

2021-2022

ANNUAL REPORT

ARCHANA SOFTWARE LIMITED

28TH ANNUAL GENERAL MEETING



ARCHANA SOFTWARE LIMITED

CIN: L17120TN1994PLC029226

LAND MARVEL NEST, F-1, 3, FIRST MAIN ROAD, INDIRA NAGAR, ADYAR, CHENNAI - 600 020

TWENTY EIGHT ANNUAL REPORT – 2021- 2022

CORPORATE INFORMATION

CIN: L17120TN1994PLC029226

Board of Directors

Mr. S.Vasanth Kumar	Non Executive Director
Mr. A.Vishnu Sankar	Whole Time Director
Mr. S.Sonaachalam	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.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.Sonaachalam	Independent Director
Mr. V.Paranthaman	Independent Director
Mr. S.Vasanth Kumar	Non Executive Director

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Nomination and 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.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.

INTERNAL AUDITORS

R. Bala Subramanian

Future Consulting

No. 2 Sairam Street

SISI Colony (Extn),

Ullagaram

Chennai – 600091

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Bankers

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, Indira Nagar,

Adyar, Chennai - 600 020.

Email: archanasoftware@gmail.com.

Website: www.archanasoftware.com.

Contact Number: 044- 64555955

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NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of Archana Software Limited will be held on Thursday, 22nd September, 2022, at 03:00 P.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, 2022 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.
- 3) To appoint Auditors of the Company and to fix their remuneration:

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

"RESOLVED THAT pursuant to Sections 139,142 and other applicable provisions, if any of the Companies Act 2013 and the rules made thereunder, as amended from time to time, pursuant to the recommendations of the Board M/s. Raja and Associates (Firm Registration Number: 0033885) be and is hereby appointed as statutory auditor of the Company, to hold office for a period of five consecutive years commencing from the financial year 2022-23, on a remuneration as detailed in the Explanatory Statement.

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

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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. 5 crores (Rupees Five Crores Only) from the financial year 2021 – 2022 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

Date:13.08.2022

By and on behalf of Board of Directors

For Archana Software Limited

Sd/

Mr. S. Vasanth Kumar

Director

(DIN: 00405757)

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Notes:

- 1) In view of the situation arising due to COVID-19 global pandemic, the Annual General Meeting of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 and General Circular No.21/2021 dated 14.12.2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the re-appointment and appointment of Directors as mentioned under item no. 2 of this notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking appointment.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from Friday the 16th September 2022 to Thursday the 22nd September 2022 (inclusive of Both days) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
- 4) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022. Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.archanasoftware.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- 5) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited the Registrar & Share Transfer Agent of the Company.

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- 6) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of these members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited for assistance in this regard.
- 7) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

E Voting & its procedures:

Voting through Electronic Means:

- i. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 and General Circular No.21/2021 dated 14.12.2021. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- ii. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA above mentioned circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. 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

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procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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. who are allowed to attend the AGM without restriction on account of first come first served basis.

- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.archanasoftware.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 and General Circular No.21/2021 dated 14.12.2021.
- viii. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided

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in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 09.00 A.M. Monday 19th September 2022 to 05.00 P.M. Wednesday 21st September 2022 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Thursday 15th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.