ARCHANA SOFTWARE LIMITED

25th ANNUAL REPORT 2018 2019

ARCHANA SOFTWARE LIMITED

TWENTY FIFTH ANNUAL REPORT - 2018 - 2019

CORPORATE INFORMATION

Board of Directors

Mr. S. Vasanth Kumar	Non Executive Director
Mr. Chikalpat Yogesh Pai	Whole Time Director
Mr. S Sonaachalam	Independent Director
Mr. V. Paranthaman	Independent Director
Mrs. P. Parimala	Independent Director
Cheif Financial Officer	Mr.C. Raj Mohan
Company Secretary	Mr. Krishnan R Iyer
Chief Executive Officer	Mr. P. Appusami

Audit Committee

Mr. V Paranthaman	Independent Director (Chairman)
Mr. S Sonaachalam	Independent Director
Mrs. P Parimala	Independent Director
Mr. S Vasanth kumar	Non-Executive Director

Stakeholders Relationship Committee

Mrs. P Parimala	Independent Director (Chairman)
Mr. S. Vasanth kumar	Non-Executive Director
Mr. S Sonaachalam	Independent Director
Mr. V Paranthaman	Independent Director

Nomination & Remuneration Committee

Mr. S Sonaachalam	Independent Director (Chairman)
Mrs. P Parimala	Independent Director
Mr. V Paranthaman	Independent Director

Statutory Auditors

M/s GKP Associates, (Firm Regn.007680S)
Chartered Accountants,
No.10 Doctors Colony,
Radhakrishnan Road
Gandhipuram
Coimbatore-641012

Secretarial Auditors

M/s Lakshmmi Subramanian & Associates
Practicing Company Secretaries
Murugesa Naicker office complex,
No.81, Greams Road, Chennai-600006

Bankers

Tamilnadu Mercantile Bank Ltd
Kamaraj Road Tirupur.

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

IDBI Ltd.
115, Annasalai Saidapet Chennai

Registrars & Share Transfer Agents

M/s. Sharex Dynamic (INDIA)Private Limited
C-101, 247 Park, LBS Marg,
Vikhroli West,
Mumbai - 400 083.
(T) (91)-022-28515644
(F)(91)-022-28515606
Email: support@sharexindia.com

Registered Office

'Land Marvel Nest' 1st Floor
No.3 First Main Road, Indria Nagar,
Adyar, Chennai -600 020

Email: archanasoftware@gmail.com
Website: www.archanasoftware.com
Contact Number: 044- 64555955
Corporate Identity Number(CIN): L17120TN1994PLC029226

ARCHANA SOFTWARE LIMITED
CIN: L17120TN1994PLC029226
LAND MARVEL NEST, FIRST FLOOR, 3 FIRST MAIN ROAD
INDIRA NAGAR, ADYAR CHENNAI- 600020

NOTICE is hereby given that the 25th Annual General Meeting of Archana Software Limited will be held on Thursday, 12th December, 2019 at 12:00 P.M, at Asha Nivas, No.9, Rutland Gate, 5th Street, Chennai 600 006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in the place of Mr. Vasanth kumar (having DIN:00405757) who retires from office by rotation and being eligible offers himself for reappointment.

3. To Consider the re-appointment of M/s. GKP Associates, (Firm Regn.007680S), Chartered Accountants as the statutory Auditors of the company and to fix their remuneration and to pass the following as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules,2014 (including any Statutory modification(s) or re-enactments M/s GKP Associates, (Firm Regn.007680S), Chartered Accountants be and is hereby appointed as the Statutory Auditors of the Company for the second term of 3 (Three) years to hold office from conclusion of this meeting 25TH Annual General meeting till the conclusion of the ensuing 28th Annual general Meeting of the Company and on such remuneration as may be decided by the Board of Directors.

SPECIAL BUSINESS

4. To Approve Related Party Transactions

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder including any modification or amendments or clarifications thereon, if any, subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the members of the Company be and is hereby accorded to approve the Related Party transactions entered into/to be entered with any sale, purchase of goods, material, equipment etc and to provide/avail services from/to Shakthi Knitting Limited, a related

party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 20 crores (Rupees Fifty Crores Only) from the financial year 2019-2020 and onwards provided, however, that such contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT Mr.Chikalpat Yogesh Pai, Director of the Company be and is hereby jointly and severally authorized to take all steps to implement the above resolutions, finalize and take all actions in connection therewith including filing the necessary e-forms with the Registrar of Companies, Chennai."

Place: Chennai **By and on behalf of Board of Directors**

Date: 14.11.2019

For Archana Software Limited
Sd/-
S. Vasanth Kumar
DIRECTOR
DIN: 00405757

NOTES:

1. The Explanatory statement pursuant to section 102 of the Companies Act,2013, which sets out details relating to Special Business at the meeting is annexed thereto.

2. A member entitled to attend and vote at AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board resolution on the letter head of the company, signed by one of the Directors or Company Secretary or any other authorized signatory and / or duly notarized power of

Attorney, authorizing their representatives to attend and vote on their behalf at the meeting.

4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.

6. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

7. The register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 (the Act), and the Register of contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 6th December, 2019 to ,Thursday 12th December, 2019 (both days inclusive) for the purpose of AGM.

9. Members are requested to notify immediately any change in their address to the Registrar and Share transfer Agent M/s. Sharex Dynamic (INDIA)Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083.

10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a Green Initiative in Corporate Governance and allowed Companies to share documents with its shareholders through an electronic mode. SEBI (LODR) Regulations 2015 permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email addresses for the said purpose. Hence Members are requested to register their e-mail addresses with the Company by sending their details relating to name, folio no./DP Id/Client Id to the company's email id : archanasoftware@gmail.com.

11. Members holding shares in physical form and in electronic mode are requested to immediately notify change in their address and updates of savings bank account details, if any, to their respective Depository Participant(s) and to

Registrar and Share Transfer Agents M/s. Sharex Dynamic (INDIA)Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083 quoting their folio number.

12. Pursuant to section 72 of the Companies Act 2013, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant

13. Members desirous of obtaining any information concerning the accounts of the Company are requested to address their queries to the Company Secretary at least seven days in advance of the Meeting so that the information required can be readily made available at the meeting.

14. All documents referred to in the accompanying notice and the explanatory statement requiring the approval of the members at the AGM and other statutory registers shall be available for inspection at the Registered office of the Company during business hours on all days, except Saturdays, Sundays and National Holidays form the date hereof up to the date of AGM.

15. Profile of Director re-appointment is given below:

Name of the Director	S. Vasanth Kumar
DIN	00405757
Age	52
Date of appointment	12/12/2013
Experience	Having 30 years of experience in textile sector especially in garment segment and in over all business Management
No. of shares held as on 31.03.2019	1311101
Directorship in other public companies	Holding Directorship in one Company - Shakthi Knitting Limited
Chairman/Member of committees of company	Audit Committee - Member Stakeholders Relationship Committee - Member
Relationship with any other Director	NIL

16. With effect from 1st April 2014, inter alia, provisions of Section 149 of Companies Act 2013 has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors.

17. The route map showing directions to reach the venue of the 25th AGM is annexed.

18. Electronic copy of the AGM Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Company inter alia indicating the process and manner of e-voting along with Attendance slip and Proxy form is being sent in the permitted mode.

19. **Voting through Electronic Means**

In compliance with provisions of Section 108 of the Companies Act 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility as an alternate, for its shareholders to enable them to cast their votes electronically at the 25th Annual General Meeting (AGM) through e-voting service provided by Central Depository Services (India) Limited. E- Voting is optional. The procedure and instructions for the same are as follows:

The Company will provide the e-voting facility through CDSL. The e-voting procedures are set out below:

The instructions for members for voting electronically are as under:-

i. The voting period begins on **Monday 9th December at 9.00 A.M**. and ends on **Wednesday 11th December at 5.00 P.M**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date Thursday 05th December 2019) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The Shareholders should log on the e-voting website www.evotingindia.com

iii. Click on "Shareholders" tab

iv. Now, select the "ARCHANA SOFTWARE LIMITED" from the drop down menu and click on "SUBMIT"

v. Now enter your user ID

a) For CDSL: 16 digits beneficiary ID
b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

vi. Next enter the image verification as displayed and click on Login

vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. ● In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now