Date: 12.12.2019

Department of Corporate Services
Bombay Stock Exchange Limited
P.J. Towers,
Dalal Street,
Mumbai-400001

Sub: Scrip No. 530565
Proceedings of the 25th Annual General Meeting held on 12th December, 2019 pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015

Dear Sir,

We are submitting herewith the proceedings of the 25th Annual General Meeting of the Company held on 12th December, 2019.

This is for your information and kindly take the same on record.

Thanking you,

Yours faithfully,

For Archana Software Limited

(S. Vasanth Kumar)
Chairman

Encl.: as above
PROCEEDINGS OF THE 25TH ANNUAL GENERAL MEETING OF ARCHANA SOFTWARE LIMITED HELD ON 12TH DECEMBER, 2019 AT 12.00 NOON at Asha Nivas No.9, Rutland Gate 5th Street Chennai 600006, Tamilnadu, India.

DIRECTORS PRESENT

Mr. S. Vasanth Kumar – Non-Executive Director.
Mr. S. Sonaachalam - Independent Director.
Mr. V. Paranthaman – Independent Director.

IN ATTENDANCE

Mr. C. Raj Mohan - Chief Financial Officer.
M/s. Lakshmi Subramanian & Associates - Scrutinizer Representative.
Mr. Krishnan Iyer – Company Secretary.

MEMBERS PRESENT IN PERSON

Promoter- 1
Public - 22
Total 23

MEMBERS PRESENT THROUGH PROXIES- NIl

CHAIRMAN

Proposed by Mr. S. Sonaachalam and Seconded by Vasudevan, Mr. S. Vasanth Kumar was elected as the Chairperson for 25th Annual General Meeting, and he occupied the chair.

The Chairperson, welcomed the members at the 25th Annual General Meeting of the Company and introduced all the Directors and Officers present on the dais and also informed that the Chairman of the Audit Committee was present at the meeting.

The Chairperson then announced that as the required quorum being present, the meeting was in order. He also announced that the registers as per the statutory requirements were kept open for inspection by the members.

The Chairperson then, read out the Chairman’s speech which was circulated to all the members present in the hall.
The Chairperson then announced that the notice convening the meeting having already been circulated is taken as read with the consent of the shareholders present.

The Chairperson then informed that the Auditor’s report is a unmodified report and hence it was taken as read.

The Chairperson then informed the member that as required under section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company extended e-voting facility through Central Depository Services Limited to the members of the Company, who were holding shares as on cut off date 5th December, 2019, in respect of the business to be transacted at the Annual General Meeting. The e-voting period commenced at 9.00 a.m. on 9th December, 2019 and ended on 11th December, 2019. Mrs. Lakshmmi Subramanian, of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai was appointed as scrutinizer to the e-voting process.

The Chairperson then requested the members who have not voted electronically to cast their votes physically on the ballot paper circulated and deposit the same in the ballot box available at the venue.

The Chairperson then invited the question and comments on working of the company and the Chairperson then answered all the question raised by the members.

The Chairperson then said that the business transacted as set out in the Notice of the AGM to be considered are as follows:

ORDINARY BUSINESS

1. Consider and adopt the audited Balance Sheet & Profit and Loss account of the company for the financial year Ended 31st March 2019.

"RESOLVED THAT the audited Balance Sheet as at 31 March 2019, the Statement of Profit & Loss for the year ended 31 March, 2019 together with the report of the Directors and Auditors thereon, be and is hereby approved and adopted"

2. To Appoint a Director in place of Mr. Vasanth Kumar ( DIN: 00405757) who retires by rotation and being eligible offers herself for re-appointment.

"RESOLVED THAT pursuant to Section 152(6) of the Companies Act 2013, Shri S Vasanth Kumar (DIN:00405757) Director, be and is hereby reappointed as a Director of the Company."
3. To Consider the re-appointment of current auditors, M/s, GKP Associates Chartered Accountants (Firm Regn.007680S) as the statutory Auditors of the company and to fix their remuneration and to pass the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the company hereby appoints M/s GKP Associates Chartered Accountants (Firm Registration No: Firm Regn.007680S) as the Statutory Auditors of the Company for the second term of 3 (Three) years to hold office from conclusion of this Annual General Meeting until the conclusion of the Twenty Eighth Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the company.

SPECIAL BUSINESS

4. To Approve Related Party Transactions

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

The Chairperson informed that after issue of the notice of AGM, since Mr Chikalpat Yogesh Pai has resigned it is requested to consider modification in the 2nd para of the following resolution to authorise any director of the company.

"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, and 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 Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 20 crores (Rupees Twenty Crores Only) from the financial year 2019-2020 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 anyone of the Directors of the Company be and is hereby jointly and severally authorized to take all steps to implement the above resolutions, finalize and take all actions in connection therewith including filing the necessary e-forms with the Registrar of Companies, Chennai."

The Chairperson announced that the poll results along with the consolidated Scrutinizer’s Report shall be informed to the Stock Exchanges and also be placed on the website of the Company and Stock Exchange.

The Scrutinizer took the custody of the ballot-voting at the venue of the meeting. The Scrutinizer submitted their Report post verification of the votes. As per the report submitted by the Scrutinizer,
considering the results of the ballot-voting at the venue, all the resolutions embodied in the Notice of the Annual General Meeting dated 14th November 2019 were passed with requisite majority.

The meeting concluded at 1.00 p.m after the Members present the meeting cast their votes.

S. Vasanth Kumar
Chairperson
Date: 12-12-2019.
Time: 1.00 p.m