

ARCHANA SOFTWARE LIMITED

2020-2021

27TH ANNUAL
REPORT

ARCHANA SOFTWARE LIMITED
TWENTY SEVENTH ANNUAL REPORT – 2020- 2021
CORPORATE INFORMATION
CIN: L17120TN1994PLC029226

Board of Directors

Mr. S.Vasanth Kumar	Non Executive Director
Mr. A.Vishnu Sankar	Whole Time Director
Mr. S.Sonachalam	Independent Director
Mr. V.Paranthaman	Independent Director
Mrs. P.Parimala	Independent Director
Mr. C.Raj Mohan	Chief Financial Officer
Mr. R. Krishnan	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.0076808S)
Chartered Accountants,
No.10 Doctors Colony,
Radhakrishnan Road,
Gandhipuram,
Coimbatore-641 012

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. Link Intime India Private Limited,

C-101, 247 Park, LBS Marg,

Vikhroli West,

Mumbai - 400 083.

(T) 022-4918 6000

(F) 022-4918 6060

Email: rnt.helpdesk@linkintime.co.in

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

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 27th Annual General Meeting of Archana Software Limited will be held on Thursday, 23rd September, 2021, at 11:00 A.M through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") to transact following business.

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Vasanth Kumar (DIN: 00405757) who retires from office by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3) 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 Private 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. 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

Date:25.08.2021

By and on behalf of Board of Directors

For Archana Software Limited

Sd/

Mr. S. Vasanth Kumar

Director

(DIN: 00405757)

Notes

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment 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.
- 3) Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to archanasoftware@gmail.com.
- 4) 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.
- 5) In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.archanasoftware.com.
- 6) As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.archanasoftware.com
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

- 8) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA Circulars, the Company is offering "remote e-voting facility" 3 days prior to the date of AGM and "e- voting facility" during the AGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.
- 10) Pursuant to MCA Circulars, a designated email address viz., archanasoftware@gmail.com has been created by the company so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the R&T/Depository Participant. The Members will be allowed to post questions during the course of the Meeting. However, the queries can also be given in advance at archanasoftware@gmail.com
- 11) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 3 is annexed hereto.
- 12) All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members. The same will be shared with the members on receipt of request.
- 13) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. August 27, 2021), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 14) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 15) Instructions for updation / registration of email address, bank details, procedure for joining the AGM through VC/OAVM and procedure for remote e-voting & e-voting during the AGM are as follows :

Updation of e-mail address

- 16) The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
- 17) For permanent registration of demat shareholders : It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- 18) For temporary registration of demat shareholders : The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

Updation of Bank details

- 19) The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with M/s.Link Intime India Pvt. Ltd., by clicking the link : https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important for the shareholder to submit the request letter duly signed. Link Intime will verify the documents uploaded

and will only take on record all valid cases. On submission of the shareholder's details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- 20) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them.

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. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

Process and manner for attending the Annual General Meeting through InstaMeet:

- i. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "Company" and 'Event Date' and register with your following details:
 - A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant(DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).