
Dr. Vasudevan Mahalingam	✓	✓	✓	✓	✓	NIL

Terms of Reference

The Committee supervises the mechanism for redressal of shareholders'/investors' grievances and ensures cordial investor relations. Its scope includes:

- Redressal of complaints relating to transfer/transmission of shares, non-receipt of annual reports, non-receipt of dividends, etc.
- Scrutiny of the performance of the Registrar & Share Transfer Agent (RTA) and recommending measures for service quality improvement.
- Addressing any allied matters incidental to investor grievance redressal.

Details of Investor Complaints (FY 2025–26)

- Number of complaints received: 0
- Number of complaints resolved: 0
- Complaints pending/unresolved: 0
- Complaints not solved to the satisfaction of shareholders: 0

Nature of Complaints Received & Redressed (2025–26)

Sl. No.	Nature of Complaint	Received & Redressed
1	Correspondence regarding demat/general issues	0
2	Non-receipt of share certificate / transfer / transmission of shares	0
3	Revalidation/non-receipt of dividend warrants / dividend payment status	0

Compliance Officer
Mr. Krishnamoorthy Venkatesan
Company Secretary & Compliance Officer
California Software Company Limited
Workflo, Greeta Towers, Industrial Estate, Perungudi, OMR Phase 1, Chennai – 600096
📞 Ph: +91 9884223183
✉ Email: cs@calsoftgroup.com

8. Independent Directors' Meeting

During the year, the Independent Directors met once, without the presence of Executive Directors or management, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole.
- Evaluation of the performance of the Chairman, considering the views of Executive and Non-Executive Directors.
- Evaluation of the quality, content, and timeliness of the flow of information between the management and the Board.

All Independent Directors were present at this meeting.

Declaration by Independent Directors

As required under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI LODR 2015, each Independent Director submitted a declaration confirming that they meet the criteria of independence.
The Board has confirmed that all Independent Directors are independent of management and fulfill the conditions specified under the Act and SEBI regulations.

Training & Familiarization Program for Independent Directors

- Independent Directors are provided with documents, reports, and policies to familiarize themselves with the Company's practices.

- Periodic presentations are made at Board and Committee meetings on:
  - Business and performance updates,
  - Industry and global business environment,
  - Corporate strategy and risks,
  - Statutory and regulatory updates (quarterly).
- Upon appointment, Directors receive a formal Letter of Appointment detailing their roles, responsibilities, and fiduciary duties.
- Orientation programs and presentations by senior management further familiarize them with strategy, operations, HR policies, technology, and risk management.

📌 The details of the familiarization program are available on the Company's website: https://www.calsofts.com/investors

Performance Evaluation

In line with the Companies Act, 2013 and SEBI LODR 2015, the Company carried out an annual performance evaluation of:

- The Board,
- Its Committees, and
- Individual Directors (including the Chairman).

Evaluation Focus

- Independent Directors: Corporate governance adherence, strategic contributions, fiduciary responsibilities, and active participation in meetings.
- Non-Independent Directors & Board: Business prudence, ethical practices, integrity, and commitment to stakeholder value.
- Chairman: Conduct of Board proceedings, unbiased decision-making, addressing Directors' concerns, and ensuring effective deliberations.

The evaluation was conducted through structured criteria approved by the NRC. The Directors expressed satisfaction with the process and outcomes.

9. Subsidiary Companies

- As per Regulation 16(1)(c) of SEBI LODR, no unlisted Indian subsidiary of the Company qualifies as a material subsidiary (i.e., income/net worth >20% of consolidated figures).
- Hence, the requirement under Regulation 24 for appointing an Independent Director of the Company on the board of a material subsidiary does not apply.
- The Audit Committee regularly reviews:
  - Financial statements of subsidiaries,
  - Investments made by subsidiaries.
- Minutes of Board meetings and significant transactions/arrangements of subsidiaries are placed before the Company's Board.
- The Policy on Material Subsidiaries is available at: https://www.calsofts.com/investors

10. General Body Meetings

Details of Annual General Meetings (AGMs)

Financial Year	Date	Time	Venue
2022–23	29th Sept 2023	01:30 PM	Workflo, Greeta Towers, Chennai – OMR Phase 1 (VC/OAVM)
2023–24	9th Sept 2024	04:00 PM	Workflo, Greeta Towers, Chennai – OMR Phase 1 (VC/OAVM)
2024–25	29th Sept 2025	05:00 PM	Workflo, Greeta Towers, Chennai – OMR Phase 1 (VC/OAVM)

11. Special Resolutions Passed

AGM – 29th September 2023

- No special resolutions were passed.

AGM – 9th September 2024

- Re-appointment of Mrs. AVN Srimathi (DIN: 08328823) as an Independent Director.

AGM – 29th September 2025

- Re-appointment of M/s. S Dhanapal & Associates LLP as Secretarial Auditor for a period of 5 years

Postal Ballot – 18th December 2025

- To consider and approve the proposal for raising funds, in one or more tranches, by way of issuance of equity shares and/or other permissible convertible securities through a Qualified Institutional Placement (QIP) for an aggregate amount up to Rs.200,00,00,000 (Rupees Two Hundred Crores only), subject to necessary approvals:
- To consider and approve Foreign Direct Investment (FDI) and/or issuance of Foreign Currency Convertible Bonds (FCCBs) aggregating up to USD 100 million, in compliance with FEMA and RBI guidelines:
- To consider and approve increase in the Authorised Share Capital of the Company from the existing capital to Rs. 225 Crores and to make consequential amendments to Clause V of the Memorandum of Association of the Company, subject to shareholders' approval.:
- To make Investments, give Loans, Guarantees and Security in Excess of Limits Specified Under Section 186 of the Companies Act, 2013

- To re-appoint Mr. RS Chandan (DIN: 08849851) as an Independent Director

(Scrutinizer: Mr. N. Ramanathan, FCS 6665, Designated Partner, M/s. S Dhanapal & Associates LLP)

Extra-Ordinary General Meetings (EOGMs):

- No EoGMs were held during FY 2022–23, FY 2023–24 and 2024–25

12.DISCLOSURES

Materially Significant Related Party Transactions

There were no materially significant related party transactions during FY 2025–26 that could have had a potential conflict with the interests of the Company. The transactions entered into with related parties were in the ordinary course of business and on an arm's length basis, duly disclosed in the financial statements.

- A Policy on Related Party Transactions, formulated pursuant to the Companies Act, 2013, and SEBI (LODR) Regulations, 2015, has been approved by the Board and is available on the Company's website at https://www.calsofts.com/investors.
- The Company has obtained requisite declarations from all Directors and senior management personnel confirming that they had no financial or commercial transactions with the Company that could give rise to a conflict of interest.

Compliances by the Company

- The Company has complied with all applicable provisions of the SEBI (LODR) Regulations, 2015, Stock Exchange requirements, and other statutory authorities on matters relating to capital markets during the last three years.
- No penalties or strictures have been imposed on the Company by SEBI, Stock Exchanges, or any other statutory authority.
- All disclosures required under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015 have been made in this Report.

Other Disclosures

- The Company has a Whistle Blower Policy, and no personnel have been denied access to the Audit Committee.

- No funds were raised through public, rights, or preferential issues during the year.
- The Company has adopted an Archival Policy and a Policy for Determination of Materiality of Events or Information, both of which are available on the Company's website.
- A certificate from a Practicing Company Secretary confirming that none of the Directors have been debarred or disqualified by SEBI, MCA, or any statutory authority is annexed to this Report.

CEO/CFO Certification

In accordance with Regulation 17(8) of SEBI (LODR) Regulations, 2015, read with Part B of Schedule II, the CEO and CFO certification was placed before the Board along with the financial statements for the year ended March 31, 2026. The same forms part of this Annual Report.

Whistle Blower Policy

The Company has established a Whistle Blower Policy to ensure transparency, accountability, and high ethical standards.

- It provides avenues for Directors, employees, contractors, clients, vendors, auditors, or other stakeholders to report unethical behavior, suspected fraud, or violation of the Company's Code of Conduct.
- Complaints are overseen either by the Ombudsperson (for senior management cases) or the Chief Ethics Officer (for other cases).
- The whistleblower has direct access to the Audit Committee, and confidentiality of identity is assured.
- The Audit Committee periodically reviews the status of complaints received and their resolution.
- The Policy is available on the Company's website at www.calsofts.com.

Code for Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015:

- The Company has adopted a Code of Practices and Procedures for Fair Disclosure of UPSI and a Code of Conduct to regulate, monitor, and report trading by employees and connected persons.
- Directors, officers, and designated employees are required to adhere strictly to these Codes while dealing in securities of the Company.
- Initial and continual disclosures by Directors and KMPs are filed with Stock Exchanges within the prescribed timelines.
- Dealings by Directors and senior management personnel are monitored and reported to the Audit Committee.

Fees Paid to Statutory Auditor

During FY 2025–26, the Company and its subsidiaries, on a consolidated basis, paid an aggregate fee of ₹6.00 lakhs to M/s. K. Gopal Rao & Co., Chartered Accountants, Statutory Auditors of the Company, towards statutory audit and other permitted services.

Prevention and Redressal of Sexual Harassment at Workplace Policy

The Company is committed to providing a safe and healthy work environment that is free from harassment of any kind, including sexual harassment. To prevent and redress such complaints, the Company has adopted a Prevention and Redressal of Sexual Harassment at Workplace Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

This policy applies to all employees of the Company, its group companies, and joint ventures operating in India, including regular, temporary, ad hoc, daily wagers, contractual staff, vendors, clients, consultants, trainees, probationers, apprentices, contract labour, and visitors.

The policy extends beyond the physical office space and covers any place visited by the employee during the course of employment, including work-related travel, offsite meetings, and company events.

- The Company has constituted an Internal Complaints Committee (ICC) to investigate and redress sexual harassment complaints.
- The functioning and implementation of the policy are periodically reviewed by the Audit Committee of the Board.

Disclosures for FY 2025–26:

- Number of complaints filed during the year: Nil
- Number of complaints disposed of during the year: Nil
- Number of complaints pending as of March 31, 2026: Nil

Compliance with Mandatory and Non-Mandatory Requirements of SEBI (LODR) Regulations, 2015

The Company has complied with all mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In addition, the following non-mandatory requirements have also been adopted:

1. Shareholders' Rights – Financial results, reports, and other statutory disclosures are regularly filed with SEBI/Stock Exchanges and made available in the *Investors* section of the Company's website.
2. Audit Qualifications – Explanations and responses to Auditor's qualifications (if any) are detailed in the Board's Report.
3. Separate roles of CEO and CFO – The positions of the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are held by separate individuals.
4. Internal Auditor Reporting – The Internal Auditor reports directly to the Audit Committee on functional matters.
5. Corporate Governance Compliance Certificate – A compliance certificate regarding adherence to SEBI (LODR) requirements, issued by a Practicing Company Secretary, is annexed to this Report.

Means of Communication

- Quarterly Results – Published in leading newspapers such as *Financial Express* (English) and *Makkal Kural* (Tamil).
- Website – The Company's website (www.calsofts.com) provides comprehensive information including financial results, annual reports, press releases, investor presentations, and shareholding patterns.
- Stock Exchanges – All material information and price-sensitive updates are promptly submitted to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).
- Investor Contact – The Company has a designated e-mail ID for investor services: investors@calsoftgroup.com.

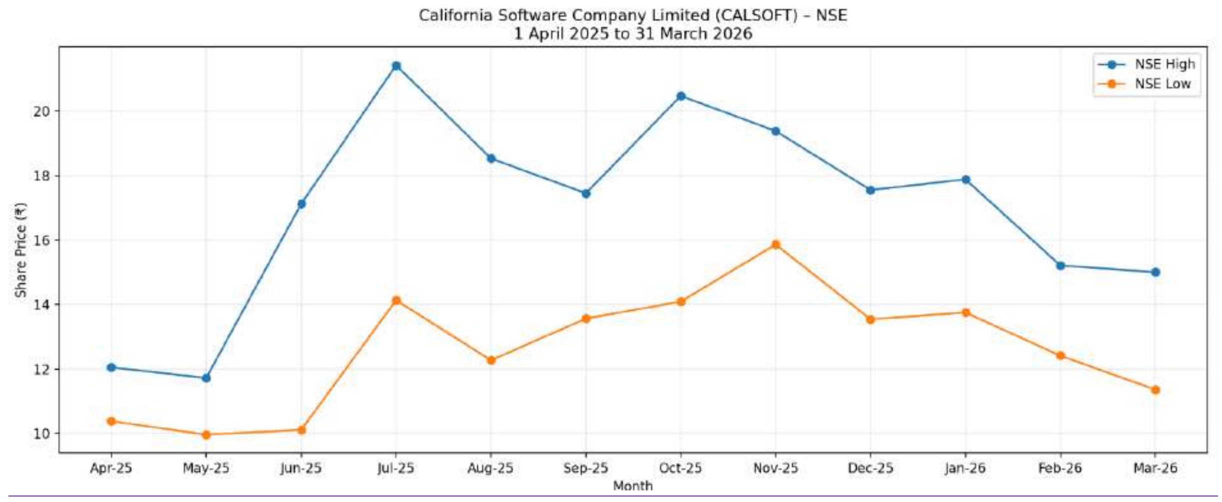
General Shareholder Information

Particulars	Details
Annual General Meeting	September 29, 2026 at 5:00 P.M. (VC/OAVM)
Financial Year	April 1, 2025 – March 31, 2026
Book Closure Dates	September 22, 2026 to September 29, 2026 (both days inclusive)
Dividend Payment Date	N.A.
Stock Exchanges	NSE: Exchange Plaza, BKC, Mumbai – 400051; BSE: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001
Stock Codes	NSE: CALSOFT; BSE: 532386
ISIN	INE526B01014
Listing Fees	Paid for FY 2025–26 and 2026-27
CIN	L72300TN1992PLC022135
Registered Office	Prince Infocity 1, 12th Floor, Rajiv Gandhi Salai, Kandanchavadi, Perungudi, Chennai – 600096.

Stock Market Price Data (FY 2025–26)

Month	BSE High	BSE Low	NSE High	NSE Low
April 2025	12.30	10.15	12.05	10.38
May 2025	11.90	10.16	11.72	9.96
June 2025	16.91	10.14	17.12	10.11
July 2025	21.61	14.17	21.42	14.13
August 2025	18.56	12.36	18.53	12.27
September 2025	17.18	13.53	17.45	13.56
October 2025	20.85	13.66	20.47	14.09
November 2025	19.04	16.00	19.38	15.86
December 2025	18.94	13.01	17.55	13.54
January 2026	18.50	13.47	17.88	13.75
February 2026	15.90	11.11	14.92	12.41
March 2026	15.00	10.25	15.00	11.36

PERFORMANCE OF THE SHARE PRICE OF THE COMPANY IN COMPARISON WITH BSE SENSEX AND NSE NIFTY



REGISTRARS AND TRANSFER AGENTS

Name and Address :

Integrated Registry Management Services Private Limited
(Unit: California Software Co Ltd)
2ndFloor, KencesTowers,
1, RamakrishnaStreet, NorthUsmanRoad, T Nagar,
Chennai -600017India
Tel:+91-44-28140801 to 28140803
Email:yuvraj@integratedindia.in

INVESTOR CORRESPONDENCE ADDRESS

California Software Company Limited
Secretarial Department
Prince Infocity 1,
12th Floor,Rajiv Gandhi Salai,
Kandanchavadi, Perungudi,
Chennai-600096 India
Tel:+91-9092053888
Email: investor@calsoftgroup.com

Share Transfer System

Over 99% of the Company's equity shares are held in dematerialised form. Transfer of these shares is executed through the depositories without any involvement of the Company.

For shares held in physical form, the authority has been delegated to Company officials, who process transfer requests on a fortnightly basis.

- Shares sent for physical transfer are generally registered and returned within 15 days from the date of receipt, subject to valid and complete documentation.

- As required under Regulation 40(9) of SEBI (LODR) Regulations, 2015, the Company has obtained half-yearly compliance certificates from a Practicing Company Secretary confirming due compliance with share transfer formalities, which were filed with the Stock Exchanges.
- As of March 31, 2026, no equity shares were pending transfer.

Reconciliation of Share Capital Audit Report

As required under Regulation 76 of SEBI (Depositories and Participants) Regulations, 1996, a quarterly Reconciliation of Share Capital Audit was carried out for FY 2025–26.

The audit confirmed that the total issued/paid-up share capital is in agreement with the aggregate number of shares in physical form and those held in dematerialised form with NSDL and CDSL.

Particulars	No. of Shares (Fully Paid)	% of Issued Capital
Listed Capital	23612932	
Held in Dematerialised Form – NSDL	15451156	65.44
Held in Dematerialised Form – CDSL	8071367	34.18
Physical Shares	90409	0.38
Particulars	No. of Shares (Partially Paid)	% of Issued Capital
Listed Capital	38215492	
Held in Dematerialised Form – NSDL	36073785	94.40
Held in Dematerialised Form – CDSL	2141707	5.60
Physical Shares	-	-

Distribution of Equity Shareholding as on March 31, 2026

Category	No. of Shareholders	No. of Shares	% of Shares Held
Promoters	1	3,84,96,620	62.26%
Directors & Relatives (Excl. Independent/Nominee)	2	76,553	0.12%
UTI	1	300	0.00%
NRI	137	7,27,797	1.18%
Foreign Nationals	8	10,499	0.02%
Bodies Corporate	37	4,96,715	0.80%
Individuals (Nominal ≤ ₹2 Lakhs)	16,821	91,89,065	14.86%
Individuals (Nominal > ₹2 Lakhs)	120	1,21,61,756	19.67%
Clearing Member	4	1,867	0.00%
LLP	2	1,72,112	0.28%
LLP (Corporate Body)	1	1	0.00%
HUF	193	4,95,038	0.80%
Margin Trading Account	1	1	0.00%
Trusts	1	100	0.00%
Total	17,329	6,18,28,424	100.00%

Code of Business Ethics and Conduct (COBEC)

The Board has prescribed a Code of Business Ethics and Conduct (COBEC) that ensures:

- Transparency
- Ethical conduct
- Gender-friendly workplace
- Legal compliance
- Protection of Company property and information

The Code applies to all Directors, employees, third-party vendors, consultants, and customers worldwide. For Independent Directors, COBEC also incorporates the duties under Schedule IV of the Companies Act, 2013.

- COBEC is periodically reviewed to align with best business practices.
- The Code is available on the Company's website: www.calsofts.com.
- All Board Members and Senior Management have confirmed compliance for FY 2024–25.

A declaration to this effect, signed by the Managing Director & CEO, is included in this Report.

Other Statutory Information

- Accounting Treatment – The Company has followed the accounting standards prescribed by the Institute of Chartered Accountants of India (ICAI).
- Dematerialisation of Shares – Shares are under compulsory dematerialisation. Over 99% of equity shares are in electronic form as of March 31, 2026.
- Outstanding Instruments – The Company has not issued any GDRs, ADRs, Warrants, or convertible instruments.
- Commodity & Forex Risk – The Company has no significant commodity price or foreign exchange exposure and undertakes no hedging activity.
- Plant Location – The Company operates from its Registered Office:
  Prince Infocity I, 12th Floor, Rajiv Gandhi Salai,
  Kandanchavadi, Perungudi,
  Chennai 600096
- Investor Correspondence –
  Mr. Vijayakumar M, Executive Director
  California Software Company Limited
  Prince Infocity I, 12th Floor, Rajiv Gandhi Salai,
  Kandanchavadi, Perungudi,
  Chennai 600096
  Email: investors@calsoftgroup.com

- Demat/Unclaimed Suspense Account – Nil

Declaration on Compliance with Code of Conduct

This is to confirm that the Company has adopted a Code of Conduct for its Board Members and Senior Management Personnel. The Code is available on the Company's website: www.calsofts.com.

I hereby declare that all Board Members and Senior Management have affirmed compliance with the Code for the year ended March 31, 2026.

For California Software Company Limited

Dr Vasudevan Mahalingam
Managing Director & CEO
DIN: 01608150

Place: Chennai
Date: September 5, 2026

Declaration by the Chief Executive Officer Pursuant to Schedule V(D) Read with Regulation 34 (3) of Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Dr. Vasudevan Mahalingam, Managing Director and Chief Executive Officer of California Software Company Limited (the company"), confirm that the company has adopted a Code of Business Ethics and Conduct ("Code of Conduct") for its Board members and senior management personnel and the Code of Conduct is available on the company's web site.
I further confirm that the company has, in respect of the financial year ended March 31, 2026, received from its Board members and senior management personnel affirmation of compliance with the Code of Conduct.

For CALIFORNIA SOFTWARE COMPANY LIMITED

Dr Vasudevan Mahalingam
Managing Director

Place: Chennai
Date: Sep 5, 2026

Certificate by the Chief Executive Officer (CEO) and Chief Financial Officer (CFO)

Pursuant to Part B of Schedule II read with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members
California Software Company Limited

Dear Members of the Board,

In compliance with the above regulations, we, the undersigned, hereby certify that:

1. We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2026, and to the best of our knowledge and belief:
   - (i) These statements do not contain any materially untrue statement or omit any material fact, nor do they contain statements that might be misleading.
   - (ii) These statements present a true and fair view of the Company's affairs and are in compliance with the applicable accounting standards, laws, and regulations.
2. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal, or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining adequate internal controls for financial reporting and have evaluated the effectiveness of such internal control systems of the Company. No reportable deficiencies in the design or operation of internal controls have come to our attention.
4. We have indicated to the Auditors and the Audit Committee:
   - (i) that there have been no significant changes in internal control over financial reporting during the year;
   - (ii) that there have been no significant changes in accounting policies during the year; and
   - (iii) that no instance of significant fraud of which we are aware has occurred during the year.

For California Software Company Limited

Dr. Vasudevan Mahalingam
Chief Executive Officer & Managing Director

Dr. Manimala Vasudevan
Whole-time Director & Chief Financial Officer

Place: Chennai
Date: September 05, 2026

CERTIFICATE ON CORPORATE GOVERNANCE TO THE

MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by M/s. CALIFORNIA SOFTWARE COMPANY LIMITED ("the Company") for the year ended 31st March, 2026 as stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46 (2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46(2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") for the period from 1st April, 2025 to 31st March, 2026.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For S DHANAPAL & ASSOCIATES LLP
(Practicing Company Secretaries)

RAMANATHAN NACHIAPPAN
(Designated Partner)
Membership No.F6665
COP No.11084
UDIN: F006665H001381280

Place: Chennai
Date: 05.09.2026

calsoft

Realize Your Ideas

STANDALONE FINANCIAL STATEMENTS

ANNUAL REPORT 2025-26

Performance | Transparency | Value | Stewardship

SOLID
FOUNDATIONS
FOR A BRIGHTER
TOMORROW

CALIFORNIA SOFTWARE COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **California Software Company Limited** ("the company"), which comprise the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information (herein referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified section of our report, the aforesaid standalone financial statements give the information required by the Companies Act,2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31st March 2026, its profit,total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

1. ***Current Tax Asset (net) of Rs.380.02 Lakhs reported in Standalone Financial Statements are subject to reconciliation. The effect of the non-reconciliation is not quantifiable.***
2. ***Investment in Equity Instrument of Subsidiary of Rs.311.38 Lakhs, grouped under the head Investments under Non-Current Financial Assets in the Standalone Financial Statements is subject to Impairment testing. The effect of Impairment loss for the said Investment is not quantifiable.***
3. ***Trade receivable includes an amount of Rs. 1088.21 lakhs and Rs. 18.41 Lakhs under other current financial assets are overdue for a long period of time and provision not created for the same. Hence profit is overstated to that extent. Further Balance confirmation was not made available for Trade receivables of Rs. 593.55 lakhs.***
4. ***The Company has not recognized lease liabilities and corresponding Right-of-Use ("ROU") assets in respect of lease arrangements as required under the provisions of Indian Accounting Standards (Ind AS) 116 – Leases.***

Emphasis of Matter

We draw attention to note No. 2.18 of Standalone financial statements with respect to Other current financial asset of ₹2018.69 Lakhs includes an amount of ₹2000.00 Lakhs are treated as advance for investment in respect of which sufficient appropriate audit evidence is not available to prove recoverability. The impact of non recoverability may impact the Profit and loss account which could not be ascertained. However our opinion is not modified in this regard.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	Auditor's Response
Revenue recognition Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers. The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time. The company revenue from contracts mainly includes software development services, business process outsourcing services and IT Infrastructure services.	Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of this standard. We have also carried out substantivetesting of the transactions. a) We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable Indian Accounting Standards. b) Selected the samples of continuing contracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the company. c) Verified the basis of allocation of transaction price to the identified performance obligation if notspecifically mentioned in the contract. d) Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the company in determining the satisfaction of performance obligation over the time or at a point in time. e) Verified the appropriate evidence considered for determining the satisfaction of performance obligation towards transfer of promised goods or services. f) Verified the judgements used by the company in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed. g) Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis; Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the standalone Financial Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and the cash flows of the company in accordance with Indian Accounting Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place with reference to standalone financial statements and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the Standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

   a) Subject to the matters described in the Basis of Qualified opinion paragraph, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, subject to the matters described in the basis of qualified opinion paragraph, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss including the Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of accounts.

d) In our opinion, subject to the matters described in the basis of qualified opinion paragraph, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

f) On the basis of written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164(2) of the Act.

g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above

h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses a modified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to standalone financial statements.

i) With respect to the other matters to be included in the Auditor's Report in accordance with the requirement of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of Section 197 of the Companies Act, 2013.

j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the pending litigations on its financial position in its standalone financial statements as at 31st March 2026.
   ii. The Company Subject to the matters described in the basis of qualified opinion paragraph, has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts to the standalone financial statements. The Company does not have any derivative contracts.
   iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
   iv. (a) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding , whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   (b)The management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c)Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

As stated in the standalone financial statements;

a) The Company has not declared any dividend during the previous year.
b) The company has not declared and paid interim dividend during the year.
c) The Board of Directors of the Company have not proposed final dividend for the year ended March 31, 2026.

v. The Company has used accounting software for maintaining its books of accounts which have the feature of recording audit trail (edit log) for certain / all transactions, as required under Rule 3(1) of the Companies (Accounts) Rules, 2014, however the same was not enabled throughout the year. Accordingly, the requirements relating to maintenance of audit trail and preservation of audit trail have not been complied with.

Other Matters

Trade payables of ₹18.37 Lakhs reported under Current Financial Liabilities in the Standalone Financial Results include long pending items which are yet to be reconciled and for which balance confirmation is not provided. Due to non-availability of complete information amount could not be quantified.

For K Gopal Rao & Co.,
Chartered Accountants
Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN
Partner
Membership No. 211784

Place: ChennaI
Date: 29/04/2026

UDIN: 26211784ZCPRDV9005

Annexure A to the Independent Auditors' report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' sectionof our report to the Members of California Software Company Limited of even date)

Report on the Internal Financial Controls with reference to standalone financial statementsunder Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of **California Software Company Limited** ("the Company") as of 31st March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal controls stated in Guidance Note issued by Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls with reference to standalone financial statements that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting(the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalonefinancial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls systems with reference to standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that:

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of

standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2026:

a) The board of the company has not established an independent monitoring mechanism in respect of Quality control aspects in accounting, compliance, Internal audit and in publication of Annual reports.
b) The company did not have any internal control to make timely statutory compliances such as TDS, GST etc.,
c) The company did not have a regular internal finance team to overview the accounting and other statutory compliances.
d) The company did not have an internal control to have effective monitoring of creditor payment system and debtor collection system.
e) The company does not have any internal risk control matrix to identify the risk areas impacting the financial statement the impact of this material weakness could not be assessed.
f) The company has not established a process to obtain balance confirmation from debtors, creditors and bankers.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2026 standalone financial statements of the Company, and these material weaknesses have been considered for forming our opinion on the standalone financial statements of the Company.

For K Gopal Rao & Co.,
Chartered Accountants
Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN
Partner
Membership No. 211784

Place: Chennai
Date: 29/04/2026

UDIN: 26211784ZCPRDV9005

Annexure B to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section ofour audit report to the Members of California Software Company Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.

b) As per the information provided by the Management with respect to physical verification of Property, Plant and Equipment no material discrepancies were noticed.

c) According to the information and explanations given to us, the company does not own any immovable property. Hence this clause is not applicable.

d) The Company has not revalued any of its Property, Plant and Equipment (including right-of- use assets) or intangible assets during the year.

e) According to the information and explanation given to us, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2026 for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a)Since the company is involved in the business of providing software and its related services, physical verification of inventory does not arise. Hence this clause is not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of records of the company, the company does not have working capital facility from any financial institution during the year; hence this clause is not applicable.

iii. The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the company.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act,2013 in respect of loans granted, investments made and guarantees and securities provided, asapplicable.

v. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company.Hence, reporting under clause 3(vi) of the order is not applicable to the Company.

vii. In respect of statutory dues:

a) In our opinion, subject to the matters described in the basis of qualified opinion paragraph and except the TDS default details given below, the Company has generally been regular in depositing undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees' State Insurance, Income Tax, Duty of Customs, Cess and other statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Services Tax, Customs Duty, Cess and other statutory dues in arrears as at 31st March 2026 for a period of more than six months from the date they became payable.

Sr. No	Financial Year	Total Default (in Rupees)
1.	Prior Years	2,70,450.00
2.	2023-2024	0.00
3.	2024-2025	14,160.00
4.	2025-2026	83,670.00
Total		**3,68,280.00**

b) As per the information provided by the company, the following are the details of statutory dues pending to be deposited on account of dispute.

Name of the Statute	Nature of the Dues	Amount(Rs.)	Period to which the amount relates	Forum where dispute is pending	Proceeding under Sections
Income Tax ACT	Income Tax Due	62,05,333	2004-2005	CIT Appeal	143(3)
Income Tax ACT	Income Tax Due	19,58,868	2007-2008	CIT Appeal	143(3)
Income Tax ACT	Income Tax Due	1,76,77,960	2007-2008	CIT Appeal	254
Income Tax ACT	Income Tax Due	53,20,670	2008-2009	CIT Appeal	154
Income Tax ACT	Income Tax Due	37,86,310	2009-2010	CIT Appeal	143(3)
Income Tax ACT	Income Tax Due	25,44,460	2010-2011	CIT Appeal	154
Income Tax ACT	Income Tax Due	4,86,78,090	2011-2012	CIT Appeal	143(3)
Income Tax ACT	Income Tax Due	3,03,61,050	2013-2014	CIT Appeal	143(3)
Income Tax ACT	Income Tax Due	5,17,090	2019-2020	-	143(1)(a)
Income Tax ACT	Income Tax Due	66,93,500	2016-2017	CIT Appeal	147
Income Tax ACT	Income Tax Due	69,59,360	2014-2015	CIT Appeal	271(1)(c)
Income Tax ACT	Income Tax Due	1,72,58,430	2022-2023	-	143(1)(a)
Income Tax ACT	Income Tax Due	14,29,090	2023-2024	-	143(1)(a)
Income Tax ACT	Income Tax Due	30,29,930	2024-2025	-	143(1)(a)
Income Tax ACT	Income Tax Due	27,70,610	2023-2024	-	143(1)(a)
Income Tax ACT	Income Tax Due	54,02,248	2016-2017	CIT Appeal	271(1)(c)
LITIGATIONS INVOLVING SUBSIDIARY COMPANY					
Income Tax ACT	Income Tax Due	37,568	2009-2010	-	143(1)(a)
Income Tax ACT	Income Tax Due	6,105	2009-2010	-	153_WE

viii. According to the information and explanation given and records provided to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) According to the information and explanation given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon toany lender during the year.

(b) According to the information and explanation given and records provided to us, the Company has not been declared as a willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to information and explanations given to us, the company does not have any term loan facility from any financial institution during the year. Hence reporting under this clause is not applicable.

(d) According to the information and explanation given and records provided to us and the procedure performed by us, and on an overall examination of the standalone financial statements of the company, we report that the funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes of the company.

(e) According to the information and explanation given and records provided to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, joint ventures or associate companies.

(f) According to the information and explanation given and records provided to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting under clause 3(ix)(f) of the Order is not applicable.

x. (a) According to the information and explanation given and records provided to us, the company has not raised money by way of initial public offer or further public offer(including debt instruments) during the year. Hence reporting under this clause is not applicable.

(b) According to the information and explanation given and records provided to us the Company has not issued further share capital during the year by way of preferential allotment or private placement of shares or convertible debentures. Hence reporting under this clause is not applicable.

xi. (a) In our opinion and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.
(b) No report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year and up to the date of this report.

xii. The Company is not a Nidhi Company. Hence reporting under clause 3(xii) of the Order is not applicable to the Company.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of Companies Act, 2013, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. The company does not have an internal audit system commensurate with the size and nature of its business.

xv. In our opinion the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. Hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
(b) Based on our audit procedures and according to the information and explanations given to us the company has not conducted any Non-Banking Financial or Housing Finance activities. Hence reporting under this clause is not applicable.
(c) The company is not a Core investment company and as per the information and explanation provided by the company there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is

not applicable.

xvii. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.

xviii. There has been no resignation of statutory auditor during the year hence this clause is not applicable.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assetsand payment of financial liabilities, other information accompanying the standalone financialstatements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

We, however, state that this is not an assurance as to the future viability of the Company. Wefurther state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a periodof one year from the balance sheet date, will get discharged by the Company as and when they fall due.

The company does not meet the criteria specified in section 135 of the Act. Hence comment on this clause is not applicable.

xx. This clause is not applicable for Standalone Financial Statement.

For K Gopal Rao & Co.,
Chartered Accountants
Firm Registration No: 000956S

CA MADAN GOPAL NARAYANAN
Partner
Membership No: 211784
Place: Chennai
Date: 29/04/2026

UDIN: 26211784ZCPRDV9005

California Software Company Limited Standalone Balance sheet as on March 31, 2026			
Particulars	**Note no.**	**As at March 31, 2026**	**As at March 31, 2025**
I. Assets			
1. Non-current assets			
a) Property, plant and equipment	1	2,04,30,568	2,24,74,228
b) Financial assets			
(i) Investments	2	3,11,37,969	3,11,37,969
c) Deferred tax asset		8,58,825	14,24,742
Total non-current assets		**5,24,27,362**	**5,50,36,939**
2. Current assets			
a) Financial assets			
(i) Trade receivables	3	16,81,75,599	18,40,11,246
(ii) Cash and cash equivalents	4	5,99,37,729	2,02,72,021
(iii) Bank balances other than (ii) above		1,03,172	1,03,172
(iv) Other Financial Assets		20,18,69,047	24,40,757
b) Current tax asset (net)		3,80,02,148	3,80,02,148
c) Other current assets	5	62,95,746	50,77,359
Total current assets		**47,43,83,441**	**24,99,06,703**
Total assets		**52,68,10,804**	**30,49,43,643**
II. Equity and Liabilities			
Equity			
a) Equity share capital	6	33,16,68,200	27,04,99,355
b) Other equity		11,20,99,875	58,36,566
Total equity		**44,37,68,075**	**27,63,35,921**
Liabilities			
1. Non-current liabilities			
a) Deferred Tax Liabilities	7	-	-
Total non-current liabilities		-	-
2. Current liabilities			
a) Financial liabilities			
(i) Borrowings	8	1,61,16,885	80,21,920
(ii) Trade payables	9	18,36,824	47,11,817
(iii) Other financial liabilities		1,03,172	1,03,172
b) Other current liabilities	10	6,49,85,848	1,57,70,813
Liabilities directly associated with assets classified as held for sale			
Total current liabilities		**8,30,42,729**	**2,86,07,722**
Total liabilities		**8,30,42,729**	**2,86,07,722**
Total equity and liabilities		**52,68,10,804**	**30,49,43,643**

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 000956S

For and on behalf of the Board of Directors

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 29-04-2026
Place: Chennai

California Software Company Limited				
Standalone Statement of Profit and Loss for the year ended March 31, 2026				
	Particulars	**Note no**	**For the year ended March 31, 2026**	**For the year ended March 31, 2025**
I	Revenue from operations	11	19,65,75,598	5,44,63,769
II	Other income net	12	-	-
III	**Total income**		**19,65,75,598**	**5,44,63,769**
IV	**Expenses**			
	Employee benefit expense	13	3,84,75,594	2,43,54,654
	Depreciation and amortisation expense	14	56,40,265	56,70,017
	Other expenses	15	92,23,407	1,44,55,552
	Total expenses		**5,33,39,266**	**4,44,80,223**
V	Profit before exceptional items and tax		**14,32,36,332**	**99,83,546**
VI	Exceptional items		-	-
VII	Profit before tax		14,32,36,332	99,83,546
VIII	Tax expense			
	(i) Current tax		3,64,07,105	29,67,888
	(ii) Deferred tax		5,65,918	(1,78,005)
IX	Profit for the period		10,62,63,310	71,93,663
X	Other Comprehensive Income			
	a) Items that will not be reclassified to Profit or Loss			
	b) Income tax relating to items that will not be reclassified to Profit or Loss			
	c) Items that will be reclassified to Profit or Loss			
	d) Income tax relating to items that will be reclassified to Profit or Loss			
XI	Total Comprehensive Income for the period		10,62,63,310	71,93,663
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		1.72	0.12
	Diluted		1.72	0.12
	Numbers of shares			
	Basic		6,18,28,424	6,18,28,424
	Diluted		6,18,28,424	6,18,28,424

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 000956S

Madan Gopal Narayanan
Partner
Membership No. 211784

For and on behalf of the Board of Directors

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 29-04-2026
Place: Chennai

California Software Company Limited
Standalone Cash flow statement for the year ended March 31, 2025

Particulars		Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities			
Profit before tax		14,32,36,332.38	99,83,546
Adjustments for:			
Depreciation and amortisation expense		56,40,264.65	56,70,017
Operating profit before working capital changes		14,88,76,597.03	1,56,53,563
Changes in working capital:			
Decrease/(Increase) in trade receivables		1,58,35,647.15	(3,74,76,003)
Increase/(Decrease) in trade payables	-	28,74,992.58	6,32,107
Increase/(Decrease) in Other current liabilities		4,92,15,034.47	63,36,516
Increase/(Decrease) in Other current financial liabilities		-	-
Decrease/(Increase) in Other current asssets	-	12,18,387.08	(11,75,663)
Decrease/(Increase) in other current financial asset	-	19,94,28,290.00	(17,82,300)
Cash generated from operations	-	13,84,70,988.04	(3,34,65,343)
Tax Paid		3,64,07,105.00	29,67,888
Net cash generated from operating activities	-	2,60,01,496.01	(2,07,79,667)
Cash flows from investing activities			
Payments for property, plant and equipment	-	35,96,605.00	-
Net cash outflow from investing activities	-	35,96,605.00	-
Cash flows from financing activities			
Proceeds from borrowings		80,94,965.00	73,70,645
Proceeds from Rights Issue		6,11,68,845.00	3,34,94,175
Dividend on OCRPS		-	-
Net cash inflow from financing activities		6,92,63,810.00	4,08,64,820
Net increase (decrease) in cash and cash equivalents		3,96,65,708.99	2,00,85,153
Cash and cash equivalents at the beginning of the financial year		2,03,75,193.84	2,90,041
Cash and cash equivalents at end of the year		6,00,40,902.83	2,03,75,194

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 000956S

For and on behalf of the Board of Directors

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 29-04-2026
Place: Chennai

Statement of Changes in Equity for the year ended March 31, 2025

Particulars	Equity share capital	Other equity										Total equity attributable to equity holders of the Company
		Reserves and surplus						Other comprehensive			Total	
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve	Capital business transfer adjustment reserve	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income / (loss)		
Balance as at April 1, 2024	15,45,71,060	94,90,56,932	-1,02,06,23,394	6,58,64,241	41,87,000	2,06,250	-	-	-	-	-13,08,971	15,32,62,089
Changes in equity for the year ended March 31, 2025	11,59,28,295	-	-	-		-	-	-	-	-	-	11,59,28,295
Profit for the year	-	-	71,93,663	-		-	-	-	-	-	71,93,663	71,93,663
Transfer to general reserve	-	-	-	-		-	-	-	-	-	-	-
Dividends	-	-	-	-		-	-	-	-	-	-	-
Balance as at March 31, 2025	**27,04,99,355**	**94,90,56,932**	**-1,01,34,29,731**	**6,58,64,241**	**41,87,000**	**2,06,250**	**-**	**-**	**-**	**-**	**58,84,692**	**27,63,84,047**

Statement of Changes in Equity for the year ended March 31, 2026

Particulars	Equity share capital	Other equity										Total equity attributable to equity holders of the Company
		Reserves and surplus						Other comprehensive			Total	
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve	Capital business transfer adjustment reserve	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income / (loss)		
Balance as at April 1, 2025	27,04,99,355	94,90,56,932	-1,01,34,29,731	6,58,64,241	41,87,000	2,06,250	-	-	-	-	58,84,692	27,63,84,047
Changes in equity for the year ended March 31, 2026	6,11,68,845	-	-	-		-	-	-	-	-	-	6,11,68,845
Profit for the year	-	-	10,62,63,310	-		-	-	-	-	-	10,62,63,310	10,62,63,310
Transfer to general reserve	-	-	-	-		-	-	-	-	-	-	-
Dividends	-	-	-	-		-	-	-	-	-	-	-
Balance as at March 31, 2026	**33,16,68,200**	**94,90,56,932**	**-90,71,66,422**	**6,58,64,241**	**41,87,000**	**2,06,250**	**-**	**-**	**-**	**-**	**11,21,48,001**	**44,38,16,201**

California Software Company Limited
Notes to Standalone Financial Statements for the year ended March 31, 2026

Note 1: Property, plant and equipment

Particulars		Total
Gross carrying value as at April 1, 2025	2,60,70,833	2,60,70,833
Additions	-	-
Deletions	-	-
Gross carrying value as at March 31, 2026	2,60,70,833	2,60,70,833
Particulars		Total
Accumulated depreciation as on April 1, 2025	-	-
Depreciation	-	-
Accumulated depreciation as on deletions	-	-
Accumulated depreciation as on March 31, 2026	56,40,265	56,40,265
Carrying value as at March 31, 2026	2,04,30,568	2,04,30,568

California Software Company Limited
Notes to Standalone Financial Statements for the year ended March 31, 2026

Note: 2 Investments and assets held for sale

Particulars	As at March 31, 2026	As at March 31, 2025
Non Current Investments		
Investment in Equity instruments of subsidiaries	3,11,37,969	3,11,37,969
Total carrying value	**3,11,37,969**	**3,11,37,969**

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current		
Unquoted		
Investment carried at cost		
Investment in equity instruments of subsidiari	3,11,37,969	3,11,37,969
Aspire communication, Mysore, India		
20,00,000 (20,00,000) equity shares, fully paid	**3,11,37,969**	**3,11,37,969**

Note: 3 Trade receivable

Particulars	As at March 31, 2026	As at March 31, 2025
Current		
Trade receivables	16,81,75,599	18,40,11,246
Unsecured, Considered good		
Total trade receivables	**16,81,75,599**	**18,40,11,246**
(1) Includes dues from companies where directors		

Note: 4 Cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with Banks	2,20,560	2,02,23,697
In current and deposit accounts		
Rights Issue allotment account	5,96,68,845	
Cash on hand	48,325	48,325
	5,99,37,729	**2,02,72,021**
Bank balances other than above		
Balances with banks- Unpaid dividend accounts	1,03,172	1,03,172

Note: 5 Other current assets

Particulars	As at March 31, 2026	As at March 31, 2025
GST Input Tax Credit	62,95,746	50,77,359
	62,95,746	**50,77,359**

Note: 5 Other current financial assets

Particulars	As at March 31, 2026	As at March 31, 2024
Other Loans and advances	18,40,757	15,19,557
Rental Advance	-	4,21,200
Advance for Car	-	5,00,000
TCS Receivables	28,290	
Advance paid pursuant to agreement with iAgent Corporation	20,00,00,000	
	20,18,69,047	**24,40,757**

Note: 6 Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised Capital		
17,10,00,000 Equity Shares of Rs.10/- each with eq	1,71,00,00,000	1,71,00,00,000
40,00,000 Preference Shares of Rs.10/- each with equal voting rights	4,00,00,000	4,00,00,000
	1,75,00,00,000	**1,75,00,00,000**

Particulars	As at March 31, 2026	As at March 31, 2025
Issued, Subscribed and paid up		
1,54,57,106 Equity Shares of Rs.10/- each with equal voting rights	15,45,71,060	15,45,71,060
4,18,700 Optionally Convertible Redeemable Preference Shares(OCRPS) at Rs.10	41,87,000	41,87,000
3.82,15,492 Equity Shares of Rs.10/- each of which Rs. 2.5 called and Rs. 7.5 uncalled	9,55,38,880	11,59,28,295
81,55,826 Equity Shares of Rs.10/- each with equal voting rights	8,15,58,260	
	33,58,55,200	27,46,86,355

(The paid up share capital includes shares worth Rs. 7,24,920 which were issued by the company in

Name of the Share Holder	As at March 31, 2026		As at March 31, 2025	
Shareholders holding more than 5% of total shares				
Vasudevan M	3,84,96,620	62.26%	3,84,96,620	62.26%
Chemoil				
Closing Balance	3,84,96,620	62.26%	3,84,96,620	62.26%

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the period	6,22,47,124	1,58,75,806
Add : Shares issued	-	4,63,71,318
Less : Shares bought back	-	-
At the end of the period	**6,22,47,124**	**6,22,47,124**

Note: 8 Financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Loan from Directors	1,34,95,420	80,21,920
Car Loan	26,21,465	
Total	**1,61,16,885**	**80,21,920**

Note: 9 Trade payables **2,73,375**

Particulars	As at March 31, 2026	As at March 31, 2025
Trade payables	18,36,824	47,11,817
Total	**18,36,824**	**47,11,817**

Note: 9 Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Liability towards capital goods	-	-
Unpaid dividends	1,03,172	1,03,172
Other Advances	-	-
Total	**1,03,172**	**1,03,172**

Note: 10 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory liabilities	4,64,61,788	89,97,969
Audit Expenses Payable	5,20,958	5,20,958
Gratuity Payable	1,35,278	1,35,278
Provision for Dividend on OCRPS	35,685	35,685
Other Current Liabilities	41,49,572	70,079
Employee Benefit Expenses	1,36,82,567	60,10,845
Total	**6,49,85,848**	**1,57,70,813**

California Software Company Limited
Notes to Standalone Financial Statements for the year ended March 31, 2026

Note: 11 Revenue from operations		
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Sale of Services	19,65,75,598	5,44,63,769
Total	**19,65,75,598**	**5,44,63,769**

Note: 12 Other Income

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
UPI ID TESTING	-	-
Foreign exchange gain		
Miscellenous Income		
Total	-	-

Note: 13 Employee benefits expense

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Salary Expenses	3,83,93,813	2,34,10,561
Staff welfare expenses	81,781	9,44,093
Total	**3,84,75,594**	**2,43,54,654**

Note: 14 Depreciation and Amortisation

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Depreciation & Amortisation	56,40,265	56,70,017
Total	**56,40,265**	**56,70,017**

Note: 15 Other Expenses

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Maintenance expenses		
Rent - Office	27,33,750	19,10,000
Communication expenses	-	
Listing fees	16,65,584	26,83,689
Travel Expenses		
Bad debts written off		
Audit Fee	6,00,000	6,00,000
Secretarial & Professional Fees	17,23,637	
Foreign Exchange Loss		
Share Maintenance Charges		
ROC Fees	15,500	40,108
Server Rental expenses	-	35,739
Depository Charges	5,20,112	8,34,219
Other Expenses	-	70,82,368
Advertisement	-	7,500
Bank Charges	69,703	60,544
Rates and Taxes	-	14,608
Administration Expenses		
Website and Domain Charges	36,741	20,000
Issuer Fees		
Rental Charges	1,79,988	1,09,994
Payment Gateway Charges	-	304
Repair and Maintenance		
E-Voting		
Digital Media Expenses	5,02,182	8,43,057
Software Expense	3,150	22,854
Storage Expenses		
Subscription Charges	34,241	
Custodian Fees		
CRM Recharge		
Corporate Tax		
Consumables	3,87,781	
Postage & Courier		
Miscellaneous Expenses	31,849	
Naukri Expenses		
Commission Expenses	14,000	
Penalty Paid	-	1,90,568
Amazon Expenses	17,483	
Business promotion	1,37,000	
Office Expenses	5,50,706	
Total	**92,23,407**	**1,44,55,552**

16	**Earnings per share (EPS)**			
	Basic and Diluted earnings per share :			
	The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:			
		Particulars	**As at March 31st 2026**	**As at March 31st 2025**
		Net Profit attributable to Equity Shareholders – Basic and Diluted	10,62,63,309.56	71,93,662.93
		Weighted Average Number of Equity Shares (Face Value Rs. 10 Each) – Basic and Diluted (Nos.)	6,18,28,424	6,18,28,424
		Earnings per share – Basic and Diluted – Rs.	1.71868055	0.11634880
		Disclosure in respect of Related Parties pursuant to Indian Accounting Standard 24		
17	**Names of Related Parties and Nature of Relationship**			
17.1	**Key Managerial Personnel**			
	Mr. R. Mahalingam Vasudevan	Managing Director		
	Mrs. Vasudevan Manjula	Whole Time Director		
	Mr. R. Annangabaur Singh at Venkata Narayanan	Director		
	Mr. R. Duraishamy Basaviah	Director		
	Mr. Frederick NorBendle	Director		
	Mr. V. Vijayakumar	Whole Time Director		
	Mr. Ashok Suryachandra Rao Godvarthi	Director		
	Mr. Krishnamoorthy Venkatesan	Company Secretary		
	Mr. R. Chandan	Director		
		Director Remuneration	**As at March 31st 2026**	**As at March 31st 2025**
	Mrs. Vasudevan Manimala		600000	600000
	Mr. Vijayakumar		900000	900000
	Mr. Krishnamoorthy Venkatesan		600000	600000
		Loan from Directors	**As at March 31st 2026**	**As at March 31st 2025**
	Mr. Mahalingam Vasudevan		1,34,95,420.14	80,21,920.14
		Earnings and expenditure in foreign exchange		
		Expenditure in foreign exchange	0	0
		Earnings in foreign exchange		
		Export of Software	0	0

18	**Title deeds of Immovable Property not held in name of the Company**		
	PPE	Land	Nil
		Building	Nil
	Investment Property	Land	Nil
		Building	Nil
19	**Wilful Defaulter**		
	Company is not a wilful defaulter by any bank or financial institution or other lender, the following details shall be given:		
	a) Date of declaration as wilful defaulter		
	b) Details of defaults / amount of default		Nil
	Relationship with Struck Off Companies		
20	**Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:**		
	Investments in securities		₹
	Receivables		Not Applicable
	Payables		

	California Software Company Limited – Standalone Financial Statements		
	Particulars	**31-03-2026**	**31-03-2025**
21	**Current Ratio**		
	- Current Assets	47,43,83,441.09	24,99,06,703.45
	- Current Liabilities	8,30,42,728.95	2,86,07,722.06
	Calculated Ratio	5.712522301	8.735637984
22	**Debt Equity Ratio**		
	- Total Debt / Borrowings	1,61,16,885.14	80,21,920.14
	- Shareholders' Equity	44,37,68,075.39	27,63,35,920.83
	Calculated Ratio	0.036318262	0.029029596
23	**Debt Service Coverage Ratio**		
	- Earnings Available for Debt Service	N/A	N/A
	- Debt Service	N/A	N/A
	Calculated Ratio	N/A	N/A
	Return on Equity Ratio		
	- Net Profit After Tax	10,62,63,309.56	71,93,662.93
	- Average Shareholders' Equity	36,00,51,998.11	21,47,99,004.88
	Calculated Ratio	0.295133231	0.033490206
	Inventory turnover ratio		
	- Cost of Goods Sold / Sales	N/A	N/A
	- Average Inventory	N/A	N/A
	Calculated Ratio	Not applicable	Not applicable
	Trade Receivables turnover ratio		
	- Net Sales	19,65,75,598.34	5,44,63,769.14
	- Average Trade Receivables	17,60,93,422.26	16,52,73,244.50
	Calculated Ratio	1.116314260	0.329537726
	Trade payables turnover ratio		
	- Net Credit Purchases	N/A	N/A
	- Average Trade Payables	32,74,320.29	43,95,763.24
	Calculated Ratio	N/A	N/A
	Net capital turnover ratio		
	- Net Sales	19,65,75,598.34	5,44,63,769.14
	- Average Working Capital	30,63,19,846.77	15,70,16,059.46
	Calculated Ratio	0.641733144	0.346867507
	Net profitability		
	- Net Profit	10,62,63,309.56	71,93,662.93
	- Net Sales	19,65,75,598.34	5,44,63,769.14
	Calculated Ratio	54.06%	13.21%
	Return on capital employed		
	- Profit Before Tax (proxy for EBIT)	14,32,36,332.38	99,83,545.80
	- Average Capital Employed	36,00,51,998.07	21,47,99,005.20
	Calculated Ratio	0.397821240	0.046478548
	Return on investment		
	- Return from Investments	N/A	N/A
	- Average Investments	N/A	N/A
	Calculated Ratio	Not applicable	Not applicable
	All amounts mentioned in the financial statement represent for the year ended 31.03.2026.		
	Previous year figures have been properly carried forward to this year's comparative figures.		
	Based on the information and explanation given by the company, there were no dues to Micro, Small and Medium Scale Enterprises.		
	Notes Forming Part of the Financial Statements		
	*The accompanying notes form an integral part of the financial statements. *As per our report of even date attached.		

California Software Company Limited

Depreciation Workings

Companies Act Depreciation

	Opening balance	Additions	Total	Date of Purchase	No. of days	Depreciation rate	Depreciation	Closing W.D.V
Computers&pheripherals	2,526	-	2,526		365	63.16%	1,596	931
Server Purchase	27,122	-	27,122		365	39.30%	10,659	16,463
Asset 1	2,23,59,075	-	2,23,59,075		365	20.00%	44,71,815	1,78,87,260
laptop	56,197	-	56,197		365	40.00%	22,479	33,718
Computer&Printer	1,096	-	1,096		365	63.16%	692	404
Ofiice Furniture	21,502	-	21,502		365	25.89%	5,567	15,935
SSD Software	6,708	-	6,708		365	63.16%	4,237	2,471
Toyota Innova	-	35,96,605	35,96,605		365	63.16%	11,23,220	24,73,385
	2,24,74,227.63	**-**	**2,24,74,228**				**56,40,265**	**2,04,30,568**

Income Tax Act Depreciation

	Opening W.D.V	Additions > 180 days	Additions < 180 days	Total	Depreciation	Net Block
Server Purchase	56,755	-	-	56,755	14,189	42,566
Computer System	19,541	-	-	19,541	7,816	11,725
Plant & Machinery	2,77,64,207	-	-	2,77,64,207	41,64,631	2,35,99,576
laptop	51,086	-	-	51,086	20,435	30,652
Computer&Printer	4,518	-	-	4,518	1,807	2,711
Ofiice Furniture	39,236	-	-	39,236	3,924	35,312
SSD Software	18,662	-	-	18,662	7,465	11,197
Toyota Innova	-	35,96,605	-	35,96,605	5,39,491	30,57,114
	2,79,54,006	**35,96,605**	**-**	**2,79,54,006**	**42,20,267**	**2,37,33,739**

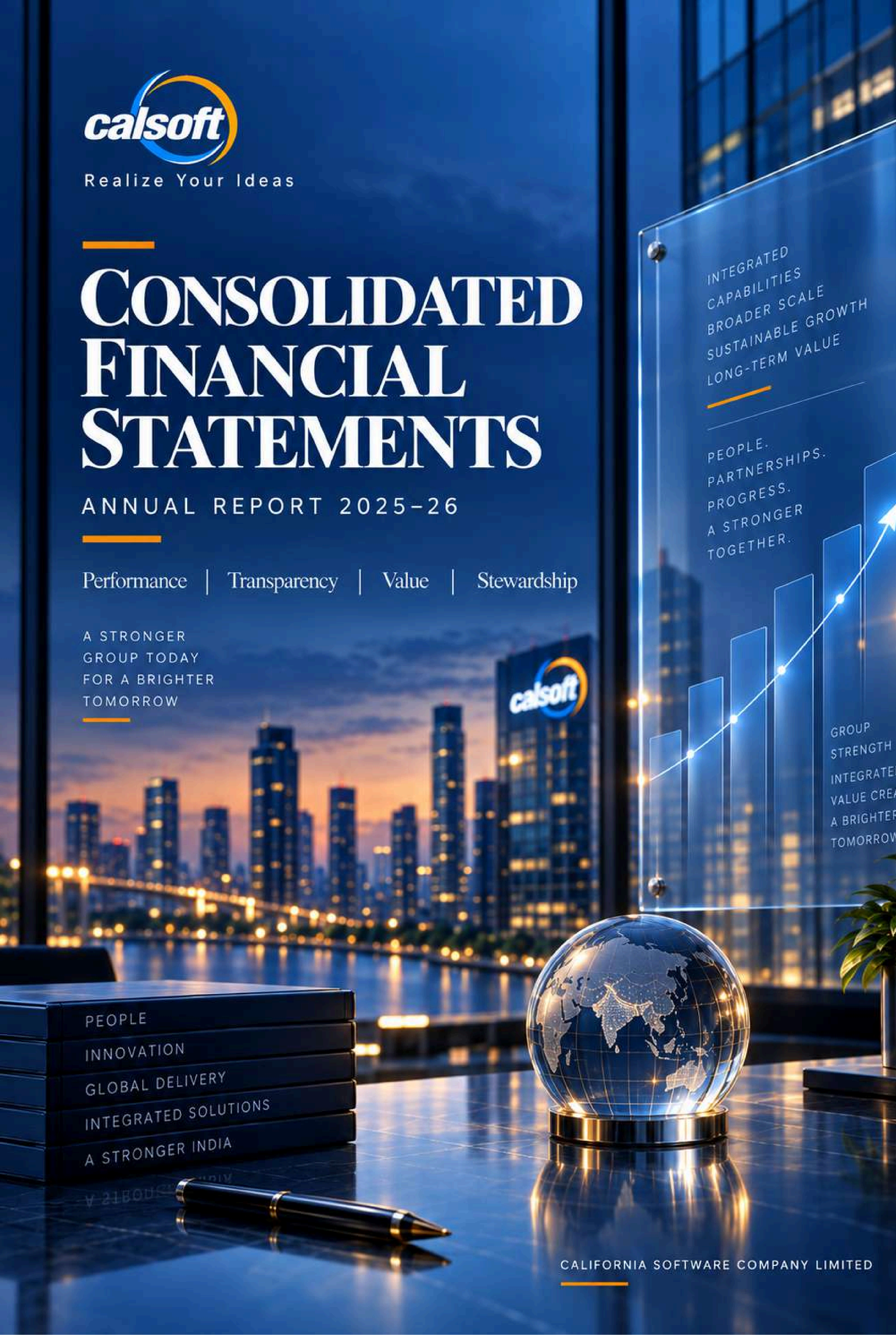
calsoft
Realize Your Ideas

CONSOLIDATED FINANCIAL STATEMENTS

ANNUAL REPORT 2025–26

Performance | Transparency | Value | Stewardship

A STRONGER
GROUP TODAY
FOR A BRIGHTER
TOMORROW



CALIFORNIA SOFTWARE COMPANY LIMITED

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF CALIFORNIA SOFTWARE COMPANY LIMITED

Report on the Audit of the Consolidated IND AS Financial Statements

Qualified Opinion:

We have audited the accompanying Consolidated Ind AS Financial Statements of CALIFORNIA SOFTWARE COMPANY LIMITED (hereinafter referred to as "the Holding Company") and its subsidiary (the Holding company and its subsidiary together referred to as " the Group") comprising the Consolidated Balance Sheet as at March 31, 2026 the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year ended March 31, 2026 and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified section of our report, the aforesaid Consolidated Ind AS Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Holding Company as at March 31, 2026 and its consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

1. *Current Tax Asset (net) of Rs.380.02 Lakhs reported in Consolidated Financial Results are subject to reconciliation. The effect of the non-reconciliation is non quantifiable.*

2. *Trade receivable includes an amount of Rs. 1088.21 lakhs and Rs. 18.41 Lakhs under other current financial assets are overdue for a long period of time and provision not created for the same. Hence profit is overstated to that extent. Further Balance confirmation was not made available for Trade receivables of Rs. 593.55 lakhs.*

3. *The Company has not recognized lease liabilities and corresponding Right-of-Use ("ROU") assets in respect of lease arrangements as required under the provisions of Indian Accounting Standards (Ind AS) 116 – Leases. Consequently, the lease liabilities, ROU assets, depreciation, finance cost, and retained earnings are understated/overstated to that extent. In the absence of adequate information, we are unable to quantify the impact of the same on the financial statements. Accordingly, the financial statements are not fully compliant with the requirements of Ind AS 116.*

Emphasis of Matter

4. *We draw attention to note No 2.18 of Standalone financial statements with respect to Other current financial asset of ₹2018.69 Lakhs includes an amount of ₹2000.00 Lakhs are treated as advance for investment in respect of which sufficient appropriate audit evidence is not available to prove recoverability. The impact of non recoverability may impact the Profit and loss account which could not be ascertained. However our opinion is not modified in this regard.*

We conducted our audit of the Consolidated Ind AS Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated IND AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated IND AS financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's Response
Revenue recognition Accuracy of recognition, measurement, presentation and disclosure of revenue and related balances towards Ind AS 115- Revenue from contracts with customers. The application of this standard involves the assessment towards identification of performance obligation, determination of transaction price for each of the identified performance obligations, the judgements used in determining the satisfaction of those performance obligations over time or at a point in time. The company revenue from contracts mainly includes software development services, business process outsourcing services and IT Infrastructure services.	Our audit procedure involves the identification of internal controls and their operating effectiveness towards application of thisstandard. We have also carried out substantivetesting of the transactions. a) We have assessed the appropriateness of the revenue recognition policies by comparing with the applicable IndianAccounting Standards. b) Selected the samples of continuingcontracts as well as new contracts and identified the performance obligations and compared the same with the performance obligation identified by the company. c) Verified the basis of allocation of transaction price to the identified performance obligation if notspecifically mentioned in the contract. d) Identified the basis to be considered to determine the satisfaction of performance obligation and compared the same with the judgements used by the company in determining the satisfaction of performance obligation over the time or at a point in time. e) Verified the appropriate evidence considered for determining the satisfaction of performance obligation towards transfer of promised goods or services. f) Verified the judgements used by the company in determining the stages of completion of the contracts where the satisfaction of entire performance obligation is partially completed. g) Verified the process towards identification of contracts where the right to consideration is unconditional and is due only after passage of time.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements and our Auditor's Report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated IND AS Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated IND AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) prescribed under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated IND AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated IND AS financial statements, the respective management of the Holding Company and its subsidiary are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Holding Company and its subsidiary are responsible for overseeing the financial reporting process of each Company.

Auditors' Responsibilities for the Audit of the Consolidated IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Ind AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Ind AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism through- out the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Ind AS Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the Consolidated Ind AS Financial Statements and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of the Management use of the going concern basis of accounting in preparation of Consolidated Ind AS Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Ind AS Financial Statements or if such dis closures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Holding Company and its subsidiary to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated Ind AS Financial Statements, including the disclosures and whether the Consolidated Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Ind AS Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relation- ships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Ind AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated Financial Results include the unaudited Financial Results of the subsidiary, whose Financial Statements reflect Group's share of total assets of Rs. 1.10 lakhs as at March 31, 2026, Group's share of total revenue of Rs. Nil and Rs. Nil and Group's share of total net profit after tax of Rs. Nil and Rs. Nil for the quarter and year ended March 31, 2026 , as considered in the consolidated Financial Results. These unaudited Financial Results have been furnished to us by the Board of Directors and our opinion on the consolidated Financial Results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such unaudited Financial Statements. In our opinion and according to the information and explanations given to us by the Board of Directors, the Financial Results of this subsidiary are not material to the Group.

Trade payables of ₹18.37 Lakhs reported under Current Financial Liabilities in the Consolidated Financial Results include long pending items which are yet to be reconciled and for which balance confirmation is not provided. Due to non-availability of complete information amount could not be quantified.

The Statement includes the results for the quarter ended March 31, 2026 being the balancing figure between audited figures in respect of the full financial year and the year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "**Annexure A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such jointly controlled entities as was audited by other auditors as noted in the 'Other Matters' paragraph, we report to the extent applicable that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Ind AS Financial Statements.

   b. In our opinion, subject to the matters described in the basis of qualified opinion paragraph, proper books of account as required by law relating to preparation of the aforesaid Consolidated Ind AS Financial Statements have been kept so far as it appears from our examination of those books and reports of other auditors.

   c. The Consolidated Balance sheet, Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Ind AS Financial Statements.

   d. In our opinion, subject to the matters described in the basis of qualified opinion paragraph, the aforesaid Consolidated Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

   e. The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company

   f. On the basis of written representations received from the directors as on 31st March 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164(2) of theAct.

   g. With respect to the adequacy of the internal financial controls with reference to the Consolidated Ind AS Financial Statements of the Holding Company and its subsidiary the operating effectiveness of such controls, refer to our separate report in **"Annexure B"**.

3. In accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   a. The Holding company has not disclosed the impact of pending litigations on the consolidated financial position of the Holding Company and its subsidiary in the Consolidated Ind AS Financial statements.

   b. Subject to the matters described in the basis of qualified opinion paragraph, the Holding Company and its subsidiary has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

4. There is no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

5. (a)The Management has represented that, to the best of its knowledge and belief that, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities(" Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the company shall, directly or indirectly, lend or invest in other persons or entities

identified in any manner whatsoever by or on behalf of the Funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief that, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

6. The Holding Company or its subsidiary companies incorporated in India has not declared any dividend during the pervious year.

7. The Company is maintaining its books of account in electronic mode. However, the edit log / audit trail feature has not been enabled in the accounting software as of the reporting date. Hence, the statutory requirement relating to preservation of audit trail has not been complied with.

8. The managerial remuneration paid by the company is in accordance with the provisions of Section 197 of the Companies Act 2013.

For K Gopal Rao & Co.,
Chartered Accountants
Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN
Partner
Membership No. 211784
Place: Chennai,
Date: 29/04/2026

UDIN:26211784ESGOCJ3788

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Para 1 under 'Report on Other Legal & Regulatory Requirements' in our Report of even date)

As required by paragraph 3(xxi) of the CARO 2020, we report that the auditors of the Aspire Communications Private Limited(100% Subsidiary) has not provided qualified or adverse remarks in their CARO Report on the Standalone Financial Statements

For K Gopal Rao & Co.,
Chartered Accountants
Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN
Partner
Membership No. 211784
Place: Chennai,
Date: 29/04/2026

UDIN:26211784ESGOCJ3788

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Para 1 of the section 'Report on Other Legal & Regulatory Requirements' in our Independent Auditor's Report to the members of the company on the Consolidated Ind AS Financial Statements for the year ended March 31, 2024)

Report On The Internal Financial Controls Under Clause (I) Of Sub-Section 3 Of Section 143 Of The Companies Act, 2013 ("The Act")

In conjunction with our audit of the Consolidated Ind AS Financial Statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to Consolidated Ind AS Financial Statements of **California Software Company Limited** ("the Company") and its subsidiary company incorporated in India as of **March 31, 2026.**

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Company and its subsidiary company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Consolidated Ind AS Financial Statement based on our audit. We conducted our audit in accordance with the 'Guidance Note' and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the Consolidated Ind AS Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with respect to the Consolidated Ind AS Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Consolidated Ind AS Financial Statement and their operating effectiveness.

Our audit of internal financial controls with reference to the Consolidated Ind AS Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Ind AS Financial Statement, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Ind AS Financial Statement, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the auditor of the subsidiary, incorporated in India, in terms of their reports referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with respect to Consolidated Ind AS Financial Statements.

Meaning of Internal Financial Controls with reference to the Consolidated Ind AS Financial Statements

A company's internal financial controls with reference to the Consolidated Ind AS Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the Consolidated Ind AS Financial Statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Ind AS Financial Statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the Consolidated Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls With reference to the Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Consolidated Ind AS Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Consolidated Ind AS Financial Statements to future periods are subject to the risk that the internal financial controls with reference to the Consolidated Ind AS Financial Statements may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2026:

a) ***The board of the Holding company has not established an independent monitoring mechanism in respect of Quality control aspects in accounting, compliance, Internal audit and in publication of Annual reports.***
b) ***The Holding company did not have any internal control to make timely statutory compliances such as TDS, GST etc.,***
c) ***The Holding company did not have a regular internal finance team to overview the accounting and other statutory compliances.***
d) ***The Holding company did not have an internal control to have an effective monitoring of creditor payment system and debtor collection system.***
e) ***The Holding company does not have any internal risk control matrix to identify the risk areas impacting the financial statement the impact of this material weakness could not be assessed.***

In our Opinion, except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company and its subsidiary company incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Ind AS Financial Statements in place and such internal financial controls with reference to the Consolidated Ind AS Financial Statements were operating effectively as at March 31,2026, based on the internal controls over financial reporting criteria established by the Company considering the components of internal control stated in the Guidance Note' on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act, on the adequacy and operating effectiveness of the internal financial controls with respect to financial statement, in so far as it relates to subsidiary Aspire Communications Private Limited company incorporated in India, is based solely on the report of the other auditor. Our opinion is not modified in respect of this matter.

For K Gopal Rao & Co.,
Chartered Accountants
Firm Registration No. 000956S

CA MADAN GOPAL NARAYANAN
Partner
Membership No. 211784
Place: Chennai,
Date: 29/04/2026

UDIN:26211784ESGOCJ3788

California Software Company Limited
Consolidated Balance sheet as on March 31, 2026

Particulars	Note no.	As at March 31, 2026	As at March 31, 2025
I. Assets			
1. Non-current assets			
a) Property, plant and equipment	1	2,04,30,568	2,24,74,228
c) Deferred tax asset		8,58,825	14,24,742
Total non-current assets		**2,12,89,393**	**2,38,98,970**
2. Current assets			
a) Financial assets			
(i) Trade receivables	3	16,81,75,599	18,40,11,246
(ii) Cash and cash equivalents	4	6,00,48,217	2,03,82,509
(iii) Bank balances other than (ii) above		1,03,172	1,03,172
(iv) Other Financial Assets		20,18,69,047	24,40,757
b) Current tax asset (net)		3,80,02,148	3,80,02,148
c) Other current assets	5	62,95,746	50,77,359
Total current assets		**47,44,93,929**	**25,00,17,191**
Total assets		**49,57,83,323**	**27,39,16,162**
II. Equity and Liabilities			
Equity			
a) Equity share capital	6	33,16,68,200	27,04,99,355
b) Other equity		8,10,72,393	(2,51,90,916)
Total equity		**41,27,40,593**	**24,53,08,439**
Liabilities			
1. Non-current liabilities			
a) Deferred Tax Liabilities	7	-	-
Total non-current liabilities			-
2. Current liabilities			
a) Financial liabilities			
(i) Borrowings	8	1,61,16,885	80,21,920
(ii) Trade payables	9	18,36,824	47,11,817
(iii) Other financial liabilities		1,03,172	1,03,172
b) Other current liabilities	10	6,49,85,848	1,57,70,813
Liabilities directly associated with assets classified as held for sale			
Total current liabilities		**8,30,42,729**	**2,86,07,722**
Total liabilities		**8,30,42,729**	**2,86,07,722**
Total equity and liabilities		**49,57,83,322**	**27,39,16,161**

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 000956S

For and on behalf of the Board of Directors

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 29/04/2026
Place: Chennai

California Software Company Limited

Consolidated Statement of Profit and Loss for the year ended March 31, 2026

	Particulars	Note no	For the year ended March 31, 2026	For the year ended March 31, 2025
I	Revenue from operations	11	19,65,75,598	5,44,63,769
II	Other income net	12		-
III	**Total income**		**19,65,75,598**	**5,44,63,769**
IV	**Expenses**			
	Employee benefit expense	13	3,84,75,594	2,43,54,654
	Depreciation and amortisation expense	14	56,40,265	56,70,017
	Other expenses	15	92,23,409	1,44,55,552
	Total expenses		**5,33,39,268**	**4,44,80,223**
V	Profit before exceptional items and tax		**14,32,36,330**	**99,83,546**
VI	Exceptional items		0	0
VII	Profit before tax		14,32,36,330	99,83,546
VIII	Tax expense			
	(i) Current tax		3,64,07,105	29,67,888
	(ii) Deferred tax		5,65,918	(1,78,005)
IX	Profit for the period		10,62,63,308	71,93,663
X	Other Comprehensive Income			
	a) Items that will not be reclassified to Profit or Loss			
	b) Income tax relating to items that will not be reclassified to Profit or Loss			
	c) Items that will be reclassified to Profit or Loss			
	d) Income tax relating to items that will be reclassified to Profit or Loss			
XI	Total Comprehensive Income for the period		10,62,63,308	71,93,663
XII	Earnings per equity share			
	Equity shares of par value Rs. 10 each			
	Basic		1.72	0.12
	Diluted		1.72	0.12
	Numbers of shares			
	Basic		61828424	61828424
	Diluted		61828424	61828424

The accompanying notes form an integral part of these standalone financial statements
As per our report of even date attached

For K.Gopal Rao & Co
Chartered Accountants,
Firm Registration No. 000956S

For and on behalf of the Board of Directors

Madan Gopal Narayanan
Partner
Membership No. 211784

Dr. M. Vasudevan
Managing Director

M. Vijayakumar
Director

Date: 29/04/2026
Place: Chennai

Statement of Changes in Equity for the year ended March 31, 2025

Particulars	Equity share capital	Other equity										Total equity attributable to equity holders of the Company
		Reserves and surplus						Other comprehensive income			Total	
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve		Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income / (loss)		
						Capital reserve	Capital business transfer adjustment reserve					
Balance as at April 1, 2024	15,45,71,060	92,90,14,493	-1,02,06,71,519	6,58,64,241	41,87,000	2,06,250	-	-	-	-1,10,89,843	-3,24,89,378	12,20,81,682
Changes in equity for the year ended March 31, 2025	11,59,28,295	-	-	-		-	-	-	-	-	-	11,59,28,295
Profit for the year	-	-	71,93,663	-		-	-	-	-	1,04,799	72,98,462	72,98,462
Transfer to general reserve	-	-	-	-		-	-	-	-	-	-	-
Dividends	-	-	-	-		-	-	-	-	-	-	-
Balance as at March 31, 2025	**27,04,99,355**	**92,90,14,493**	**-1,01,34,77,856**	**6,58,64,241**	**41,87,000**	**2,06,250**	**-**	**-**	**-**	**-1,09,85,044**	**-2,51,90,916**	**24,53,08,439**

Statement of Changes in Equity for the year ended March 31, 2026

Particulars	Equity share capital	Other equity										Total equity attributable to equity holders of the Company
		Reserves and surplus						Other comprehensive income			Total	
		Securities premium	Retained earnings	General reserve	Optionally Convertible Redeemable Preference Shares	Capital reserve		Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Other items of other comprehensive income / (loss)		
						Capital reserve	Capital business transfer adjustment reserve					
Balance as at April 1, 2025	27,04,99,355	92,90,14,493	-1,01,34,77,856	6,58,64,241	41,87,000	2,06,250	-	-	-	-1,09,85,044	-2,51,90,916	24,53,08,439
Changes in equity for the year ended March 31, 2026	6,11,68,845	-	-	-		-	-	-	-	-	-	6,11,68,845
Profit for the year	-	-	10,62,63,310	-		-	-	-	-	-	10,62,63,310	10,62,63,310
Transfer to general reserve	-	-	-	-		-	-	-	-	-	-	-
Dividends	-	-	-	-		-	-	-	-	-	-	-
Balance as at March 31, 2026	**33,16,68,200**	**92,90,14,493**	**-90,72,14,547**	**6,58,64,241**	**41,87,000**	**2,06,250**	**-**	**-**	**-**	**-1,09,85,044**	**8,10,72,393**	**41,27,40,593**

California Software Company Limited
Notes to Consolidated Financial Statements for the year ended March 31, 2026

Note 1: Property, plant and equipment

Particulars	Computers and Accessories	Total
Gross carrying value as at April 1, 2025	2,24,74,228	2,24,74,228
Additions	35,96,605	35,96,605
Deletions	-	-
Gross carrying value as at March 31, 2026	2,60,70,833	2,60,70,833
Particulars	Computers and Accessories	Total
Accumulated depreciation as on April 1, 2025	-	-
Depreciation	56,40,265	56,40,265
Accumulated depreciation as on delitions	-	-
Accumulated depreciation as on March 31, 2026	56,40,265	56,40,265
Carrying value as at March 31, 2026	2,04,30,568	2,04,30,568

California Software Company Limited

Consolidated Cash flow statement for the year ended March 31, 2026

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Cash flow from operating activities		
Profit before tax	14,32,36,332	99,83,546
Adjustments for:		
Depreciation and amortisation expense	56,40,265	56,70,017
Operating profit before working capital changes	14,88,76,597	1,56,53,563
Changes in working capital:		
Decrease/(Increase) in trade receivables	1,58,35,647	- 3,74,76,003
Decrease/(Increase) in other current financial asset		6,32,107
Decrease/(Increase) in Other current Liabilities	4,92,15,034	63,36,516
Increase/(Decrease) in trade payables	- 28,74,993	-
Increase/(Decrease) in Other current Assets	- 13,21,546	- 11,75,663
Increase/(Decrease) in Other current financial Assets	- 19,94,28,290	- 17,82,300
Cash generated from operations	- 13,85,74,147	- 3,34,65,343
Taxes Paid	3,64,07,105	29,67,888
Net cash generated from operating activities	- 2,61,04,655	- 2,07,79,667
Cash flows from investing activities		
Payments for property, plant and equipment	35,96,605	-
Net cash outflow from investing activities	35,96,605	-
Cash flows from financing activities		
Proceeds from borrowings	80,94,965	73,70,645
Dividend on OCRPS	6,11,68,845	3,34,94,175
Net cash inflow from financing activities	6,92,63,810	4,08,64,820
Net increase (decrease) in cash and cash equivalents	3,95,62,536	2,00,85,153
Cash and cash equivalents at the beginning of the financial year	2,04,85,681	4,00,528
Cash and cash equivalents at end of the year	6,00,48,217	2,04,85,681

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For K.Gopal Rao & Co

Chartered Accountants,

Firm Registration No. 000956S

Madan Gopal Narayanan

Partner

Membership No. 211784

Date: 29/04/2026

Place: Chennai

California Software Company Limited
Notes to Consolidated Financial Statements for the year ended March 31, 2026

Note: 2 Investments and assets held for sale		
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Non Current Investments Investment in Equity instruments of subsidiaries		
Total carrying value		

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Non-current Unquoted Investment carried at cost Investment in equity instruments of subsidiaries Aspire communication, Mysore, India 20,00,000 (20,00,000) equity shares, fully paid up		

Note: 3 Trade receivable

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Current		
Trade receivables		
Unsecured, Considered good	16,81,75,599	18,40,11,246
Total trade receivables	**16,81,75,599**	**18,40,11,246**
(1) Includes dues from companies where directors are interested		

Note: 4 Cash and cash equivalents

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Balances with Banks		
In current and deposit accounts	2,20,560	2,03,34,184
In Rights Issue allotment account	5,96,68,845	-
Cash on hand	1,58,813	48,325
	6,00,48,218	**2,03,82,509**
Bank balances other than above		
Balances with banks- Unpaid dividend accounts	1,03,172	1,03,172

*Of the above Rs.51163/- was due for Investor Protection and education fund 29/08/2014. Company transferred the amount

Note: 5 Other current assets

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
GST Input Tax Credit	62,95,746	50,77,359
	62,95,746	**50,77,359**

Note: 5 Other current financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
Other Loans and advances	18,40,757	15,19,557
Rental Advance	-	4,21,200
Advance for Car	-	5,00,000
TCS Receivables	28,290	
Advance paid pursuant to agreement with iAgent Corporation	20,00,00,000	
	20,18,69,047	**24,40,757**

Note: 6 Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Authorised Capital		
17,10,00,000 Equity Shares of Rs.10/- each with equal voting ri	1,71,00,00,000	1,71,00,00,000
40,00,000 Preference Shares of Rs.10/- each with equal voting rights	4,00,00,000	4,00,00,000
	1,75,00,00,000	**1,75,00,00,000**

Particulars	As at March 31, 2026	As at March 31, 2025
Issued, Subscribed and paid up		
1,54,57,106 Equity Shares of Rs.10/- each with equal voting rights	15,45,71,060	15,45,71,060
4,18,700 Optionally Convertible Redeemable Preference Shares(OCRPS) at Rs.10	41,87,000	41,87,000
3.82,15,492 Equity Shares of Rs.10/- each of which Rs. 2.5 called and Rs. 7.5 uncalled	9,55,38,880	11,59,28,295
81,55,826 Equity Shares of Rs.10/- each with equal voting rights	8,15,58,260	
	33,58,55,200	**27,46,86,355**

(The paid up share capital includes shares worth Rs. 7,24,920 which were issued by the company in October 1994 for

Name of the Share Holder	As at March 31, 2026	As at March 31, 2025
Shareholders holding more than 5% of total shares		
Vasudevan M	3,84,96,620 62.26%	3,84,96,620 62.26%
Chemoil		
Closing Balance	3,84,96,620 62.26%	3,84,96,620 62.26%

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting

Particulars	As at March 31, 2026	As at March 31, 2025
At the beginning of the period	6,22,47,124	1,58,75,806
Add : Shares issued	-	4,63,71,318
Less : Shares bought back	-	-
At the end of the period	**6,22,47,124**	**6,22,47,124**

Note :7 Deffered Tax

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred Tax Asset	8,58,825	
	8,58,825	

Note: 8 Financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Loan from Directors	1,34,95,420	80,21,920
Car Loan	26,21,465	
Total	**1,61,16,885**	**80,21,920**

Note: 9 Trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Trade payables	18,36,824	47,11,817
Total	**18,36,824**	**47,11,817**

Note: 9 Other financial liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Liability towards capital goods		
Unpaid dividends	103172	103172
Other Advances		
Total	**1,03,172**	**1,03,172**

Note: 10 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Statutory liabilities	4,64,61,788	89,97,969
Audit Expenses Payable	5,20,958	5,20,958
Gratuity Payable	1,35,278	1,35,278
Provision for Dividend on OCRPS	35,685	35,685
Other Current Liabilities	41,49,572	70,079
Employee Benefit Expenses	1,36,82,567	60,10,845
Total	6,49,85,848	**1,57,70,813**

California Software Company Limited
Notes to Consolidated Financial Statements for the year ended March 31, 2026

Note: 11 Revenue from operations		
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Sale of Services	19,65,75,598	5,44,63,769
Total	19,65,75,598	**5,44,63,769**

Note: 12 Other Income

Particulars	**As at March 31, 2026**	**As at March 31, 2025**
UPI ID TESTING	-	-
Foreign exchange gain	-	-
Miscellenous Income		
Total	-	-

Note: 13 Employee benefits expense		
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Salary Expenses	3,83,93,813	2,34,10,561
Staff welfare expenses	81,781	9,44,093
Total	3,84,75,594	**2,43,54,654**

Note: 14 Depreciation and Amortisation		
Particulars	**As at March 31, 2026**	**As at March 31, 2025**
Depreciation & Amortisation	56,40,265	56,70,017
Total	56,40,265	**56,70,017**

Note: 15 Other Expenses		
Particulars	**As at March 31, 2025**	**As at March 31, 2025**
Maintenance expenses		
Rent - Office	27,33,750	19,10,000
Communication expenses	-	
Listing fees	16,65,584	26,83,689
Travel Expenses		
Bad debts written off		
Audit Fee	6,00,000	6,00,000
Secretarial & Professional Fees	17,23,637	
Foreign Exchange Loss		
Share Maintenance Charges		
ROC Fees	15,500	40,108
Server Rental expenses	-	35,739
Depository Charges	5,20,112	8,34,219
Other Expenses	-	70,82,368
Advertisement	-	7,500
Bank Charges	69,703	60,544
Rates and Taxes	-	14,608
Administration Expenses		
Website and Domain Charges	36,741	20,000
Issuer Fees		
Rental Charges	1,79,988	1,09,994
Payment Gateway Charges	-	304
Repair and Maintenance		
E-Voting		
Digital Media Expenses	5,02,182	8,43,057
Software Expense	3,150	22,854
Storage Expenses		
Subscription Charges	34,241	
Custodian Fees		
CRM Recharge		
Corporate Tax		
Consumables	3,87,781	
Postage & Courier		
Miscellaneous Expenses	31,849	
Naukri Expenses		
Commission Expenses	14,000	
Penalty Paid	-	1,90,568
Amazon Expenses	17,483	
Business promotion	1,37,000	
Office Expenses	5,50,708	
Total	**92,23,409**	**1,44,55,552**

16	**Earnings per share (EPS)**			
	Basic and Diluted earnings per share :			
	The earnings and weighted average number of ordinary shares used in the calculation of basic and diluted earnings per share are as follows:			
		Particulars	**As at March 31st 2026**	**As at March 31st 2025**
		Net Profit attributable to Equity Shareholders – Basic and Diluted	10,62,63,309.56	71,93,662.93
		Weighted Average Number of Equity Shares (Face Value Rs. 10 Each) – Basic and Diluted (Nos.)	6,18,28,424	6,18,28,424
		Earnings per share – Basic and Diluted – Rs.	1.71868055	0.11634880
		Disclosure in respect of Related Parties pursuant to Indian Accounting Standard 24		
17	**Names of Related Parties and Nature of Relationship**			
17.1	**Key Managerial Personnel**			
	Mr. R. Mahalingam Vasudevan	Managing Director		
	Mrs. Vasudevan Manjula	Whole Time Director		
	Mr. R. Annangabaur Singh at Venkata Narayanan	Director		
	Mr. R. Duraishamy Basaviah	Director		
	Mr. Frederick NorBendle	Director		
	Mr. V. Vijayakumar	Whole Time Director		
	Mr. Ashok Suryachandra Rao Godvarthi	Director		
	Mr. Krishnamoorthy Venkatesan	Company Secretary		
	Mr. R. Chandan	Director		
		Director Remuneration	**As at March 31st 2026**	**As at March 31st 2025**
	Mrs. Vasudevan Manimala		600000	600000
	Mr. Vijayakumar		900000	900000
	Mr. Krishnamoorthy Venkatesan		600000	600000
		Loan from Directors	**As at March 31st 2026**	**As at March 31st 2025**
	Mr. Mahalingam Vasudevan		1,34,95,420.14	80,21,920.14
		Earnings and expenditure in foreign exchange		
		Expenditure in foreign exchange	0	0
		Earnings in foreign exchange		
		Export of Software	0	0

18	**Title deeds of Immovable Property not held in name of the Company**		
	PPE	Land	Nil
		Building	Nil
	Investment Property	Land	Nil
		Building	Nil
19	**Wilful Defaulter**		
	Company is not a wilful defaulter by any bank or financial institution or other lender, the following details shall be given:		
	a) Date of declaration as wilful defaulter		
	b) Details of defaults / amount of default		Nil
	Relationship with Struck Off Companies		
20	**Where the company has any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956, the Company shall disclose the following details:**		
	Investments in securities		₹
	Receivables		Not Applicable
	Payables		

	California Software Company Limited		
	Particulars	**Year ended 31st March 2026 Rs.**	**Year ended 31st March 2025 Rs.**
21	**a) Current Ratio**	5.71	8.74
	– Current Assets	47,44,93,929.09	25,00,17,190.55
	– Current Liabilities	8,30,42,728.95	2,86,07,722.06
22	**b) Debt-Equity Ratio**	0.04	0.03
	– Total Debt	1,61,16,885.14	80,21,920.14
	– Shareholders' Equity	41,27,40,593.27	24,53,08,438.72
	c) Debt Service Coverage Ratio	6.59	0.90
	– Earnings available for debt service	10,62,63,309.56	71,93,662.93
	– Debt Service / Total Debt	1,61,16,885.14	80,21,920.14
	d) Return on Equity Ratio	25.75	2.93
	– Net Profit after taxes	10,62,63,309.56	71,93,662.93
	– Shareholders' Equity	41,27,40,593.27	24,53,08,438.72
	e) Inventory Turnover Ratio	Not Applicable	Not Applicable
	– Cost of Goods Sold / Sales	Not Applicable	Not Applicable
	– Average Inventory	Not Applicable	Not Applicable
	f) Trade Receivables Turnover Ratio	1.17	0.30
	– Net Credit Sales	19,65,75,598.34	5,44,63,769.14
	– Trade Receivables	16,81,75,598.68	18,40,11,245.83
	g) Trade Payables Turnover Ratio	Not Applicable	Not Applicable
	– Net Credit Purchases	Not separately disclosed	Not separately disclosed
	– Average Trade Payables	32,74,320.29	43,95,763.24
	h) Net Capital Turnover Ratio	0.64	0.35
	– Net Sales	19,65,75,598.34	5,44,63,769.14
	– Average Working Capital	30,64,30,334.32	15,70,50,083.55
	i) Net Profit Ratio	54.06	13.21
	– Net Profit	10,62,63,309.56	71,93,662.93
	– Net Sales	19,65,75,598.34	5,44,63,769.14
	j) Return on Capital Employed	34.70	4.07
	– Earnings Before Interest and Tax	14,32,36,332.38	99,83,545.80
	– Capital Employed	41,27,40,593.27	24,53,08,438.72
	k) Return on Investment	Not Applicable	Not Applicable
	– Investment income / return	Not Applicable	Not Applicable
	– Investment base	Not Applicable	Not Applicable
	All amounts mentioned in the financial statement represent for the year ende		
	Previous year figures have been properly carried forward to this year's		
	Based on the information and explanation given by the company, there were no dues to Micro, Small and Medium Scale Enterprises.		
	Notes Forming Part of the Financial Statements		
	*The accompanying notes form an integral part of the financial statements. *As per our report of even date attached.		

calsoft

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IDEAS
PEOPLE
TECHNOLOGY
OPPORTUNITIES
A BRIGHTER
TOMORROW

THANK YOU

ANNUAL REPORT 2025-26

Building a Smarter, More Inclusive Tomorrow

Thank you for your trust and continued support. As Calsoft moves forward, we remain committed to innovation, inclusion, responsible growth and long-term value creation.

PEOPLE	TECHNOLOGY	IDEAS	IMPACT
EMPOWERING POTENTIAL	SOLVING FOR A BETTER TOMORROW	TURNING IDEAS INTO OPPORTUNITIES	CREATING A STRONGER INDIA

For a Brighter Tomorrow