

**SIXTEENTH ANNUAL REPORT**

**2009 - 2010**

**ARCHANA SOFTWARE LIMITED**

Regd. & Admn. Office :

No.64, Velachery Main Road, Sankaran Avenue,  
Velachery, Chennai - 600 042.

## ARCHANA SOFTWARE LIMITED

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### Board of Directors

**D. Ravleankar**  
Director

**M.B. Sekar**  
Director

**S.Ravi Shankar**  
Director

**S. Sonaechalam**  
Director

**Chikalpat Yogesh Pai**  
Director

### Auditors

**M/s. Baskaran & Co.**  
Chartered Accountants  
12, Avenue Road,  
Rathinam Complex, II Floor,  
Nungambakkam, Chennai - 600 034.

### Bankers

**Tamilnadu Mercantile Bank Ltd.**  
T.T.K Road, Chennai-14

**HDFC Bank Ltd**  
I.T.C Centre  
Anna Salai, Chennai.

### Registered Office

**No. 64, Velacherry Main Road,**  
**Sankaran Avenue,**  
**Velachery, Chennai - 600 042.**

# ARCHANA SOFTWARE LIMITED

## NOTICE

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Notice is hereby given that the Sixteenth Annual General Meetings of the Company will be held on Tuesday, 29th September 2010 at 10.00 a.m. at N.M.S.Marriage Hall, 61F Main Road, Velachery, Chennai-600 042 for transacting the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March 2010 and the Balance Sheet as on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a director in the place of Mr. S. Ravi Shankar, who retires by rotation and be eligible offers himself for reappointment.

### SPECIAL BUSINESS :

3. To consider and, if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr S. Sonaachalam who was appointed as a Director of the company with effect from 3rd August 2010 and holds office upto the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company"

"RESOLVED THAT Mr Chikalpet Yogesh Pal who was appointed as a Director of the company with effect from 3rd August 2010 and holds office upto the date of this Annual General Meeting under section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the company"

4. To appoint Auditors and to authorize the Board to fix their remuneration.

By Order of the Board

PLACE: CHENNAI,  
DATE : 02.08.2010.

Sd/-  
D. RAVISANKAR  
DIRECTOR

# **ARCHANA SOFTWARE LIMITED**

## **NOTES**

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1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and on a poll to vote instead of himself. The proxy need not be a member of the Company. A blank proxy form is enclosed. The proxy form duly stamped and executed, should be deposited at the Register office of the commencement of the meeting.
2. The Register of the Members and Share Transfer Register of the company will remain closed from the 26th September 2010 to 29th September 2010 (both days inclusive).
3. Members are requested to notify change in address, if any, to the Company's Secretarial Department at No. 64, Velachery Main Road, Sankaran Avenue, Velachery, Chennai - 600 042, quoting the folio members.
4. Members/ proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall.
5. In the case of joint holders if more than one holder intends to attend the meeting, they must obtain additional admission slips on the request form the Registered Office of the Company on or before 16th September 2010.

**By Order of the Board**

**PLACE: CHENNAI,  
DATE : 02.08.2010**

**Sd/-  
D. RAVISANKAR  
DIRECTOR**

# ARCHANA SOFTWARE LIMITED

## DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the Sixteenth Annual Report on the working of the Company along with the audited Balance Sheet and Profit Loss Account for the year ended 31st March 2010.

### FINANCIAL RESULTS

	Rs. In Lacs 2009 - 10	Rs. In Lacs 2008 - 09
Software Income	38.20	34.04
Profit/(Loss) before tax	9.74	4.70
Profit/(Loss) after tax	9.74	4.70
Balance carried to Balance Sheet	(756.88)	(766.62)

### DIVIDEND

No dividend has been recommended for the year.

### OPERATIONS

The Company is making all out efforts to market the various software products developed by it - software in the areas of designing and planning in Textile industry, Inventory Management, Hotel Management, Payroll Management etc.. The company's turnover had increased from Rs.34.04 lacs in the previous year to Rs.38.20 lacs in the current year. The reason for marginal increase in turnover is due to global economic meltdown, which has affected Indian Industries, hence their spending on IT products purchased were slow down a bit. However, Your directors are confident of registering substantial increase in turnover and profits in the coming years.

### FUTURE PLAN

The company would further push its marketing efforts for the sale of various software programmes it has developed, and would soon restart its dot com operation, which was core strength of the company in the past. Since the company had good customers in textile business, now launching a textile product trading dot.com portal, the domain is already finalized, it will launching the portal shortly, which will give additional revenue to the company and good margins. The Company has approached the Bombay Stock Exchange for the revocation of suspension in the trading of its scrips. Your directors are very confident of getting the suspension revoked in the next few months time. Company has initiated steps for the amalgamation M/s. Shakthi Knitting Limited, Tirupur, into it. Approvals of the Stock Exchanges and other regulating agencies are awaited. On obtaining these approvals, which are expected shortly, the Hon'ble High Court of Madras would be approached for proceeding further in the matter.

## **ARCHANA SOFTWARE LIMITED**

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**Information Pursuant to Section 217(1) (E) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.**

### **A. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

Since the Company is engaged in the Computer Software Development, the question of conservation of Energy and Technology Absorption does not arise.

### **B. FOREIGN EXCHANGE EARNING AND OUTGO**

There was no foreign exchange expenses and income during the year.

### **C. PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956.**

During the year, no employee was paid more than Rs.2,00,000/- per month or Rs.24,00,000/- per annum.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors confirm :

- i. That in the preparation of Annual Accounts, the applicable Accounting Standards have been followed and no material departures have been made from the same.
- ii. That they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for that period.
- iii. That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company preventing and detecting fraud and other irregularities.
- iv. That they have prepared the annual accounts on the 'going concern' basis.

# **ARCHANA SOFTWARE LIMITED**

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## **CORPORATE GOVERNANCE:**

A report on Corporate Governance, pursuant to clause 49, is annexed hereto and forms part of this report. A certificate from M/s. Baskaran & Co, Chartered Accountants, Chennai, Statutory Auditors of the Company regarding compliance of conditions of corporate governance stipulated by the stock exchanges is annexed to this report.

## **MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT**

In accordance with the listing agreement, the Management Discussion and Analysis Report is annexed hereto and forms part of this report.

## **AUDIT COMMITTEE**

Your company has complied with the provisions of Section 292A of the Companies Act, 1956 as to constitution of Audit Committee with Mr. M.B. Sekar and Mr. S. Ravishankar being members of the said committee. The committee met seven times during the year.

## **PUBLIC DEPOSIT**

The Company has not accepted any deposit from the public during the year under review.

## **LISTING**

The Shares of your company are presently listed in the Madras Stock Exchange and Bombay Stock Exchange (BSE). However, trading of company's scrips is suspended for the time being due to non-compliance with some of the procedural requirements. The company has since filed the necessary documents with BSE and it is hopeful of revocation of suspension very shortly.

## **DIRECTORS**

### **a. Re-appointment :**

Mr. S. Ravi Shankar, Director of the Company retires by the rotation at this Annual General Meeting and being eligible offers himself for reappointment.

## ARCHANA SOFTWARE LIMITED

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### **b. Appointment:**

Mr. S. Sonaachalam was appointed as Director of the company by the Board of Directors at its meeting held on 3rd August 2010, with effect from the same date in accordance with Section 260 of the Companies Act, 1956 and retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment. Further, for his appointment as Director, the requisite notices together with necessary deposits have been received from a member pursuant to Section 257 of the Companies Act, 1956, proposing the election of Mr. S. Sonaachalam as a Director of the company.

Mr. Chikalpat Yogesh Pai was appointed as Director of the company by the Board of Directors at its meeting held on 3rd August 2010, with effect from the same date in accordance with Section 260 of the Companies Act, 1956 and retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment. Further, for his appointment as Director, the requisite notices together with necessary deposits have been received from a member pursuant to Section 257 of the Companies Act, 1956, proposing the election of Mr. Chikalpat Yogesh paid as a Director of the company.

### **AUDITORS**

M/s. R. Baskaran & Co, Chartered Accountants, Chennai, is eligible for reappointment as statutory auditors and they shall hold the office till the conclusion of next Annual General Meeting. A certificate to the effect that, if appointed, such appointment will be within the limits under Section 224(1B) of the Companies Act, 1956, has been obtained from them.

Regarding auditors qualification on confirmation of balance, effort has been taken to obtain the same, deferred tax assets is only to be created, which is notational hence the same is not considered in the accounts.

### **GENERAL**

The Management is grateful to the shareholders, valued customers, bankers and vendors for the continued support and co-operation.

The Director also wishes to place on record their appreciation of the support and co-operation of all employees to enable the company to achieve its growth plans.

On behalf of Board of Directors

PLACE: CHENNAI,  
DATE : 02.08.2010

Sd/-  
D. RAVISANKAR  
DIRECTOR



# ARCHANA SOFTWARE LIMITED

## REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2010

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### A. Philosophy on code of Governance:

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the stakeholders and others. It ensures fairness, transparency and integrity of the management. It further inspires and strengthens investor's confidence and commitment to the company.

Your company's policy on governance has been

1. To enhance the long-term interest of its shareholders and to provide good management, the adoption of prudent risk management techniques, compliance with the statutory requirements and thereby safeguarding the interest of shareholders, creditors, investors and employees.

2. To identify and recognize the Board of Directors and the Management of our company as the principal instrument through which corporate governance principles are articulated and implemented. Further to identify and recognize accountability, transparency and equality of treatment for stakeholders, as central tenets of good corporate governance

In compliance with the disclosure requirements of Clause 49 of the Listing Agreement executed with the stock exchanges, the details are set out below:

### B. Board of Directors

#### Composition :

As of 31st March 2010, there were 3 Directors on the Board managing the company's business.

The function, responsibility, role and accountability of the Board are well defined. The Board approves the annual budget. The detail reports of the company's performance are periodically placed before the Board.

The Board met 7 (seven times) on the following dates during the financial year 2009 -10

April 30, 2009	August 28, 2009	October 30, 2009	March 16, 2010
July 30, 2009	September 29, 2009	January 29, 2010	

The Company has Executive and Independent directors. None of the Directors on the board is a member on more than 10 committees (as specified in Clause 49 of the Listing Agreement with Stock Exchanges) across all the companies in which they are Directors.

The composition of the Board as on 31st March 2010 as well as names and categories of the directors on the board, their attendance at Board Meetings held during the financial year 2009 - 10 and also at the last Annual General Meeting were as follows :

## ARCHANA SOFTWARE LIMITED

Name of Directors	Category	Membership/ Chairman ship held in committees of other companies	No. of other Director shipsheld	Number of Meetings Attended	Attendance at last AGM
D. Ravisankar	Independent	-	-	7	YES
M.B.. Sekar	Independent	-	-	7	YES
S. Ravishankar	Independent	-	-	7	YES

### C. Committee of the Board :

The board of directors has consulted the following committees with commensurate delegation of powers to discharge affairs of the company on a periodical basis as well as to meet the business exigencies of the company.

#### 1. Business Development Committee of Directors :

##### Term of reference :

a. For administrative convenience and quicker decisions, the committee was constituted in the line with the provisions of section to the needs.

For the year ended 31st March 2010 the committee met on the following dates:

April 10, 2009	July 21, 2009	October 16, 2009	January 22, 2010
May 15, 2009	August 12, 2009	November 27, 2009	March 30, 2010
June 25, 2009	September 15, 2009	December 31, 2009	

##### a) Composition :

Name of the members : S. Ravi Shankar  
M.B. Sekar

#### 2. Audit committee :

##### Term of reference :

- 1) To provide direction and to oversee the operations of the audit functions in the company.
- 2) To review the adequacy of internal control system and internal audit function with special emphasis on their quality and effectiveness.
- 3) To review half yearly and annual financial results before submission to the Board for approval.