

To  
The Manager  
Listing Department  
Bombay Stock Exchange Limited  
Phiroze JeeJeeBhoy Towers  
Dalal Street Mumbai 400001

09th November 2023

Dear Sir/Madam,

Scrip Code: 530565

**Sub: Outcome of the Board meeting of Archana Software Limited held on 9th November 2023.**

**Ref: Regulation 30 and 33 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.**

Pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Listing Regulation) we wish to inform you that in terms of Regulations 30 & 33 and other applicable provisions of Listing Regulation, the Board of Directors of the Company at its meeting held on (Today) 09th November 2023 commenced at 6:00 P.M and concluded at 7:00 P.M have inter alia approved the following:

1. The Unaudited Financial Results with Limited Review Report for the quarter and Half-year ended 30.09.2023.
2. Appointment of following new Directors consequent to the takeover of the Company

<b>Name of the Appointed Directors</b>	<b>Designation</b>
Mrs. Indu Kamala Ravindran	Non-Executive Independent Director
Mrs. Linta P Jose	Non-Executive Director
Mr. Shaju Thomas	Managing Director
Mr. Sivadas Chettoor	Non-Executive Independent Director
Mr. Suresh Menon	Non-Executive Director

3. Authorization to the Board of Directors to conduct the postal ballot for regularization of appointment for the above Additional Directors.
4. Appointment of Central Depository Services (India) Limited as agency for e voting process.

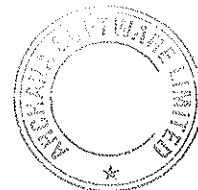


5. Appointment of M/s Lakshmmi Subramanian & Associates, Practicing Company Secretary as the scrutinizer for overseeing the process of postal ballot and to declare the e-voting results.
6. The constitution of committees in particular Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee reconstituted as per LODR regulations. The constitution of the committee will be as follows:

Name of the committee	Constitution
Audit committee	1. Mr. Sivadas Chettoor – Chairman, Independent Director 2. Mrs. Indu Kamala Ravindran – Member, Independent Director 3. Mr. Suresh Menon – Member, Non-Executive Director
Nomination Remuneration committee	1. Mrs. Indu Kamala Ravindran – Chairman, Independent Director 2. Mr. Sivadas Chettoor – Member, Independent Director 3. Mrs. Linta P Jose – Member, Non-Executive Director
Stakeholders Relationship Committee	1. Mr. Sivadas Chettoor – Chairman, Independent Director 2. Mrs. Linta P Jose – Member, Non-Executive Director 3. Mr. Shaju Thomas – Member, Executive Director

7. Resignation of the following 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



8. Resignation of the following KMPs of the company

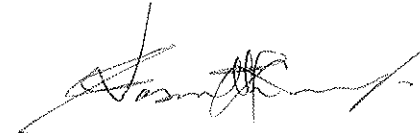
- Mr. Krishnan Ramakrishnan Iyer – CS
- Mr. Pattappan Appusami – CEO
- Mr. Rajmohan Chinnaraja – CFO

9. The Board took note of the sale of shares of the existing promoter.

10. The Board took note of the Open offer approved date on 11<sup>th</sup> October, 2023.

This is for your information and record

Yours faithfully,  
For ARCHANA SOFTWARE LIMITED



**S. VASANTH KUMAR**  
**DIRECTOR**  
**(DIN:00405757)**



Profiles of new appointees are attached herewith.

Brief Profile of Mrs. Indu Kamala Ravindran:

S. No	PARTICULARS	REMARKS
1.	Name of the director to be appointed	INDU KAMALA RAVINDRAN
2.	Date of Appointment	09-11-2023
3.	Brief Profile (in case of Appointment)	Ms. Indu Kamala holds a degree in Law and a Master's in Social Work. She has worked as a consultant on land laws for the forest department and has also been involved in documentation work for the department. Additionally, she is associated with various NGOs that work towards improving the lives of marginalized communities by addressing issues related to education, welfare, and health.
4.	Disclosure of relationships between Directors (in case of appointment of a director).	NIL
5.	DIN	09252600
6.	Date of Birth	13-05-1975
7.	No. of companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	1. JMJ Finance Limited – Independent Director 2. Richfield Financial Services Limited – Independent Director 3. Abate As Industries Limited – Independent Director
8.	Intimation as required under Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, issued by BSE respective	Mrs. Indu Kamala Ravindran is not debarred from holding the office of a director by virtue of any SEBI order or any such authority



**Brief Profile of Mrs. Linta P Jose:**

S.No	PARTICULARS	REMARKS
1.	Name of the director to be appointed	LINTA P JOSE
2.	Date of Appointment	09-11-2023
3.	Brief Profile (in case of Appointment)	Mrs. Linta P. Jose, wife of Shaju Thomas and co-founder of Popees, has over 15 years of experience in the kids wear manufacturing industry. She is hailed as the rising star of economics who has led Popees to receive commendation from the stakeholders for being an important source of economic growth & development. She was awarded the 'Best Women Entrepreneur' in 2013-14 by the Dept. of Industries & Commerce, Govt. of Kerala. She has complete graduation in Bachelors of Economics from Calicut University. Currently managing the Design and Category department
4.	Disclosure of relationships between Directors (in case of appointment of a director).	Wife of Mr. Shaju Thomas
5.	DIN	06413031
6.	Date of Birth	16-05-1983
7.	No. of companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	NIL
8.	Intimation as required under Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, issued by BSE respective	Mrs. Linta P Jose is not debarred from holding the office of a director by virtue of any SEBI order or any such authority



**Brief Profile of Mr. Shaju Thomas:**

S.No	PARTICULARS	REMARKS
1.	Name of the director to be appointed	SHAJU THOMAS
2.	Date of Appointment	09-11-2023
3.	Brief Profile (in case of Appointment)	Mr. Shaju Thomas has completed PG Diploma in advertising and Journalism. He has over 18 years of experience in the kids wear industry. Prior to setting up Popees, he was a journalist working in leading newspapers and TV channels for 3 years where he visited many kids wear manufacturing units.
4.	Disclosure of relationships between Directors (in case of appointment of a director).	Husband of Mrs. Linta P Jose
5.	DIN	06412983
6.	Date of Birth	02-04-1977
7.	No. of companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	1. Popees Baby Care Products Private Limited – Managing Director
8.	Intimation as required under Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, issued by BSE respective	Mr. Shaju Thomas is not debarred from holding the office of a director by virtue of any SEBI order or any such authority



**Brief Profile of Mr. Sivadas Chettoor:**

S.No	PARTICULARS	REMARKS
1.	Name of the director to be appointed	SIVADAS CHETTOOR
2.	Date of Appointment	09-11-2023
3.	Brief Profile (in case of Appointment)	Mr. CA Sivadas Chettoor is a qualified Chartered Accountant with extensive experience in taxation and audit. He previously practiced as a Chartered Accountant under the name Sivadas C and Company till April 23, 2013, and later became the Managing Partner of the firm Sivadas C and Company. With 35 years of experience in audit, he has worked with various Nationalized Banks, Scheduled Banks, Private Limited and Public Limited companies, Partnership Firms, Public Sector Undertakings, Government Departments, Trusts, Insurance companies and other entities. In addition, he has served as the past President of the Palghat Management Association and is a member of the Institute of Directors in New Delhi. Mr. Chettoor is a visiting lecturer a several educational institutions such as Calicut University, Victoria College in Palakkad, Mahatma Gandhi University in Kottayam, and Amrita Business School in Cochin, where he regularly speaks on topics of Direct/Indirect taxation and other business laws.
4.	Disclosure of relationships between Directors (in case of appointment of a director).	NIL
5.	DIN	01773249
6.	Date of Birth	15-10-1957
7.	No. of companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	1. JMJ Fintech Limited – Independent Director



8.	Intimation as required under Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, issued by BSE respective	Mr. Sivasdas Chettoor is not debarred from holding the office of a director by virtue of any SEBI order or any such authority
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**Brief Profile of Mr. Suresh Menon:**

S.No	PARTICULARS	REMARKS
1.	Name of the director to be appointed	SURESH MENON
2.	Date of Appointment	09-11-2023
3.	Brief Profile (in case of Appointment)	Mr. Suresh Menon is the Director of Aarcte Marketing LLP. With over 30 years of experience in Product Management, Sales, and Marketing in the Juvenile Industry, he has been instrumental in India & growth story in the toys category. He is well-known for bringing world-renowned Juvenile brands to India and is credited with creating start-ups with robust distribution networks across all channels. Mr. Menon is well-versed in the Indian and international markets across multiple products, making him a valuable asset to the company.
4.	Disclosure of relationships between Directors (in case of appointment of a director).	NIL
5.	DIN	06914200
6.	Date of Birth	25-04-1966
7.	No. of companies in which I am a Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	NIL
8.	Intimation as required under Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, issued by	Mr. Suresh Menon is not debarred from holding the office of a director by virtue of any SEBI order or any such authority





**ARCHANA SOFTWARE LIMITED**  
**BALANCE SHEET AS AT 30th SEPTEMBER 2023**

(Amount in rupees)

PARTICULARS	Note no	30th September 2023	31 <sup>st</sup> March 2023
<b>ASSETS</b>			
1 NON CURRENT ASSETS			
a Property, Plant and Equipment	14	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	14,408,290	15,398,813
Cash and cash equivalents	3	586,683	513,689
		14,994,973	15,912,502
c Current tax assets		-	-
d Other current assets	4	828,758	719,090
<b>TOTAL CURRENT ASSETS</b>		<b>25,045,986</b>	<b>25,853,847</b>
<b>TOTAL ASSETS</b>		<b>25,130,087</b>	<b>25,937,948</b>
<b>EQUITY AND LIABILITIES</b>			
1 Equity			
a Equity Share Capital	5	60,439,500	60,439,500
b Other Equity	6	-38,985,056	-38,257,616
<b>Total Equity</b>		<b>21,454,444</b>	<b>22,181,884</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	147,266	227,687
c Provisions			
d Current tax liabilities			
<b>Total Current Liabilities</b>		<b>147,266</b>	<b>227,687</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>25,130,087</b>	<b>25,937,948</b>



### ARCHANA SOFTWARE LIMITED

Statement of Profit and Loss Account for the Period ended 30.9.2023

		(Amount in rupees)		
	Particulars	Note No	30th September 2023	31 <sup>st</sup> March 2023
	Continuing Operations			
I	Revenue from Operations	10	1,000	6,000
II	Other Income			
	<b>TOTAL INCOME</b>		<b>1,000</b>	<b>6,000</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	90,000	234,000
	Finance Cost			
	Depreciation & Amortisation Expenses			
	Other Expenses	13	638,440	981,847
	<b>TOTAL EXPENSES</b>		<b>728,440</b>	<b>1,215,847</b>
IV	Profit before tax		-727,440	-1,209,847
	Income tax			
	Current tax			
	Deferred tax		0	0
	Total Tax expenses		0	0
V	Profit for the period		-727,440	-1,209,847
VI	Other Comprehensive Income			
VII	Earnings per Share		0	0



CASH FLOW STATEMENT FOR THE Period Ended 30.9.2023

Particulars	(Amount in Rupees)	
	As on 30.9.23	As on 31.03.23
<b>A. Cash Flow from Operation Activities</b>		
Net Profit before tax and extraordinary items	-727,440	-1,209,847
Adjustments for:		
Depreciation	-	-
Foreign Exchange	-	-
Investment	-	-
Interest/Dividend	-	-
Operating Profit before working capital charges	-727,440	-1,209,847
Adjustments for:		
Decrease / (Increase) in Inventories	0	0
Decrease / (Increase) in trade receivables	990,523	1,285,285
Decrease / (Increase) in trade payables	-80,421	110,763
Decrease / (Increase) in loans and advances	-109,668	-167,121
Cash generated from operations	72,994	19,080
Interest paid	0	0
Direct taxes paid	0	0
Cash flow before extraordinary item	72,994	19,080
Extraordinary item (Net)	-	-
Net Cash from operating activities	72,994	19,080
<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]	72,994	19,080
Cash and cash equivalent as at (Opening balance)	513,689	494,609
Cash and cash equivalent as at (Closing balance)	586,683	513,689



### ARCHANA SOFTWARE LIMITED

Unaudited Financial Results for the quarter ended on 30<sup>th</sup> September 2023

Part I

Particulars	(Amount in Rupees)					
	3 Months Ended 30.9.2023	Preceding 3 Months Ended 30.6.2023	Corresponding 3 Months ended in the previous year 30.9.2022	6 Months Ended 30.9.2023	Corresponding 6 months ended in the previous year 30.9.2022	Previous Year Ended 31.3.2023
(Refer Notes below)	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1. Revenue from Operations						
2. Other Income	0	1000	0	1000	5000	6000
<b>3. Total Income (1+2)</b>	<b>0</b>	<b>1000</b>	<b>0</b>	<b>1000</b>	<b>5000</b>	<b>6000</b>
4. Expenses						
(a) Cost of Materials Consumed						
(b) Purchase of Stock-in-trade						
(c) Changes in Inventories of Finished goods, work-in-process and stock – in - trade						
(d) Employee Benefit expenses	72000	18000	54000	90000	126000	234000
(e) Finance Costs						
(f) Depreciation and amortisation expense						
(g) Excise Duty on sale of goods						
(h) Other Expenses	143805	494635	128241	638440	575796	981847
<b>Total Expenses (a+b+c+d+e+f+g+h)</b>	<b>215805</b>	<b>512635</b>	<b>182241</b>	<b>728440</b>	<b>701796</b>	<b>1215847</b>
<b>5. Profit before Tax (3-4)</b>	<b>-215805</b>	<b>-511635</b>	<b>-182241</b>	<b>-727440</b>	<b>-696796</b>	<b>-1209847</b>
6. Tax Expenses						
Current Tax						
Deferred Tax Liability / Asset						
MAT credit (entitlement / Utilisation)						
<b>7. Net Profit / (Loss) after Tax (5-6)</b>	<b>-215805</b>	<b>-511635</b>	<b>-182241</b>	<b>-727440</b>	<b>-696796</b>	<b>-1209847</b>
8. Other Comprehensive income / expenses net of taxes						
Items that will not be reclassified to P&L						
Income tax related to items that will not be reclassified to P&L						
<b>9. Total Income after Comprehensive Income / expenses</b>	<b>-215805</b>	<b>-511635</b>	<b>-182241</b>	<b>-727440</b>	<b>-696796</b>	<b>-1209847</b>
10. Paid-up equity share capital (Face Value of the Share shall be indicated)	60439500	60439500	60439500	60439500	60439500	60439500
11. Reserves excluding revaluation rese	-38985056	-38769251	-37744565	-38985056	-35289733	-38257616
12. Earnings per share (EPS)						
Basic	-0.0036	-0.0084	-0.0030	-0.0120	-0.0115	-0.0199
Diluted	-0.0036	-0.0084	-0.0030	-0.0120	-0.0115	-0.0199



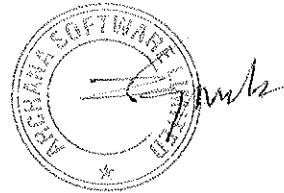
# ARCHANA

## 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

Note :

1. The above unaudited results were reviewed by the Audit Committee and subsequently taken on record by the Board of Directors at their meeting held on 9<sup>th</sup> November 2022
2. Previous year/period figures have be regrouped wherever necessary.
3. There is no separate reportable segment as per Indian Account Standard
4. Current tax and Deferred Tax liability , if any shall be provided at the year end.
5. The Company did not have any Investor Complaints pending at the beginning of the quarter.
6. The above financial statement were prepared in accordance with Indian Accounting Standards (IND AS) as notified by the Ministry of Corporate Affairs pursuant to the Section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules 2016.





**N. RAJA & ASSOCIATES**  
Chartered Accountants

Flat No. 8, 1st Floor, A-Block, "Veekay Manor"  
No. 8, (Old No. 28), Gopalakrishna Road,  
(Off. Dr. Nair Road), T. Nagar,  
Chennai-600 017.

Phone : +91-44-2815 0485

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nracas87@gmail.com

## Limited Review Report

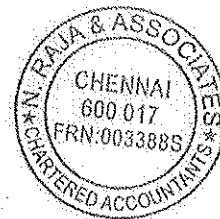
TO  
THE BOARD OF DIRECTORS OF  
ARCHANA SOFTWARE LIMITED

We have reviewed the accompanying statement of Unaudited Financial results of ARCHANA SOFTWARE LIMITED for the Quarter and Half year ended on 30.09.2023. These statements are the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2400, Engagements to review historical financial statements issued by the Institute of Chartered Accountants of India. This standard required that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. The review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For N. Raja & Associates  
Chartered Accountants  
FRN: 003388S



  
G. Velavan

Partner, M. No. 029915

UDIN: 23029915BGVZNV5215

Date: 09-Nov-2023

Place: Chennai