

**ARCHANA SOFTWARE
LIMITED**

2019

2020

**26TH ANNUAL
REPORT**



044-64555955



archanasoftware@gmail.com

ARCHANA SOFTWARE LIMITED
TWENTY SIXTH ANNUAL REPORT – 2019- 2020
CORPORATE INFORMATION

Board of Directors

Mr. S.Vasanth Kumar	Non Executive Director
Mr. Chikalpat Yogesh Pai (till 29.11.2019)	Whole Time Director
Mr. S.Sonachalam	Independent Director
Mr. V.Paranthaman	Independent Director
Mrs. P.Parimala	Independent Director
Mr. A.Vishnu Sankar (from 29.11.2019)	Director
Mr. C.Raj Mohan	Chief Financial Officer
Mr. Krishnan R. Iyer	Company Secretary
Mr. P. Appusami	Chief Executive Officer

Audit Committee

Mr. V.Paranthaman	Independent Director (Chairman)
Mr. S.Sonachalam	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.Sonachalam	Independent Director
Mr. V.Paranthaman	Independent Director
Mr. S.Vasanth Kumar	Non Executive Director

Nomination and Remuneration Committee

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

Statutory Auditors

M/s GKP Associates, (Firm Regn.007680S)

Chartered Accountants,

SF No. 588/1-B, Ammapalayam,

Anuparpalayam Post,

Tirupur - 641 652.

Secretarial Auditors

M/s Lakshmmi Subramanian & Associates,

Practicing Company Secretaries,

Murugesu Naicker office complex,

No.81, Greaves Road, Chennai-600 006.

Bankers**Tamilnadu Mercantile Bank Ltd (TMB)**

Kamaraj Road, Tirupur.

IDBI Ltd.

Avinashi Road, Tirupur.

Registrars & Share Transfer Agents

M/s. Sharex Dynamic (INDIA) Private Limited,

C-101, 247 Park, LBS Marg,

Vikhroli West,

Mumbai - 400 083.

(T) 022-28515644

(F) 022-2851 5606

Email: support@sharexindia.com

Registered Office

'Land Marvel Nest' 1st Floor

No.3 First Main Road, Indria Nagar,

Adyar, Chennai - 600 020.

Email: archanainvestors@gmail.com.

Website: www.archanasoftware.com.

Contact Number: 044- 64555955

Corporate Identity Number (CIN): L17120TN1994PL0029226

ARCHANA SOFTWARE LIMITED

CIN: L17120TN1994PLC029226

LAND MARVEL NEST, FIRST FLOOR, 3 FIRST MAIN ROAD

INDIRA NAGAR, ADYAR, CHENNAI - 600 020.

NOTICE is hereby given that the 26th Annual General Meeting of Archana Software Limited will be held on 29th September, 2020, Tuesday at No. 137, Velachery Main Road, Guindy, Chennai - 600023 at 10.00 A.M 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr.S. Vasanth Kumar (DIN: 00405757) who retires from office by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

- 3) To appoint Mr.A. Vishnu Sankar (DIN: 0008624593) as Whole Time Director

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

“RESOLVED THAT pursuant to provisions of sections 149, 152, 196, 197 read with Schedule V and other applicable provisions if any of the Companies Act 2013 (including any statutory modifications, enactments or re-enactments, thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, Consent of the Company be and is hereby accorded for the appointment of Mr.A. Vishnu Sankar (DIN: 0008624593) as a Whole Time Director of the company w.e.f. 29th November, 2019 for a period of 5(five) years, subject to retirement by rotation with payment of remuneration on such terms and conditions as detailed in the explanatory statement.”

“RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. A.Vishnu Sankar shall be subject to overall ceilings laid down under Schedule V of the Companies Act 2013 and the Board be and is hereby authorized to vary, alter and modify the terms and conditions of remuneration/remuneration structure of Mr.A. Vishnu Sankar, Whole Time Director including the monetary value thereof , to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution, Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the tenure of his appointment, the Board of Directors/ Nomination and Remuneration Committee constituted by the Board, do accept to pay the above remuneration as the minimum remuneration to Mr.A.Vishnu Sankar, Whole Time Director.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any committee of directors or director(s) to give effect to the above resolution”

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 Twenty Crores Only) from the financial year 2020 – 2021 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.S. Vasanth Kumar, Director of the Company be and is hereby 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:26.08.2020

For Archana Software Limited

Sd/

Mr. Vasanth Kumar

Director

(DIN: 00405757)

NOTES:

- I. A MEMBER IS ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID AND EFFECTIVE, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II. Pursuant to the provisions of the Companies Act, 2013 and the underlying rules viz. Companies (Management and Administration) Rules, 2014, and the Amendment Rules 2015, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.
- III. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of 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.
- IV. We urge the members to support our commitments to monumental protection by choosing to receive their shareholding communication through mail. You can do this by updating your email address with your Depository Participant.
- V. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report 2019-2020 will be available on the Company's Website, www.archanasoftware.com
- VI. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM a member would be entitled to inspect the proxies lodged any time during the business hours of the company (10.00 A.M to 5.00 P.M) provided that not less than three days notice is given in writing to the company.
- VII. The members/proxies are requested to bring their copy of Annual Report and duly filled Attendance Slips for attending the meeting.

- VIII. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of AGM.
- IX. 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.
- X. 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 : archanainvestors@gmail.com.
- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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 from the date hereof up to the date of AGM.

- XV. 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.
- XVI. 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.

XVII. 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 26th 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:-

1. The voting period begins on Saturday, 26th September, 2020 09.00 A.M and ends on Monday, 28th September, 2020 05.00 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 i.e 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com.