

26-12-2023

To

DM-Corporate Services  
BSE Limited  
Phi raze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai - 400 001

Scrip code: 530565

Dear Sir/Ma'am,

**SUB: SUBMISSION OF NOTICE OF POSTAL BALLOT**

Please find the enclosed notice of postal ballot of Archana Software Limited

The E Voting period begins from 27.12.2023 (Wednesday) at 9.00 HRS

The cut-off date will be 01<sup>st</sup> December 2023 and

The E Voting period ends at 25.01.2024(Thursday) at 17.00 HRS

Kindly take the same on records.

For Archana Software Limited



Mr. Shaju Thomas  
Executive Director  
DIN: 06412983

**ARCHANA SOFTWARE LIMITED**  
**CIN: L17120TN1994PLC029226**  
**REG OFFICE: LAND MARVEL NEST, FIRST FLOOR, 3 FIRST MAIN ROAD INDIRA**  
**NAGAR, ADYAR, CHENNAI, TAMIL NADU, INDIA, 600020**  
**EMAIL: [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com)**  
**WEBSITE: [www.archanasoftware.com](http://www.archanasoftware.com)**

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Section 108 of Companies Act  
2013 and Rule 20 & 22 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Members

Notice is hereby given that the following proposed Resolutions are being circulated for approval of the members of the Company to be accorded by Postal Ballot, only by way of e voting process ("e-voting"), in accordance with the provisions of Section 110 read with Section 108 of Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards, on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force):

**1. APPOINTMENT OF MRS. INDU KAMALA RAVINDRAN (DIN: 09252600) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and

Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mrs. Indu Kamala Ravindran (DIN: 09252600), who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director ,who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years from 09<sup>th</sup> November 2023 to 08<sup>th</sup> November 2028”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**2. APPOINTMENT OF MR. SIVADAS CHETTOOR (DIN: 01773249) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and the Articles of Association of the Company, Mr. Sivadas Chettoor (DIN: 01773249), who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director ,who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) consecutive years from 09<sup>th</sup> November 2023 to 08<sup>th</sup> November 2028”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**3. APPOINTMENT OF MRS. LINTA P JOSE (DIN: 06413031) AS DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Mrs. Linta P Jose (DIN: 06413031), who was appointed as an Additional Director by the Board of Directors in its meeting held on 09<sup>th</sup> November 2023 as per Section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a **“Non – Executive Director”** of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**4. APPOINTMENT OF MR. SURESH MENON (DIN: 06914200) AS DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** Mr. Suresh Menon (DIN: 06914200), who was appointed as an Additional Director by the Board of Directors in its meeting held on 09<sup>th</sup> November 2023 as per Section 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a **“Non – Executive Director”** of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. **APPOINTMENT OF MR. SHAJU THOMAS (DIN: 06412983) AS A MANAGING DIRECTOR OF THE COMPANY.**

To consider and, if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions to the extent applicable, and as recommended and approved by the Nomination and Remuneration Committee and the Board of Directors of the Company at its meeting held on 09<sup>th</sup> November 2023, Mr. Shaju Thomas (DIN: 06412983) be and is hereby appointed as the Managing Director of the Company with effect from 09<sup>th</sup> November 2023 for a period of 5 (Five) years, i.e. up to 08<sup>th</sup> November 2028

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. **CHANGE IN NAME OF THE COMPANY FROM “ARCHANA SOFTWARE LIMITED” TO “POPEES CARES LIMITED”**

To consider and, if thought fit, to give assent/dissent to the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rule 29 of the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and subject to Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements ), and other regulations if any ,and subject to the approval of Stock Exchanges (BSE) and any other Regulatory Authorities as may be necessary, Consent of the members be and are hereby accorded to change the name of the Company from **“ARCHANA SOFTWARE LIMITED”** to **“POPEES CARES LIMITED”** as per the name availability approval from Registrar of Companies, Chennai dated 12.12.2023 and as may be approved by the Central government and other Regulatory Authorities, whether under the Companies Act 2013 or any other Rules, Law ‘s, Acts, Statutes or Regulations as may be applicable to the Company.

**FURTHER RESOLVED THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The Name of the Company is “**POPEES CARES LIMITED**”.

**FURTHER RESOLVED THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

**FURTHER RESOLVED THAT** the Board of Directors or any Committee thereof be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company accordingly without making any further reference to the members for their approval.”

**7. INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM 7 CRORES TO 20 CRORES**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, & 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- each to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board”) be and is hereby

authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

**8. APPROVAL OF REQUEST RECEIVED FROM SHAREHOLDER FOR RE-CLASSIFICATION OF HIS SHAREHOLDING FROM “PROMOTER AND PROMOTER GROUP” CATEGORY TO “PUBLIC” CATEGORY**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (“Listing Regulations”), and subject to necessary approvals from BSE Limited and such other approvals as may be necessary, the request received from the shareholder for re-classification of his shareholding in the Company from “Promoter and Promoter Group” category to “Public” category be and are hereby approved by the members of the Company:

**Name of the Shareholder: Vasanth Kumar S**

**“RESOLVED FURTHER THAT** upon receipt of the requisite approvals, the Company shall give effect of such re-classification in the shareholding pattern from the immediate succeeding quarter under Regulation 31 of the Listing Regulations and in all other records of the Company and make such applications, intimations, disclosures and/ or filings as may be relevant or necessary from such date, as may be appropriate.”

**“RESOLVED FURTHER THAT** the Board of Director, be and is hereby jointly and/ or severally authorized to submit the application for reclassification to BSE Limited wherein securities of the Company are listed, or any other regulatory body as may be required and to take steps necessary or desirable in this regard.”

**“RESOLVED FURTHER THAT** Mr. Shaju Thomas, Executive Director, be and is hereby jointly and/ or severally authorized to sign any documents and do any and all such acts,

deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any questions, difficulty or doubt that may arise, in order to give effect to the above resolutions for and on behalf of the Company.

**“RESOLVED FURTHER THAT** a copy of the above resolution, certified by any of the Directors, be submitted to the concerned authorities and they are requested to act upon the same.”

9. **APPOINTMENT OF M/S MAHESH C SOLANKI & CO, CHARTERED ACCOUNTANTS FIRM (FRN- 006228C) AS THE STATUTORY AUDITORS OF THE COMPANY DUE TO CASUAL VACANCY**

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and rules framed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and upon recommendations of the Audit Committee and the Board of Directors, M/S Mahesh C Solanki & CO, Chartered Accountants Firm (FRN- 006228C), be and is hereby appointed as Statutory Auditors of the Company effective 2<sup>nd</sup> December, 2023 to fill the casual vacancy caused due to the resignation of M/S N Raja & Associates, Chartered Accountants, on such terms including remuneration plus applicable taxes and reimbursement of out-of-pocket expenses, if any, as may be fixed and determined by the Board of Directors in consultation with the said Auditors .

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.



**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

**Date: 04-12-2023**

**Place: Chennai**

**By Order of the Board  
For Archana Software Limited**

**SHAJU**  
**THOMAS** Digitally signed by  
SHAJU THOMAS  
Date: 2023.12.23  
15:57:35 +05'30'

**Mr. Shaju Thomas**  
**Executive Director**  
**DIN: 06412983**

## NOTES:

1. Statement setting out the material facts concerning the proposed special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules made thereunder is given hereunder.
2. The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries (Membership no. 3534) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on close of working hours on 01-12-2023 (Cut- off date) in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
4. The Ministry of Corporate Affairs, Government of India(MCA), in terms of the General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/ 2020 dated 28th September, 2020, General Circular No. 39/ 2020 dated 31st December, 2020 General Circular No. 10/2021 dated June 23, 2021 General Circular No. 20/2021 dated December, 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. As per the MCA circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA circulars. Hence, in compliance with the requirement of MCA circulars, hard copy of postal ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.

5. Members whose names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member on Cut-off Date should treat this notice for information purpose only.

6. The Company has made special arrangements to facilitate members to receive this notice electronically and cast their vote electronically, as per the process given below:

a) For voting on the resolution proposed in the postal ballot through e- voting, members who have not registered their email address may get their email address registered by sending an email to [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com). The members shall provide the following details in the email.

Full Name

No of shares held

Folio number (if shares held in physical)

Share certificate number (if shares held in physical)

DPID & Client ID (if shares are held in demat)

Email id

b) On receipt of the email, the member would get soft copy of the notice and the procedure for e-voting. In case of any queries, member may write to [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com)

c) It is clarified that for permanent registration of change in relation to the name, registered address, email id, mobile no., PAN, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:

i. for shares held in electronic form: to their respective DP; and

ii. for shares held in physical form: to the Company RTA (M/s. Link Intime India Private Limited) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular no. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the above mentioned details which are not registered in their respective folio no(s).

7. The Postal Ballot Notice has been placed on the Company's web link [www.archanasoftware.com](http://www.archanasoftware.com) and Central Depository Services (India) Limited e-voting's website link [https://www.evotingindia.com/ PageDownload.jsp](https://www.evotingindia.com/PageDownload.jsp) and will remain on such website until the last date of e-voting on the said Postal Ballot Notice.

8. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

9. The voting rights of members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 01-12-2023

10. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard - 2 issued by the Institute of Company

Secretaries of India on general meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.

11. The remote E-voting facility will be available during the following period:

Commencement of E-Voting	27.12.2023 (Wednesday) at 9.00 HRS
End of E-Voting	25.01.2024(Thursday) at 17.00 HRS

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 01-12-2023, (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

#### **Instruction for E-voting.**

12. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/ 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide 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.

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/ P/2020/242 dated December 9, 2020 in respect of e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Members are advised to update the details of their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in Demat mode CDSL/NSDL is given below:

<b>Type of members</b>	<b>Login Method</b>
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www. cdslindia.com</a> and click on login icon&amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyeasiTab and then click on registration option.</li> <li>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. 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 to directly access the system of all e-Voting Service Providers</li> </ol>

<p>Individual Members holding securities in demat mode with NSDL</p>	<p>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: <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> 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 website of CDSL for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/ SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 held 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</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

Login method for e-Voting for Physical Shareholders and shareholders other than individual holding Securities in Demat form

- a) The shareholders should Log on to the e-voting website [www. evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders / Members”.
- c) Now Enter your applicable User ID/ Login Id, as under:-
  - (i) For CDSL: 16 digits beneficiary ID,
  - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - (iii) For members holding shares in Physical Form: “Folio Number” registered with the Company.
- d) Thereafter enter the Image Verification code as displayed and Click on “Login” tab.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- f) If you are a first time user, then fill up the following details in the appropriate boxes:

For physical shareholders and other than individual shareholders holding shares in Demat Form	
<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 Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details or Date of Birth*</b>	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
*If both the details are not recorded with the depository or Company, please enter user id / folio number in the Dividend Bank details field as mentioned in instruction (c).	

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members 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 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.
- i) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- j) Now select the relevant Electronic Voting Sequence Number (EVSN) of "Archana Software Limited".
- k) 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.
- l) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the changed 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.

**q) ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS**

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 as "Corporate". Corporates and custodians already registered with CDSL should use their existing login details.

- After registering online, A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving these details, create a compliance user 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 / Power of Attorney (POA) which they have issued in favor of the Custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual members are required mandatory 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 at email id **lsacustomerservices1@gmail.com** and to the Company at the email address viz; [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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:evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to the Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

13. The vote in this Postal Ballot cannot be exercised through proxy.

14. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer(s) will submit their report to the Chairman or in his absence to any such Director authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).

15. The result of Postal Ballot shall be declared by the Executive Chairman or in his absence by the Executive Vice Chairman or by any other Director, so authorized by the Executive Chairman on Saturday, 27-01-2024 at the Registered Office of the Company at Land Marvel Nest, first floor, 3 first main road Indira Nagar, Adyar, Chennai, Tamil Nadu, India, 600020.

The Resolutions will be taken as passed effectively on the last date of e-voting, i.e. 25-01-2024 on announcement of the result in the manner set out above, if the results of the respective resolutions set out in Postal Ballot Notice indicate that the requisite majority of the members had assented to the respective Resolutions.

The result of the Postal Ballot along with Scrutinizer's Report will be displayed on the Notice Board of the Company at its Registered Office and Corporate Office and will also be hosted on the Company's website link [www.archanasoftware.com](http://www.archanasoftware.com) as well as of CDSL e-voting website link [https:// www.evotingindia.com/PageDownload.jsp](https://www.evotingindia.com/PageDownload.jsp). The results shall also be communicated to the BSE.

16. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Registered Office of the Company on all working days, except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch until the last date for receipt of e-votes.

**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 04 TH DECEMBER 2023 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:**

**ITEM NO. 1 APPOINTMENT OF MRS. INDU KAMALA RAVINDRAN (DIN: 09252600) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Based on the recommendations of the Nomination and Remuneration Committee [NRC], the Board of Directors of the Company, in its meeting held 09th November, 2023 appointed Mrs. Indu Kamala Ravindran (DIN: 09252600) as an Additional Directors (In the category of Independent Directors) of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mrs. Indu Kamala Ravindran (DIN: 09252600) (hereinafter to be referred as appointee(s)) as Independent Directors of the Company, for a term of 5 (Five) consecutive years w.e.f. 09th November, 2023 to 08<sup>th</sup> November, 2028.

The said appointee(s) are eligible for appointment as Director(s). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing their candidature for the office of Director. The Company has also received from the said appointees

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Mrs. Indu Kamala Ravindran have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company. They have also confirmed that they are not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. They are not disqualified from being appointed as a Director in terms of Section 164 of the Act. They have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the IICA.

None of the Directors of the Company, except Mrs. Indu Kamala Ravindran (DIN: 09252600), are in any way concerned or interested in this resolution

The Board recommends this resolution as set out in Item no. 1 of the Notice for your approval as a Special Resolution

**BRIEF PROFILE OF THE APPOINTEE ARE AS UNDER:**

**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
----	--	--

**ITEM NO 2: APPOINTMENT OF MR. SIVADAS CHETTOOR (DIN: 01773249) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Based on the recommendations of the Nomination and Remuneration Committee [NRC], the Board of Directors of the Company, in its meeting held 09th November, 2023 appointed Mr. Sivadas Chettoor (DIN: 01773249) as an Additional Directors (In the category of Independent Directors) of the Company.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board in accordance with the provisions of Section 149 read with Schedule IV to the Act, appointed Mr. Sivadas Chettoor (DIN: 01773249) (hereinafter to be referred as appointee(s)) as Independent Directors of the Company, for a term of 5 (Five) consecutive years w.e.f. 09th November, 2023 to 08<sup>th</sup> November, 2028.

The said appointee(s) are eligible for appointment as Director(s). The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing their candidature for the office of Director. The Company has also received from the said appointees

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

Further, Mr. Sivadas Chettoor (DIN: 01773249) have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director of the Company. They have also confirmed that they are not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. They are not disqualified from being appointed as a Director in terms of Section 164 of the Act. They have confirmed that they are in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their registration with the data bank of Independent Directors maintained by the IICA.

None of the Directors of the Company, except Mr. Sivadas Chettoor (DIN: 01773249), are in any way concerned or interested in this resolution

The Board recommends this resolution as set out in Item no. 2 of the Notice for your approval as a Special Resolution

**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. Sivadas Chettoor is not debarred from holding the office of a director by virtue of any SEBI order or any such authority

**ITEM NO 3: APPOINTMENT OF MRS. LINTA P JOSE (DIN: 06413031) AS DIRECTOR OF THE COMPANY.**

Mrs. Linta P Jose (DIN: 06413031) was appointed as an Additional Director on the Board of the Company w.e.f. 09<sup>th</sup> November ,2023 pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds office upto the date of ensuing General Meeting/Postal ballot of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of the Director under the provisions of Section 160 of the Companies Act, 2013. Mrs. Linta P Jose (DIN: 06413031) is an eminent Professional and will bring rich and varied experience to the Board. None of the Directors of the Company, except Mrs. Linta P Jose (DIN: 06413031), are in any way concerned or interested in this resolution

The Board recommends this resolution as set out in Item no. 3 of the Notice for your approval as an Ordinary Resolution

**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

**ITEM NO 4: APPOINTMENT OF MR. SURESH MENON (DIN: 06914200) AS DIRECTOR OF THE COMPANY.**

Mr. Suresh Menon (DIN: 06914200) was appointed as an Additional Director on the Board of the Company w.e.f. 09<sup>th</sup> November ,2023 pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing General Meeting/Postal ballot of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of the Director under the provisions of Section 160 of the Companies Act, 2013. Mr. Suresh Menon (DIN: 06914200) is an eminent Professional and will bring rich and varied experience to the Board. None of the Directors of the Company, except Mr. Suresh Menon (DIN: 06914200), are in any way concerned or interested in this resolution

The Board recommends this resolution as set out in Item no. 4 of the Notice for your approval as an Ordinary Resolution

**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 Aarete 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 BSE	Mr. Suresh Menon is not debarred from holding the office of a director by virtue of any SEBI order or any such authority



	respective	
--	------------	--

**ITEM NO 5: APPOINTMENT OF MR. SHAJU THOMAS (DIN: 06412983) AS A MANAGING DIRECTOR OF THE COMPANY.**

The present proposal is to seek the shareholders' approval for the appointment of Mr. Shaju Thomas (DIN: 06412983) as Managing Director of the company for a period of 5(five) years w.e.f 09<sup>th</sup> November 2023. The appointment has been recommended by the Nomination & Remuneration Committee in its meeting held on 09<sup>th</sup> November 2023 and subsequently approved by the Board of Directors in its meeting held on the same date. Considering his experience and knowledge, the Board thought it fit to avail his services in the interest of the Company. The Board recommends the Resolution to be passed as a Special Resolution. None of the Directors of the Company, except Mr. Shaju Thomas (DIN: 06412983), are in any way concerned or interested in this resolution

The Board recommends this resolution as set out in Item no. 5 of the Notice for your approval as a Special Resolution

**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	1. Popees Baby Care Products Private Limited - Managing Director

	Managing Director, Chief Executive Officer, Whole Time Director, Secretary, Chief Financial Officer, Manager.	
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

**ITEN NO 6: CHANGE IN NAME OF THE COMPANY FROM “ARCHANA SOFTWARE LIMITED” TO “POPEES CARES LIMITED”**

Consequent to the change of management, your Board, have decided to change the name of the Company from “ARCHANA SOFTWARE LIMITED” to “POPEES CARES LIMITED”. Approval from Registrar of Companies vide letter dated 12-12- 2023 was received by the company.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes. There is no change in the Memorandum of Association except the name in clause number I.

As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

Hence, the resolution is put up for shareholders’ approval. None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the aforesaid resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends this resolution as set out in Item no. 6 of the Notice for your approval as a Special Resolution

**ITEM NO 7: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM 7 CRORES TO 20 CRORES**

The present Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- each. In order to facilitate the issue of shares and for meeting future requirements, if any, it is proposed to increase the Authorized Share Capital to Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

It is also proposed to authorize the Board of Directors of the Company including any Committee thereof to complete all the formalities in connection with the issue of Shares.

The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approval in terms of Sections 13 and 61 of the Companies Act, 2013, Articles of Association of the Company and any other applicable statutory and regulatory requirements.

None of the Directors / Key Managerial Personnel / their relatives is in any way concerned or interested, financially or otherwise in the resolutions.

The Board recommends this resolution as set out in Item no. 7 of the Notice for your approval as an Ordinary Resolution

**ITEM NO 8: APPROVAL OF REQUEST RECEIVED FROM SHAREHOLDER FOR RE-CLASSIFICATION OF HIS SHAREHOLDING FROM "PROMOTER AND PROMOTER GROUP" CATEGORY TO "PUBLIC" CATEGORY**

Pursuant to Regulation 31 A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), BSE Limited may allow re-classification of promoter as public shareholder subject to fulfillment of conditions as provided therein.

In this regard, the Company has received a letter from shareholder who was part of the "Promoter and Promoter Group" of the Company and have requested for reclassification under the "Public" category under Regulation 31A of the Listing Regulations ("Request").

The Request of the following shareholder was received by the Company, 17<sup>th</sup> November 2023 and was placed before the Board of Directors at its meeting held on 04<sup>th</sup> December 2023

**Name of the Shareholder: Vasanth Kumar S**

The Board noted that the Promoter is no longer associated with the business of the Company in any manner, and do not exercise any control over the Company, directly or indirectly, or have any influence over the business and policy decisions made by the Company.

Further, the Promoter is not engaged in the day-to-day affairs of the Company. He also confirmed that he is eligible for re-classification as public shareholder and satisfy the conditions set out in Regulation 31 A of the Listing Regulations and any other applicable law. In accordance with Regulation 31 A(3)(b), of the Listing Regulations, the Promoter have confirmed that himself and the persons related to him (as defined by sub-clause (i), (ii) and (iii) of sub-clause (pp) of sub-Regulation (1) of Regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018):

- a) together, do not hold more than 10 (ten) percent of the total voting rights of Company;
- b) do not exercise control over the affairs of the Company, whether directly or indirectly;
- c) do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholder agreements;
- d) are not represented in any capacity on the Board of Directors of the Company (including through any nominee director);
- e) are not acting as key managerial persons in the Company; f) are not “wilful defaulters” as per the Reserve Bank of India guidelines; and
- g) are not fugitive economic offenders

The Promoter has also undertaken to abide by the conditions listed in Regulation 31 A(4) of the Listing Regulations after their re-classification as public shareholder of the Company pursuant to the approval of such re-classification by the shareholders of the Company and the Stock Exchanges, failing which, they shall automatically be reclassified as Promoters/persons belonging to the Promoter Group, as applicable. The Board of Directors of the Company considered the facts stated above and accepted the Request for re-classification from “Promoter and Promoter Group” category to the “Public” category by the Promoters subject to approval of the members of the Company and also subject to the approval of the Bombay Stock Exchange. In accordance with the Listing Regulations, the Board of Directors has recommended passing the Ordinary Resolution as set out in the notice, for approval of the members of the Company. As required under the Listing Regulations, upon re-classification to the “Public” category, the Promoters shall not:

- a) hold more than 10% of the total voting rights in the Company;

b) exercise control over the affairs of the Company directly or indirectly; or  
c) have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements. Further, he shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as key managerial persons of the Company for a period of at least 3 (three) years from date on which the Stock Exchange approve their reclassification to the "Public" category.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange, or the Depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges. In accordance with the Listing Regulations, these persons and their immediate relatives [as defined under Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018] shall not vote on this resolution. The Board of Directors recommends the resolution for approval of the members of the Company, as set out at Item No. 8 of the Notice. The Promoter Directors of the Company are deemed to be concerned or interested in Items No.8

**ITEM NO 9: APPOINTMENT OF M/S MAHESH C SOLANKI & CO, CHARTERED ACCOUNTANTS FIRM (FRN- 006228C) AS THE STATUTORY AUDITORS OF THE COMPANY DUE TO CASUAL VACANCY**

M/S N Raja & Associates, Chartered Accountant, Statutory Auditors has shown their inability to continue as Statutory Auditors of the Company due to change in management subsequent to open offer and have tendered their resignation vide their resignation letter dated December 02, 2023 resulting into a casual vacancy in the office of Statutory Auditors of the company.

Pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, casual vacancy caused by the resignation of Auditors can be filled by the Board subject to the approval of the members.

Further, as per the recommendation of the Audit Committee, the Board proposes and recommends that , M/S Mahesh C Solanki & CO, Chartered Accountants Firm (FRN-006228C) be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S N Raja & Associates, Chartered Accountants and shall hold office up to the conclusion of the ensuing General Meeting of the Company.

M/S Mahesh C Solanki & Co, Chartered Accountants (FRN- 006228C), have conveyed their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Board recommends the ordinary resolution as set out at item no. 9 in this Notice for approval of the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is interested, either financially or otherwise, in the resolution

**Date: 04-12-2023**

**Place: Chennai**

**By Order of the Board  
For Archana Software Limited**

**SHAJU  
THOMAS** Digitally signed by  
SHAJU THOMAS  
Date: 2023.12.23  
15:58:16 +05'30'

**Mr. Shaju Thomas  
Executive Director  
DIN: 06412983**