

**ARCHANA**  
**SOFTWARE LIMITED**

'Land Marvel Nest', F-I  
3, First Main Road, Indira Nagar,  
Adyar, Chennai-600 020.  
Tel No. : +44 64555955  
Email : archanainvestors@gmail.com  
CIN : L17120TN1994PLC029226

To

BSE Limited (BSE)

Corporate Relationship Department,

07/09/2023

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street,

Mumbai- 400 001

**Scrip Code: 530565**

**Dear Sir,**

**Sub: Regulation 34 - 29<sup>th</sup> Annual Report of the Company (F.Y 2022-23)- reg**

Pursuant to regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, We enclosed herewith the 29<sup>th</sup> Annual Report of the Company (F.Y 2022-23) for your reference.

Thanking you

Yours Truly

**For Archana Software Limited**



**S. Vasanth Kumar**

**Director**

**DIN:00405757**

ASL

ANNUAL REPORT 2022-23

ARCHANA SOFTWARE LIMITED  
*29<sup>TH</sup> ANNUAL GENERAL MEETING*

# ARCHANA SOFTWARE LIMITED

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## TWENTY NINTH ANNUAL REPORT – 2022- 2023

### CORPORATE INFORMATION

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#### 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, Greams 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](mailto:rnt.helpdesk@linkintime.co.in)

## **Registered Office**

'Land Marvel Nest' 1<sup>st</sup> Floor

No.3 First Main Road, Indria Nagar,

Adyar, Chennai - 600 020.

Email: [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com).

Website: [www.archanasoftware.com](http://www.archanasoftware.com).

Contact Number: 044- 64555955

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## NOTICE OF 29<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting of Archana Software Limited will be held on Thursday, 21<sup>ST</sup> September, 2023, at 10:00 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, 2023 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 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. 5 crores (Rupees Five Crores Only) from the financial year 2022 – 2023 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

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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:14.08.2023**

**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 15th September 2023 to Thursday the 21st September 2023 (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 2022-23 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 2022-23 will also be available on the Company's website [www.archanasoftware.com](http://www.archanasoftware.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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 votesthrough 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](http://www.archanasoftware.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://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, it has been decided to allow companies whose AGMs were due to be held in the year 2023 to conduct their AGMs on or before 30.09.2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- i. The voting period begins on 09.00 A.M. Monday 18th September 2023 to 05.00 P.M. Wednesday 20<sup>th</sup> September 2023 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Thursday 14th September 2023 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.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of Shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>.</p> <p>The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able</p>

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to directly access the system of all e-Voting Service Providers.

Individual  
Shareholders  
holding securities in  
demat mode with  
**NSDL Depository**

1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period

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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementionedwebsite.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free at 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.

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- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Depository  Participant are requested to use the sequence number sent by RTA or contact RTA.
<b>Dividend Bank Details</b>  <b>OR</b>	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.
<b>Date of Birth (DOB)</b>	If both the details are not recorded with the depository, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used

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by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant ARCHANA SOFTWARE LIMITED on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- 1) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com).
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact InstaVote Support Desk & Link Intime India Private Limited on: - Tel: 022 -4918 6000.

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### **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).

Please refer the instructions (appendix) carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

- 1) Shareholders who would like to speak during the meeting must register their request 10 days in advance with the company on our email id [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com).
- 2) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- 3) Shareholders will receive “speaking serial number” once they mark attendance for the

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meeting.

- 4) Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
- 5) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- 1) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 2) Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- 3) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 4) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- 5) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- 6) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting

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and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**InstaMeet Support Desk**

**Link Intime India Private Limited**

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## Appendix

### Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The screenshot displays the Cisco Webex interface for event registration. On the left, under 'Event Information:', there are fields for 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below these is a link to 'Terms of Service and Privacy Statement'. On the right, there is a 'Join Event Now' button which is disabled. Below the button, a message states: 'You cannot join the event now because it has not started.' There are four input fields: 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A large arrow points from the text 'Mention your First name, Last name and email address' to the name and email fields. Another arrow points to the 'Join Now' button. At the bottom, there is a 'Join by browser NEW' option and a note: 'If you are the host, start your event.'

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### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM No. 3

#### Approval of Material Related Party Transactions

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 (including any statutory modifications or enactments thereof), a Company, shall obtain prior approval of shareholders for entering into related party transactions exceeding 10% of turnover as per last audited financial statements of the Company.

The Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with M/s. Shakthi Knitting Private Limited are as follows:

Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature of Transaction	Maximum Limit upto (Rs in Crore)	Duration
Shakthi Knitting Private Limited	Mr. S. Vasanth Kumar	Promoter cum Managing Director in M/s. Shakthi Knitting Private Limited	Sale, purchase of goods, material, equipment etc and to provide/avail services.  The transaction with Related party is at Arm's Length Basis.	Not Exceeding 5 Crore	Every 12 Months

All related parties shall abstain from voting on this resolution and the Board of Directors recommends passing of this resolution as an Ordinary Resolution.

None of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution set out in **Item No. 3.**

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### ANNEXURE TO NOTICE

**AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED**

Name of the Director	Mr.S. Vasanth Kumar
DIN	00405757
Age	55 years
Date of appointment	12.12.2013
Experience	30 years of experience
No. of shares held as on 31.03.2023	13,11,101
Directorship in other public companies	Nil
Chairman / Member of committees of the Company	Member of Stakeholders Relationship Committee and Audit Committee
Relationship with any other Director	Nil
Brief History	He is a promoter of the company and is occupying the position of Non-Executive Director. He is having 30 years of experience in textile sector especially in garment segment and in overall business. Since, he is a director retire by rotation and being eligible, he offer himself for reappointment.

**Place: Chennai**

**Date:14.08.2023**

**By and on behalf of Board of Directors**

**For Archana Software Limited**

**Sd/**

**S. Vasanth Kumar**

**Director**

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## DIRECTORS' REPORT

Dear Shareholders:

Your Directors have pleasure in presenting the 29<sup>th</sup> Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2023.

### 1. RESULTS OF OPERATIONS

The Company's financial performance for the year under review along with previous year's figures is given under:

(Amount in Rupees)

Particulars	FY 2022-23	FY 2021-22
Revenue from Operations	1,000	20,000
Other Income	NIL	NIL
Total Income	1,000	20,000
Total Expenses	3,46,508	14,35,757
<b>Profit / (Loss) before Interest and Depreciation</b>	<b>(3,45,508)</b>	<b>(14,15,757)</b>
Tax Expenses		
-Current Tax		
-Deferred Tax Liability/(Assets)	-	9431
-Excess Provision for Tax Written Back		
<b>Net Profit/Loss for the year</b>	<b>(3,45,508)</b>	<b>(14,25,188)</b>

During the year under review, the Company has made loss of Rs 3,45,508 against loss of Rs 14,25,188 in the previous financial year.

### 2. BUSINESS PERFORMANCE:

The Company during the year has a turnover of Rs. 1,000 as against Rs. 20,000 of the previous year. The Company has incurred net loss for the year as Rs. 3,45,508 as compared to the loss of Rs. 14,25,188 of the previous year. Your Directors are continuously taking all the efforts to improve the existing Business.



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### **3. TRANSFER TO RESERVES**

During the year under review the company has incurred loss of Rs.3,45,508 and hence the company has not transferred to reserves.

### **4. DIVIDEND**

During the year under review the company has incurred loss of Rs.3,45,508 and hence the company does not recommend any dividend.

### **5. SHARE CAPITAL**

The Authorised Capital of the company as on March 31,2023 is Rs.70,000,000/- divided into 70,00,000 Equity Shares of Rs.10/-each.

The paid up Equity Share Capital as on March 31, 2023 was Rs. 60,439,500/-divided into 60,66,700 Shares of Rs.10/-each and had unpaid call amount of Rs. 2,27,500.

### **6. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

During the year under review the company has not granted any Loans / Investments or guarantees under section 186 of the Companies Act, 2013.

### **7. LISTING OF SHARES**

The Shares of the Company are listed in the Bombay Stock Exchange.

### **8. LISTING FEES**

Your company has already paid Listing Fees for the financial year 2022-23.

### **9. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES**

The Company does not have any subsidiaries, associates and joint venture companies.

### **10. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 134 (5) of the Act, the Directors hereby confirm:

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1. That in the Preparation of Final Accounts, the applicable Accounting Standards has been followed along with proper explanation relating to material departures;
2. That they had 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 Company for that period.
3. That they had taken proper and sufficient care for the maintenance of adequacy Accounting Records in accordance with the provisions of the Act, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. That they had prepared the Annual Accounts on a Going Concern basis.
5. That they laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **11. CORPORATE GOVERNANCE :**

Since your Company's paid-up Equity Capital, and Net worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of SEBI (LODR), 2015 relating to Corporate Governance, is not applicable to the Company.

### **12. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **DIRECTORS**

Mr.S.Vasanth Kumar, Director, retire by rotation and being eligible, offers himself for re-appointment.

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### BOARD COMPOSITION

The Board is well constituted with composition of one executive and one non-executive and three independent directors.

Category	Name of Director
Executive Director	Mr. A.Vishnu Shankar – Whole-Time Director
Non - Executive Director	Mr. S.Vasanth Kumar
Independent Directors	Mr. S.Sonaachalam Mr. P.Parimala Mr. V.Paranthaman

### Key Managerial Personnel

Pursuant to the provisions of Section 2(51), 203 of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the following are the managerial personnel of the Company :

- 1) Mr.Krishnan R Iyer - Company Secretary
- 2) Mr. P. Appusami - Chief Executive Officer
- 3) Mr.C. Rajmohan Chinnaraja - Chief Financial Officer
- 4) Mr. A.Vishnu Shankar - Whole Time Director

### 13. NUMBER OF MEETINGS OF THE BOARD

During the year, Six meetings of the Board of Directors were held. The dates of such Board Meeting are:

S.NO	Date of the Board Meeting
1	25 <sup>th</sup> May 2022
2	30 <sup>th</sup> May 2022
3	13 <sup>th</sup> August 2022
4	14 <sup>th</sup> November 2022
5	13 <sup>th</sup> February, 2023
6	15 <sup>th</sup> March, 2023

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The details of attendance of each Director at the Board Meetings along with the number of meetings held during the year:

Name	Category	No. Of Board Meetings Held	No. of Board Meeting attended
Mr. A.Vishnu Shankar	Executive -Whole Time Director	6	6
Mr. S.Vasanth Kumar	Non-Executive Director	6	6
Mr. S.Sonaachalam	Independent-Non Executive Director	6	6
Mr. P.Parimala	Independent-Non Executive Director	6	6
Mr. V.Paranthaman	Independent-Non Executive Director	6	6

### 14. BOARD EVALUATION

A formal evaluation mechanism is in place for evaluation the performance of the Board, committees thereof, individual directors and the Chairman of the Board. The evaluation of board is carried out annually as per the provisions of the Companies Act, 2013, rules thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Performance evaluation of each Director is based on the criteria as laid down from time to time by the Nomination and Remuneration Committee. Criteria for performance evaluation includes aspects such as attendance for the meetings, participation and independence during the meetings, interaction with Management, Role and accountability to the Board, knowledge and proficiency and any other factors as may be decided by the Nomination and Remuneration Committee. Further, performance evaluation of an Executive Director is done based on business achievements of the company.

#### A) EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTOR'S MEETING:

During the year under review, the Independent Directors met on 13<sup>th</sup> August, 2022, inter alia to:

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- (i) Review the performance of Non – Independent directors and the Board as a whole.
- (ii) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The above policies are available in the website of the company [www.archanasoftware.com](http://www.archanasoftware.com).

### 15. INDEPENDENT DIRECTOR'S DECLARATION

All Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in respect of financial year ended 31st March, 2023, which has been relied on by the Company and placed at the Board Meeting.

### 16. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors appointment and remuneration and other matters provided in Section 178(3) of the Act read with Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 has been disclosed at the company's website: [www.archanasoftware.com](http://www.archanasoftware.com).

### 17. BOARD DIVERSITY

The Company recognizes that building a Board of diverse and inclusive culture is integral to its success. The Board considers that its diversity, including gender diversity, is a vital asset to the business. The Board has adopted a Board diversity policy which sets out the approach to diversity of the Board of Directors.

### 18. NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the

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Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters as required under Section 178(3) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is also available on the Company's website: [www.arhanasoftware.com](http://www.arhanasoftware.com).

### **19. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Company has framed a whistle blower policy. Directors and employees have full access to the Chairman of the Audit Committee to report their genuine and serious concerns and is also available on the Company's website: [www.arhanasoftware.com](http://www.arhanasoftware.com).

### **20. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has formulated a Framework on Internal Financial Controls and laid down Policies and procedures commensurate with the Size and nature of its operations pertaining to financial reporting. In accordance with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively. The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

### **21. INTERNAL AUDITORS**

Mr. Balasubramanian, of M/s. Future consulting are the Independent Internal Auditors of the Company. The Audit Committee determines the scope of internal Audit in line with regulatory and business requirements

### **22. REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

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### 23. COMMITTEES OF THE BOARD

With a view to have more focused attention on various business aspects and better accountability, the Board has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee.

The Board Committees meet at regular intervals take necessary steps to perform their duties entrusted by the Board. The details pertaining to the composition of the various Committees is also available on the Company's website: [www.archanasoftware.com](http://www.archanasoftware.com).

### 24. Audit Committee

As required under section 177(8), the Audit Committee comprises of 4 Directors of which 3 are Independent Directors. The Committee was chaired by a Non-Executive Independent Director, with requisite qualification. In the opinion of the Board of Directors, all the members of Audit Committee are financially literate and also have accounting or related financial management experience.

#### Composition

The Company derived immense benefit from the deliberation of audit Committee comprising of the following directors of the Company:

Name	Category of Membership
Mr.V. Paranthaman	Chairman
Mr.S. Sonaachalam	Member
Mrs. P.Parimala	Member
Mr. S. Vasanth Kumar	Member

All the Members have accounting or related financial management expertise. Chairman is a Non- Executive Independent Director.

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The Committee had met 4 (Four times) on the following dates during the financial year 2022 – 2023.

S.NO	Date of Meeting
1	30 <sup>th</sup> May 2022
2	13 <sup>th</sup> August 2022
3	14 <sup>th</sup> November 2022
4	13 <sup>th</sup> February, 2023

The attendance of directors at the Audit Committee meetings held during the financial year 2022-2023 is given below:

Name	Meetings held	Meeting attended
Mr.V. Paranthaman	4	4
Mr.S. Sonaachalam	4	4
Mrs. P.Parimala	4	4
Mr. S. Vasanth Kumar	4	4

### 25. Nomination and Remuneration Committee

The board has constituted the Nomination and Remuneration Committee with three Independent Directors to look after the appointment, promotions and payment of remuneration to the working Directors and Senior Executives of the Company.

#### Composition:

The Company derived immense benefit from the deliberation of Nomination and Remuneration Committee comprising of the following directors of the Company:

Name	Category of Membership
Mr.S. Sonaachalam	Chairman
Mrs. P.Parimala	Member
Mr.V. Paranthaman	Member



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### Meeting and Attendance of the Committee:

During the financial year three Nomination and Remuneration Committee meetings were held on following dates:

S.No	Date of the Meeting
1	30 <sup>th</sup> May, 2022
2	14 <sup>th</sup> November, 2022
3	13 <sup>th</sup> February, 2023

The attendance of Directors of Nomination and Remuneration Committee meeting held during the financial year 2022-23 is given below:

Name	No. of Meetings held	No. of Meetings attended
Mr.S. Sonaachalam	3	3
Mrs. P.Parimala	3	3
Mr.V. Paranthaman	3	3

### 26. Stakeholders Relationship Committee

The Companies Act 2013 and the Listing Regulations requires that Stakeholders Relationship Committee is to be constituted to consider and resolve the grievances of security holders. The Board of the Company has constituted a Stakeholders Relationship Committee with an Independent Director as its Chairman in tune with the Corporate Governance requirements under listing requirements.

#### Composition

Name of the Director	Category of Membership
Mrs. P. Parimala	Chairman
Mr.V.Paranthaman	Member
Mr. S.Sonaachalam	Member
Mr. S.Vasanth Kumar	Member

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### Meeting and Attendance of the Committee

During the financial year, the committee had its meeting on 30<sup>th</sup> May 2022, 14<sup>th</sup> November, 2022 & 13<sup>th</sup> February, 2023.

The attendance of Directors of Stakeholders Relationship Committee meeting held during the financial year 2022-23 is given below:

Name	Meetings held	Meetings attended
Mrs. P. Parimala	3	3
Mr.V.Paranthaman	3	3
Mr. S.Sonaachalam	3	3
Mr. S.Vasanth Kumar	3	3

### 27. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the Company. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned and is available on the Company's website: [www.archanasoftware.com](http://www.archanasoftware.com).

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

### 28. DEPOSIT

The company has not invited, accepted or renewed any fixed deposit from the public during the year. No amount on account of principal or interest on fixed deposit was outstanding as on the date of Balance sheet.

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### **29. STATUTORY AUDITORS**

At the Annual General Meeting held on 22<sup>nd</sup> September, 2022 the members approved the appointment of M/s. N Raja and Associates, Chartered Accountants (Firm Registration No. 003388S) as the Statutory Auditors of the Company for a period of five years, from the conclusion of that 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company to be held during the calendar year 2027.

### **30. COMMENT ON STATUTORY AUDITOR'S REPORT**

There are no qualifications, reservations, remarks or a disclaimer made by M/s. M/s. N Raja and Associates, Statutory Auditors, in their audit report.

### **31. COST AUDITORS**

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, is not applicable to the company.

### **32. SECRETARIAL AUDITOR**

Pursuant to the requirements of Section 204 (1) of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Ms.Lakshmmi Subramanian of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. CP 3534) was appointed to conduct secretarial audit for the financial year 2022 - 23. The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as **Annexure – I**

### **33. COMMENT ON SECRETARIAL AUDIT REPORT**

The Board of Directors taking necessary actions to rectify the observation remarks in the Secretarial Audit report.

### **34. RISK MANAGEMENT**

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse

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impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website: [www.archanasoftware.com](http://www.archanasoftware.com).

### **35. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186**

During the year under review the company has not granted any Loans / Investments or guarantees under section 186 of the Companies Act, 2013.

### **36. RELATED PARTY TRANSACTIONS**

During the year your Company has not entered any contracts or arrangements with related parties referred to Section 188(1) of the Companies Act, 2013, in prescribed Form AOC-2, is appended as **Annexure - II**. The policy on Related Party Transaction is available on our website [www.archanasoftware.com](http://www.archanasoftware.com).

### **37. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your company was not having profits more than Rs. Five Crores in the year 2021-2022 or net worth more than Rs.500 Crores or turnover of more than Rs.1000 Crores in the Previous financial year and therefore Constituting of Corporate Social Responsibility committee and its compliance in accordance with the provisions of section 135 of the Act, does not arise.

### **38. EXTRACT OF ANNUAL RETURN**

The Submission of Extract of Annual Return in MGT-9 is dispensed with in terms of Companies (Management and Administration) Amendment rules, 2021 dated 5th March, 2021. Hence, the question of attaching MGT-9 with this report does not arise. However, the Annual return can be viewed in the website of the company [www.archanasoftware.com](http://www.archanasoftware.com).

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### 39. PARTICULARS OF EMPLOYEES

The Information required under Section 197 (12) of Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company.

The Information of employees as per Rule 5(2) of the said Act for the year is “Nil”.

### 40. DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Auditors’ Certificate thereon, and the Management Discussion and Analysis are attached, which forms part of this report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively

#### Policies

The Company has adopted the following policies and the same are available in the website of the company [www.archanasoftware.com](http://www.archanasoftware.com).

- i) Code of conduct for Directors and Senior Management
- ii) Whistle Blower Policy/ Vigil Mechanism
- iii) Policy of Directors’ Appointment and remuneration
- iv) Policy on determining materiality of events
- v) Policy on documents preservation and archival
- vi) Terms and conditions for appointment of independent directors
- vii) Nomination & Remuneration policy
- viii) Policy on related party transactions
- ix) Policy on sexual harassment of women at work place (prevention, prohibition and redressal) Act 2013

### 41. POLICY ON INSIDER TRADING

On December 31, 2018, the Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from 1st April 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange

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Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website [www.archanasoftware.com](http://www.archanasoftware.com).

### **42. BUSINESS RESPONSIBILITY REPORT**

The Business Responsibility Report as per Regulation 34(2) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 500 listed Companies on the basis of market capitalization.

### **43. DIVIDEND DISTRIBUTION POLICY**

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 500 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company is not required to formulate the Dividend Distribution Policy.

### **44. PREVENTION OF SEXUAL HARRASMENT POLICY**

Your company believes in providing a safe and harassment free workplace for every individual and endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

In this regard, the Internal Complaints Committee was constituted by the Board for looking into the complaints relating to sexual harassment of women at workplace with the following members:

- 1) Mrs.P Parimala - Presiding Officer
- 2) Mr.V Paranthaman – Member

During the year under review, the committee met on 15th February, 2021. Further, during the year under review, your company has not received any complaints pertaining to sexual harassment.

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### 45. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) **Energy Conservation:** Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, is not applicable.
- b) **Foreign Exchange Earnings and Outgo:** The Company has not earned or spent any foreign exchange during the year under review.
- c) **Research and Development & Technology Absorption:** The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

### 46. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

Except as given below, no other material events have been occurred during the period after the end of the Financial Year and before the signing of this Report.

During the year under review the current promoter of the Company Mr.Vasanth Kumar has entered into a Share Purchase Agreement (SPA) dated 29th June 2023 with Mr.Shaju Thomas and Mrs.Lint P Jose (Collectively called as "Acquires") whereby the acquirer has agreed to purchase 13,11,101 fully paid-up equity shares of Rs.10/- each, constituting 21.61% of the total voting share capital of the Company.

Pursuant to the above event Open offer has been made for Acquisition of up to 15,77,342 ( Fifteen lakhs Seventy Seven Thousand Three Hundred and Forty Two) equity shares of face value of Rs.10 each , representing 26% of the total voting share capital

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of the company by Mr.Shaju Thomas (Acquirer 1) and Mrs. Linta P Jose (Acquirer 2) from the public shareholders.

### **47. SECRETARIAL STANDARDS:**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively.

### **48. MANAGEMENT DISCUSSION & ANALYSIS**

#### **A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The global textile industry has been facing exceptionally challenging conditions since the past two years due to the restrictions imposed because of the Covid-19 pandemic. Further, the global supply chain had seen unprecedented levels of pressure and disruption due to logistical impasse.

This led to delayed delivery resulting into reduced product shelf life and increased inventory at importer / retailer level which resulted in reduction in export orders / delayed picking of confirmed orders, apart from sharp increase in vessel shipping cost. Further, prodigious liquidity globally led to a proliferation in commodity prices including Cotton, Dyes, Chemicals, Coal, etc.

#### **B. OPPORTUNITIES AND THREATS**

Accelerated reopening of activities have re-opened opportunities for the textile market which were quiet for a long time. Further, China plus one policy by USA and Europe will lead to increase in demand for the Indian Market. With an added advantage of high quality standards and globally renowned accreditations, our Company will be forging ahead with its sustainability vision to build potential so as to grab opportunities coming its way.

Currently the biggest threat is the enormous increase in cotton prices leading to high finished good prices. Consumers are therefore shifting their focus from cotton to man-made fibres. Further, increase in prices of other commodities such as coal, dyes and chemicals is also making the industry non-competitive.



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### **C. Risks and Concerns**

There is a proliferation in cotton prices which cannot be absorbed in finished goods prices. Preference is shifting from Cotton fibre to man-made fibres i.e. synthetic, polyester etc., which are available at lower prices. This is putting pressure on margin.

### **D. OUTLOOK**

Coming year will be challenging with respect to pricing. We must focus more on offering new products meeting customer retail price points. Also focus will be on blending with man-made fibers which can fit into the price bracket, acceptable to buyers.

### **E. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company maintains adequate systems of internal controls to ensure that all assets are safeguarded against loss from unauthorized use or disposition. The Company's policies, procedures and guidelines are in place to ensure that all the transactions are authorized, recorded and reported correctly. The Company has an internal audit system commensurate to its size and the nature of its business. The Company also has adequate procedures for internal financial controls to detect and prevent frauds and to protect the Company's resources. The financial statements are prepared in accordance with the accounting standards issued by Institute of Chartered Accountants of India.

### **F. HUMAN RESOURCES**

Your Company continues to be focused towards employee empowerment. We acknowledge the commitment and dedication of our team. With expanding operations, we continue to build our team, with on-board training across various processes.

### **G. ACCOUNTING TREATMENT**

The financial statements have been prepared to comply with the Ind-AS including accounting standard notified under the provisions of the Companies Act, 2013.

### **DISCLAIMER**

Readers are cautioned that this discussion and analysis contains certain forward looking statements. All these statements always have certain risks and uncertainties. Actual results could differ materially from those expressed or implied and the Company is not bound to

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publicly update or revise forwarding looking statements. Therefore, readers are cautioned not to place undue reliance on these forwarding looking statements.

### **49. APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR:**

There were no applications made nor any proceeding pending under the insolvency and bankruptcy code, 2016 during the year

### **50. MAJOR THINGS HAPPENED DURING THE YEAR WHICH MADE THE IMPACT ON THE OVERALL WORKINGS OF THE COMPANY & THE MAJOR ACTIONS TAKEN BY THE COMPANY IN THAT RESPECT, SUCH AS COVID- 19 PANDEMIC:**

Nil

### **51. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the year under review there was no instance of one-time settlement with any Bank or Financial Institution.

### **52. CAUTIONARY STATEMENT:**

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations. Various factors such as economic conditions, changes in government regulations, tax regime, other statues, market forces and other associated and incidental factors may however lead to variation in actual results.

### **53. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF THE EMPLOYEES OF THE COMPANY FOR THE FINANCIAL YEAR AND PERCENTAGE INCREASE IN REMUNERATION OF EACH DIRECTOR AND KMP:**

The information under section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

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No director draw remuneration

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Director, Company Secretary or Manager if any, in the financial year

S.no	Name	Designation	Remuneration for FY 2022-23 (per month ) in Rs	Remuneration for FY 2021-22 ( per month ) in Rs	Increase in Remuneration
1.	KRISHNAN RAMAKRISHNA N IYER	Company Secretary	18,000	18,000	Nil

- c) The percentage increase in the Median Remuneration of employees in the financial year:

The Median remuneration of the employee as on 31stMarch, 2023 Rs. 2,16,000/-

The number of permanent employees on the rolls of the Company during the year :  
1

- d) Average percentile increases already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: No increase in remuneration

- e) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms the remuneration is as per the remuneration policy of the Company

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No employee draws remuneration in excess of the limits prescribed under Rule 5(2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, details pertaining to Rule 5(2) &(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 does not arise and not provided for. Other than Company secretary and Chief financial officer no other person draws remuneration/salary in the Company.

### **54. ACKNOWLEDGEMENT**

The Board of Directors would like to thank all employees of the Company and also Company's shareholders, auditors, customers and bankers for their continued support.

**By Order of the Board of Directors  
For ARCHANA SOFTWARE LIMITED**

**Date: 14.08.2023**

**Place: Chennai**

**Sd/-**

**A. Vishnu Sankar**

**Director**

**(DIN: 0008624593)**

**Sd/-**

**S. Vasanth Kumar**

**Director**

**(DIN:00405757)**

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**ANNEXURE -I**

**Form No. MR-3**

**Secretarial Audit Report for the financial year ended 31.03.2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

**ARCHANA SOFTWARE LTD**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ARCHANA SOFTWARE LTD** (hereinafter called the Company). Secretarial audit was conducted in a manner that provided by us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have also examined,

- (a) all the documents and records made available to us and explanation provided by the Archana Software Ltd ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchanges
- (c) website of the listed entity,
- (d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2023 according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;

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- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time ;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015 as amended from time to time;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time;

We hereby report that

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued there under, except mentioned in this report.
- b. The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under in so far as it appears from our examination of those records.
- c. There were no actions taken against the listed entity/its promoters/directors either by SEBI or by Stock Exchanges (including under the Standard Operation Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued there under .

We have also examined the compliance with the applicable clauses of the following:

- i. The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement

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with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ii. Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India as amended from time to time.

In our opinion and as identified and informed by the Management, the following laws are Specifically applicable to the Company:

- I. The Trademarks Act, 1999.
- II. The Patents Act, 1970.
- III. The Shops and Establishments Act, 1953.
- IV. The Minimum Wages Act, 1948

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above, except for the following:

1. There was Delay in the filing of MGT-14, MGT-7, AOC-4XBRL, however the same was filed with additional fee with the Registrar of Companies.
2. The Company is in the process of improving in certain areas as provided under Secretarial Standard 1 (SS 1) and Secretarial Standard 2 (SS 2)
3. The company has to improve in certain areas of LODR regulations.

We further report that there were no actions/events in the pursuance of

1. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

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4. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
5. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and control mechanism exist in the Company to monitor and ensure compliance with other applicable general laws including Human Resources and Labour laws

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory financial auditor and other designated professionals.

### **We further report that**

The Board of Directors of the Company is constituted with Executive, Non- Executive and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committees of the Board as the case may be.

We further report that during the audit period the following events which have a major bearing on the Company's affairs have occurred:

1. M/S. N.Raja & Associates appointed as statutory auditor of the Company, to hold office for a period of five consecutive years commencing from the financial year 2022-23 in its Annual General Meeting held on 22<sup>nd</sup> September, 2022.



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I further report except as given below, no other material events have been occurred during the period after the end of the Financial Year and before the signing of this Report.

1. Open offer made for Acquisition of up to 15,77,342 ( Fifteen lakhs Seventy seven Thousand three hundred and forty two) equity shares of face value of Rs.10 each , representing 26% of the total voting share capital of the company by Mr.Shaju Thomas ( Acquirer 1) and Mrs. Linta P Jose ( acquirer 2) from the public shareholders on 29<sup>th</sup> June, 2023.

**Place: Chennai**

**Date:09-08-2023**

**For LAKSHMMI SUBRAMANIAN & ASSOCIATES**

**P.S Srinivasan  
partner**

**ACS No. 1090**

**C.P.No.3122**

**P.R no:1670/2022**

## **ARCHANA SOFTWARE LIMITED**

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### **ANNEXURE – A**

To,  
The Members  
**ARCHANA SOFTWARE LTD**

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination is limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Chennai**  
**Date:09.08.2023**

**For LAKSHMMI SUBRAMANIAN & ASSOCIATES**

**Sd/-**

**P.S Srinivasan**

**Partner**

**ACS No. 1090**

**C.P.No. 3122**

**P.R no: 1670/2022**

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**ANNEXURE – II**  
**FORM NO. AOC – 2**

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

- 1) Details of contracts or arrangements or transactions not at arm's length basis: NA.
- 2) Details of material contracts or arrangement or transactions at arm's length basis are as follows: Nil
  - a) Date of approval by the Board : NIL
  - b) Amount paid as advance, if any : NIL

**By Order of the Board of Directors  
For ARCHANA SOFTWARE LIMITED**

**Date: 14.08.2023**  
**Place: Chennai**

**Sd/-**  
**Mr. A. Vishnu Sankar**  
**Director**  
**(DIN: 0008624593)**

**Sd/-**  
**Mr. S. Vasanth Kumar**  
**Director**  
**(DIN:00405757)**

**ARCHANA SOFTWARE LIMITED**  
**BALANCE SHEET AS AT 31st March 2023**

(Amount in rupees)

PARTICULARS	Note no	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
<b>I ASSETS</b>			
1 NON CURRENT ASSETS			
a Property, Plant and Equipment		80,101	80,101
b Capital Work – in Progress		-	-
c Other Intangible assets		-	-
d Investment		4,000	4,000
e Financial Assets		-	-
f Deferred Tax Asset		-	-
g Other non current assets		-	-
<b>TOTAL NON CURRENT ASSETS</b>		<b>84,101</b>	<b>84,101</b>
2 CURRENT ASSETS			
a Inventories	1	9,222,255	9,222,255
b Financial Assets		-	-
Trade receivables	2	15,398,813	16,684,098
Cash and cash equivalents	3	513,689	494,609
		15,912,502	17,178,707
c Current tax assets		-	-
d Other current assets	4	719,090	551,969
<b>TOTAL CURRENT ASSETS</b>		<b>25,853,847</b>	<b>26,952,931</b>
<b>TOTAL ASSETS</b>		<b>25,937,948</b>	<b>27,037,032</b>
<b>II EQUITY AND LIABILITIES</b>			
1 Equity			
a Equity Share Capital	5	60,439,500	60,439,500
b Other Equity	6	-38,257,616	-37,047,769
<b>Total Equity</b>		<b>22,181,884</b>	<b>23,391,731</b>
2 Non Current Liabilities			
a Financial Liability		-	-
b Provisions		-	-
c Deferred Tax liabilities	7	3,528,377	3,528,377
<b>Total Non Current Liabilities</b>		<b>3,528,377</b>	<b>3,528,377</b>
3 Current Liabilities			
a Financial Liability		-	-
Trade Payable	8	0	0
b Other current liabilities	9	227,687	116,924
c Provisions		-	-
d Current tax liabilities		-	-
<b>Total Current Liabilities</b>		<b>227,687</b>	<b>116,924</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>25,937,948</b>	<b>27,037,032</b>

For N Raja & Associates  
Chartered Accountants  
Firm Reg No:003388S

s/d  
V.Velavan  
Partner  
Membership No:029915  
Place : Chennai  
Date : 24.5.2023

For and behalf of Directors

s/d  
A.Vishnu Shankar  
Whole time director  
DIN : 0008624593

s/d  
S.Vasanth Kumar  
Director  
DIN : 00405757

s/d  
C Raj Mohan  
Chief Financial Officer

s/d  
P.R. Krishnan  
Company Secretary

**ARCHANA SOFTWARE LIMITED**

Statement of Profit and Loss Account for the year ended 31.03.2023

(Amount in rupees)

Particulars		Note No	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
I	Continuing Operations			
	Revenue from Operations	10	6,000	20,000
II	Other Income			
	<b>TOTAL INCOME</b>		<b>6,000</b>	<b>20,000</b>
III	Expenses			
	Cost of Materials Consumed			
	Purchase of stock in trade		0	0
	Changes in inventories of Finished goods	11	0	0
	Excise duty			
	Employee Benefit Expenses	12	234,000	216,000
	Finance Cost			
	Depreciation & Amortisation Expenses			
	Other Expenses	13	981,847	1,219,757
	<b>TOTAL EXPENSES</b>		<b>1,215,847</b>	<b>1,435,757</b>
IV	Profit before tax		-1,209,847	-1,415,757
	Income tax			
	Current tax			
	Deferred tax		0	9,431
	Total Tax expenses		0	9,431
V	Profit for the period		-1,209,847	-1,425,188
VI	Other Comprehensive Income			
VII	Earnings per Share		0	0

For N Raja & Associates  
Chartered Accountants  
Firm Reg No:003388S

s/d  
V.Velavan  
Partner  
Membership No:029915  
Place : Chennai  
Date : 24.5.2023

For and behalf of Directors

s/d	s/d
A.Vishnu Shankar	S.Vasanth Kumar
Whole time director	Director
DIN : 0008624593	DIN : 00405757

s/d	s/d
C Raj Mohan	P.R. Krishnan
Chief Financial Officer	Company Secretary

**ARCHANA SOFTWARE LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2023**

(Amount in Rupees)

Particulars	As on 31.03.23	As on 31.03.22
<b>A. Cash Flow from Operation Activities</b>		
Net Profit before tax and extraordinary items	-1,209,847	-1,415,757
Adjustments for:		
Depreciation	-	-
Foreign Exchange		
Investment		
Interest/Dividend		
Operating Profit before working capital charges	-1,209,847	-1,415,757
Adjustments for:		
Decrease / (Increase) in Inventories	0	0
Decrease / (Increase) in trade receivables	1,285,285	1,565,804
Decrease / (Increase) in trade payables	110,763	27,606
Decrease / (Increase) in loans and advances	-167,121	-162,333
Cash generated from operations	19,080	15,320
Interest paid	0	0
Direct taxes paid	0	0
Cash flow before extraordinary item	19,080	15,320
Extraordinary item (Net)		
Net Cash from operating activities	19,080	15,320
<b>B. Cash flow from Investing Activities</b>		
Purchase of Fixed Assets	0	0
Sales of Fixed Assets	0	0
Purchase of Investments	0	0
Interest Received	0	0
Dividend Received	0	0
Net Cash used in Investing Activities	0	0
<b>C. Cash flow from Finance Activities</b>		
Proceeds from issue of share capital	0	0
Proceeds from long term borrowings	0	0
Repayment of finance lease liabilities	0	0
Dividend paid	0	0
Net Cash used in Finance Activities	0	0
Net Increase in Cash & cash equipment [A+B+C]	19,080	15,320
Cash and cash equivalent as at (Opening balance)	494,609	479,290
Cash and cash equivalent as at (Closing balance)	513,689	494,609

For N Raja & Associates  
Chartered Accountants  
Firm Reg No:003388S

s/d  
V.Velavan  
Partner  
Membership No:029915  
Place : Chennai  
Date : 24.5.2023

For and behalf of Directors

s/d	s/d
A.Vishnu Shankar	S.Vasanth Kumar
Whole time director	Director
DIN : 0008624593	DIN : 00405757

s/d	s/d
C Raj Mohan	P.R. Krishnan
Chief Financial Officer	Company Secretary

**ARCHANA SOFTWARE LIMITED**

**Notes forming part of Financial Statements**

(Amount in rupees)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Note No – 1 : Inventories		
Stock in trade	9,222,255	9,222,255
TOTAL	<b>9,222,255</b>	<b>9,222,255</b>
Note No – 2 : Trade receivables		
Unsecured, Considered Good	15,398,813	16,684,098
TOTAL	<b>15,398,813</b>	<b>16,684,098</b>
Note No – 3 : Cash and Cash equivalent		
Balances with bank		
In current Accounts	277,468	264,388
Cash on hand	236,221	230,221
TOTAL	<b>513,689</b>	<b>494,609</b>
Note No – 4 : Other Current Assets		
Secured and considered good		
Security Deposit	210,000	210,000
GST A/C	487,490	332,804
Advance to others	21,600	9,165
TOTAL	<b>719,090</b>	<b>551,969</b>
Note No – 5 : Equity Share Capital		
Authorised Shares		
70,00,000 Equity Shares of Rs.10/- each	70,000,000	70,000,000
Issued Shares		
60,66,700 Equity shares of Rs.10/- each	60,667,000	6,066,700
Subscribed and paid up		
60,66,700 Equity shares of Rs.10/- each	60,667,000	60,667,000
Less ; Calls unpaid	227,500	227,500
<b>TOTAL SUBSCRIBED AND PAID UP</b>	<b>60,439,500</b>	<b>60,439,500</b>

**ARCHANA SOFTWARE LIMITED**

Notes forming part of Financial Statements

(Amount in rupees)

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Note No – 6 : Other Equity		
General reserve		
Balance a the beginning of the financial year	250,000	250,000
Addition during the year	-	-
Securities premium reserve		
Balance a the beginning of the financial year	30,439,500	30,439,500
Addition during the year	-	-
Surplus / (deficit) in statement of Profit and Loss		
Balance a the beginning of the financial year	-67,737,269	-66,312,081
Add: Addition During the year	-1,209,847	-1,425,188
<b>Total for other equity</b>	<b>-38,257,616</b>	<b>-37,047,769</b>
Note No – 7 : Deferred tax Liability		
Balance a the beginning of the financial year	3,528,377	3,518,946
current year provided in profit and loss statement	0	9,431
<b>TOTAL</b>	<b>3,528,377</b>	<b>3,528,377</b>
Note No – 8 : Trade Payables		
Due to Micro and Small enterprises	0	0
<b>TOTAL</b>	<b>0</b>	<b>0</b>
Note No – 9 : Other Current Liabilities		
Audit Fees payable	200,000	100,000
TDS Payable	7,480	4,669
GST Payable		
Other payables	20,207	12,255
<b>TOTAL</b>	<b>227,687</b>	<b>116,924</b>



**ARCHANA SOFTWARE LIMITED**

Notes forming part of Financial statement

Amount in Rupees

Particulars	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022
Note No – 10 : Revenue from Operations		
Sale of fabric / Others	6,000	20,000
TOTAL	<b>6,000</b>	<b>20,000</b>
Note No – 11 : Changes in Inventories		
Inventories at the end of the financial year	9,222,255	9,222,255
Inventories at the beginning of the financial year	9,222,255	9,222,255
TOTAL	<b>0</b>	<b>0</b>
Note No – 12 : Employee Benefit expenses		
Salary	234,000	216,000
TOTAL	<b>234,000</b>	<b>216,000</b>
Note No – 13 : Other Expenses		
Advertisement Charges	38,920	40,550
Annual custody fees	66,530	122,435
Annual listing fees	300,000	300,000
Audit Fee & Expenses	100,000	25,000
E-TDS Filing Charges	0	60
Freight Charges		
GST Fees & Other Expences		
Office Expenses	25,000	1,000
Printing & Stationery		
Service charges		
Postage & Telegram Charges		
Rent		
Renewal Charges		
ROC Filing Charges	0	16,800
Professional Charges	450,727	713,866
Bank Charges	670	46
Share Transfer Fees		
Travelling & Local Conveyance expenses		
TOTAL	<b>981,847</b>	<b>1,219,757</b>

# ARCHANA SOFTWARE LIMITED

CIN: L17120TN1994PLC029226

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

## INDEPENDENT AUDITOR'S REPORT

To

The Members of M/s. Archana Software Limited

### **Report on the audit of the Annual Financial Results**

#### **Opinion**

We have (a) audited the Financial Results for the year ended March 31,2023 and (b) reviewed the Financial Results for the Quarter ended March 31,2023 (refer 'Other Matters' section below), which were subject to limited review by us, both included in the accompanying "Statement of Financial Results for the Quarter and Year Ended Marc 31,2023" of "Archana Software Limited" ("the Company") being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Lisitng Obligations and Disclosure Requirements) Regulation, 201, as amended ("the Listing Regulation").

#### **(a) Opinion on Annual Financial Results**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial results:

- i. Are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. Give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net Loss and total comprehensive income and other financial information for the year ended 31<sup>st</sup> March, 2023.

#### **(b) Conclusion on Unaudited Financial Results for the quarter ended March 31, 2023**

With respect to the Financial Results for the quarter ended March 31, 202, based on our review conduced as stated in paragraph (b) of Auditor's Responsibilities section below, nothing has come to our attention that causes us to believe that the accordance with the recognition and measurement principles Management's responsibility for the standalone Financial Statements laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

## **Basis for Opinion on the Audited Financial Results for the year ended March 31, 2023**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Annual Financial Results section of our report. We are independent of the Company, in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the annual financial results.

## **Management's and Board of Directors' Responsibilities for the Annual Financial Results**

These annual financial results has been prepared on the basis of the annual financial statements. The Company's management and the Board of Directors are responsible for the preparation and presentation of this annual financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India and in compliance with regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate of accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting fraud and other irregularities selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance and adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant of the preparation and presentation of the annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters to be related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

# ARCHANA SOFTWARE LIMITED

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## **Auditor Responsibilities**

### **(a) Audit of the financial results for the year ended March 31, 2023**

Our objectives are to obtain reasonable assurance about whether the annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement that exist. Misstatement can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (1) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures

## ARCHANA SOFTWARE LIMITED

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

in the annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the annual financial results, including the disclosures, and whether the annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the Annual Financial Results of the Company to express an opinion on the Annual Financial Results.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **(b) Review of the Financial Results for the quarter ended March 31, 2023**

We conducted our review of the Financial Results for the quarter ended March 31, 2023 in accordance with the Standard on Review Engagements ("SRE") 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the ICAI. A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with SAs specified under section 143(10) of the Act and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. accordingly we do not express audit opinion.

**ARCHANA SOFTWARE LIMITED**

CIN: L17120TN1994PLC029226

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

**Other Matter**

The annual financial results include the results for the quarter ended 31<sup>st</sup> March, 2023 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

**For N. Raja & Associates Chartered Accountants**  
**Firm Regn.No.003388S**

**Place: Chennai**  
**Date : 24-05-2023**

**G. Velavan**  
**Partner**  
**Membership No: 029915**  
**UDIN : 23029915BGVZHW6668**