



CIN : L17120TN1994PLC029226  
GST: 33AAACS9087L1ZV

To  
The General Manager,  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
25th Floor, Dalai Street  
Mumbai - 400 001

**Date: 08<sup>th</sup> July 2024**

**BSE Scrip Code: 530565**

Respected Sir,

**Sub: Submission of Details as per Clause 44 (3) of the SEBI (LODR) Regulation 2015:**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the details of the e-voting results of Postal Ballot of the Company.

The above are being uploaded in the website of the Company.

Thanking you,  
Yours faithfully,  
For **POPEES CARES LIMITED**  
*(Formerly Known as Archana Software Limited)*

**SHAJU THOMAS**  
**Managing DIRECTOR**  
**DIN: 06412983**

**POPEES CARES LIMITED**

(Formerly Known as Archana Software Limited)

[www.popeescares.com](http://www.popeescares.com)

E-mail: [info@popeescares.com](mailto:info@popeescares.com) / Phone : +91 4953101009

**Reg Office:** Land Marvel Nest, First Floor, 3 First Main Road, Indira Nagar, Adyar, Chennai, Tamil Nadu, India - 600 020  
**Corporate office:** Nahala Building, Near Emax Theatre, Velliparamba, Calicut Medical College, Kozhikode, Kerala - 673 008

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08.07.2024

To

The Members,

**M/s. Popees Cares Limited**

**(Formerly known as Archana Software Limited)**

Land Marvel Nest, First Floor, 3 First Main Road Indira Nagar,

Adyar, Chennai-600020

**Sub: Report of Scrutinizer for the Postal Ballot Process vide Notice Dated 06<sup>th</sup> May 2024 of M/s. Popees Cares Limited ('the Company') under Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.**

At the meeting of the Board of Directors of M/s. Popees Cares Limited, held on 06<sup>th</sup> May 2024, I Mrs. Lakshmi Subramanian, Practicing Company Secretary, M/S Lakshmmi Subramanian & Associates, was appointed as Scrutinizers for Postal Ballot as per section 108 and 110 of the Companies Act, 2013 ('Cos Act') for passing of the items of Ordinary Business's and Special business's as Ordinary Resolutions and Special Resolutions by the members of the Company:

The Company has availed the e-voting facility from Central Depository Services (India) Limited (the CDSL) for the shareholders to cast their votes to the aforesaid resolution through electronic mode under Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 which recognizes voting by electronic mode for postal ballot and, which prescribes the appropriate mechanism for e-Voting.

The postal ballot process was accordingly conducted and concluded as below:

- The Company on 04<sup>th</sup> June 2024 dispatched the notice under section 110 of the Companies Act, 2013 through email to 3343 shareholders of the Company whose mail ids are registered with RTA and whose names appeared on the Register of Members/ List of Beneficiaries as on 31<sup>st</sup> May 2024.
- The Company issued an advertisement in Business Standard (English) and Malai Murasu (Tamil) about the dispatch of Postal Ballot Notice on 06<sup>th</sup> June 2024.



- The e-voting process commenced on Thursday, 06<sup>th</sup> June 2024 (09.00 A.M. (IST) ) and was open up to the close of working hours at 17.00 hours (IST) on Friday, 05<sup>th</sup> July 2024.
- All electronic votes received up to the close of working hours at 17.00 hours IST on, 05<sup>th</sup> July 2024 were considered for my scrutiny.
- The votes cast by the members through electronic voting system was downloaded and collected from the website <https://www.evotingindia.com>.
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number / client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and the results were as under.

**SUMMARY OF POSTAL BALLOT E-VOTING RESULTS:**

**1. APPOINTMENT OF MR. SURESH THEKKEMALAIKKAL RAMAKRISH ACHARY (DIN: 01859728) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	36	1322668
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	99.91%	

**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.



**2. ADOPTION OF NEW MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT, 2013:**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	36	1322668
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	99.91%	

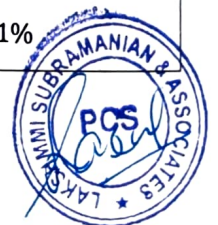
**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.

**3. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY AS PER THE PROVISIONS OF COMPANIES ACT, 2013:**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	36	1322668
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	99.91%	



**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.

**4. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH POPEES BABY CARE PRODUCTS PRIVATE LIMITED:**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	34	10767
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	89.95%	

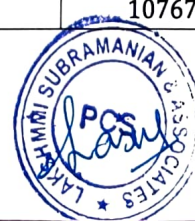
**Result:** The Requisite Majority for passing the above resolution as an Ordinary Resolution was received.

**5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH POPEES FASHIONS INDIA PRIVATE LIMITED:**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-	34	10767



	voting)		
ii.	Number of votes cast against the Resolution (E-voting)	5	1203
iii.	Percentage to the total votes received in favor of the resolution	89.95%	

**Result:** The Requisite Majority for passing the above resolution as an Ordinary Resolution was received

**6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH POMEES INDIA PRIVATE LIMITED:**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	34	10767
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	89.95%	

**Result:** The Requisite Majority for passing the above resolution as an Ordinary Resolution was received

**7. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH POPEES BABY CARE LLP:**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0



Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	34	10767
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	89.95%	

**Result:** The Requisite Majority for passing the above resolution as an Ordinary Resolution was received

**8. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH SEATAAL PROPERTIES PRIVATE LIMITED:**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	33	10667
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	89.11%	

**Result:** The Requisite Majority for passing the above resolution as an Ordinary Resolution was received



**9. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH ESTHANA DESIGNS (OPC) PRIVATE LIMITED:**

**Nature of resolution:** Ordinary Resolution

**Voting requirement:** Simple majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	33	10667
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	89.11%	

**Result:** The Requisite Majority for passing the above resolution as an Ordinary Resolution was received

**10. TO CONSIDER AND APPROVE BOROWING POWER LIMITS FROM DIRECTORS, BANKS, FINANCIAL INSTITUTIONS AND OTHER LENDERS:**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	36	1322668
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	99.91%	





**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.

**11. CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN FAVOUR OF LENDERS:**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	34	1322268
ii. Number of votes cast against the Resolution (E-voting)	6	1503
iii. Percentage to the total votes received in favor of the resolution	99.89%	

**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.

**12. TO CONSIDER AND APPROVE BRAND ROYALTY AGREEMENT WITH MR. SHAJU THOMAS, PROMOTER & DIRECTOR OF THE COMPANY.**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Abstained Votes	2	1311901
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	30	9820



ii.	Number of votes cast against the Resolution (E-voting)	8	2050
iii.	Percentage to the total votes received in favor of the resolution	82.04%	

**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.

**13. SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM CHENNAI TAMILNADU TO CALICUT, KERALA:**

**Nature of resolution:** Special Resolution

**Voting requirement:** Three-Fourth majority

Particulars	Number of Members	Representing Number of Shares
Total number of E-votes received (Equity)	41	1323871
Total number of E-votes considered Valid	41	1323871
Total number of E-votes considered invalid	0	0
Out of the above E-Voting:		
i. Number of votes cast in favor of the Resolution (E-voting)	36	1322668
ii. Number of votes cast against the Resolution (E-voting)	5	1203
iii. Percentage to the total votes received in favor of the resolution	99.91%	

**Result:** The Requisite Majority for passing the above resolution as a Special Resolution was received.

Place: Chennai  
Date: 08.07.2024

For LAKSHMMI SUBRAMANIAN & ASSOCIATES



Lakshmmi Subramanian  
Senior Partner  
FCS No. 3534  
C.P. No. 1087

Peer Review Certificate No:1670/2022  
UDIN: F003534F000691276