

04/06/2024

To

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

Scrip code:530565

Dear Sir/Ma'am,

SUB: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015('SEBI Listing Regulations')

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby enclose the Notice of Postal Ballot dated May 09, 2024 along with explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to following special resolution:

Sr No	Description of Resolution	Type of Resolution
1	Appointment of Mr. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728) as an Independent Director of the company	Special Resolution
2	Adoption of new Memorandum of Association as per the Provisions of Companies Act, 2013	Special Resolution
3	Adoption of new Artcles Of Association of the Company as per the provisions of Companies Act, 2013	Special Resolution
4	Approval of Material Related Party Transactions with Popees Baby Care Products Private Limited.	Ordinary Resolution
5	Approval of Material Related Party Transactions with Popees Fashions India Private Limited	Ordinary Resolution

POPEES CARES LIMITED

(Formerly Known as Archana Software Limited)

www.popeescares.com

E-mail: 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

6	Approval of Material Related Party Transactions with Pomees India Private Limited	Ordinary Resolution
7	Approval of Material Related Party Transactions with Popees Baby Care LLP	Ordinary Resolution
8	Approval of Material Related Party Transactions with Seataal Properties Private Limited	Ordinary Resolution
9	Approval of Material Related Party Transactions with Esthana Designs (OPC) Private Limited	Ordinary Resolution
10	To consider and approve borrowing power limits from Directors, Banks, Financial Institutions And other Lenders	Special Resolution
11	To consider and approve Brand Royalty Agreement with MR. SHAJU THOMAS, Promoter & Director of the company.	Special Resolution
12	Shifting of Registered Office of The Company From Chennai, Tamilnadu to Calicut, Kerala	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, the Notice of Postal Ballot is being sent by electronic mode only on Tuesday, June 04, 2024 only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agent/Depositories as on the "Cut-off Date" i.e. Friday, May 31, 2024. In this connection, the Company has engaged the services of M/s. Link Intime India Private Limited ("Link Intime") for providing e-voting facility to all the Members. The remote e-voting facility would be available during the following period:

Commencement of remote e-voting	06 th June 2024 at 9.00 A.M
Conclusion of remote e-voting	05 th July 2024 at 5.00 P.M.

The Notice is being sent to the Members in electronic mode and is also being placed on the website of the Company www.popeescares.com. The results of remote e-voting will be declared on or before Sunday, July 07, 2024 and the same shall be intimated to BSE Limited and will also be displayed on the Company's website www.popeescares.com.

POPEES CARES LIMITED

(Formerly Known as Archana Software Limited)

www.popeescares.com

E-mail: 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



CIN : L17120TN1994PLC029226
GST: 33AAACS9087L1ZV

Kindly take the same on your record and acknowledge receipt.

For Popees Cares Limited
(Formerly Known as Archana Software Limited)

Mr. Shaju Thomas
Managing Director
DIN: 06412983

POPEES CARES LIMITED
(Formerly Known as Archana Software Limited)

www.popeescares.com

E-mail: 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

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]

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively the “**MCA Circulars**”), to transact the special business as set out hereunder by passing Ordinary Resolutions by way of postal ballot only, by voting through electronic means (“**remote e-voting**”).

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the Statement setting out the material facts and the reasons / rationale pertaining to the said Resolutions is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with Regulation 44 of the SEBI Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic

POPEES CARES LIMITED

(Formerly Known as Archana Software Limited)

www.popeescares.com

E-mail: 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

mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL) as the agency for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.popeescares.com.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Friday, July 05, 2024. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership no. 3534) as Scrutinizer ("Scrutinizer") for conducting the Postal Ballot process / e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Upon completion of the Postal Ballot remote e-voting process, the Scrutinizer will submit his report to the Chairman and in his absence to any Director of the Company or the Company Secretary and the results shall be announced on or before Monday, July 08, 2024 and shall be communicated to BSE Limited ("BSE") (the "Stock Exchange"), Central Depository Services (India) Limited ("CDSL) and will also be displayed on the Company's website: www.popeescares.com.

1. APPOINTMENT OF MR. SURESH THEKKEMALAIKKAL RAMAKRISH ACHARY (DIN: 01859728) 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. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728), 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 10 February 2024 to 9th February 2029”

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

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules made thereunder and in accordance with Table A of Schedule I of the said Act, subject to the approval of the Registrar of Companies, Chennai, Tamilnadu, the approval of the members of the Company be and is hereby accorded to substitute the existing Memorandum of Association (“MoA”) of the Company with a new set of MoA as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in accordance with Table A of Schedule I of the Act, Clause III. A. and III. B. of the existing MoA be renamed and read as under:

(a) The Title of the existing Clause III(A), “The main Objects to be pursued by the Company on its incorporation are” be substituted by the new Title “III(A) - The Objects to be pursued by the Company on its incorporation are”;

(b) The Title of the existing Clause III(B) “THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ABOVE SAID MAIN OBJECTS ARE:” be Substituted by the New Title “III(B) - Matters which are necessary for furtherance of the Objects specified in Clause III(A)”;

(c) Delete the entire other objects Clause III(C); and

(d) The existing liability clause be substituted in line of new clause provided as per Companies Act, 2013 “ IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

“RESOLVED FURTHER THAT the word “Companies Act, 1956” be substituted with the word “Companies Act, 2013” wherever appears in the existing MoA of the Company”.

“RESOLVED FURTHER THAT the Memorandum of Association incorporating the aforesaid alterations placed before the Meeting be and is hereby approved.”

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution

and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

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

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

“**RESOLVED FURTHER THAT** pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof for the time being in force, approval of the Company be and is hereby accorded to adopt a new set of regulations in the Articles of Association of the Company to the entire exclusion of the regulations contained in the existing Articles of Association of the Company, as per the draft placed before the Meeting to align the Articles of Association with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

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

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

“**RESOLVED FURTHER THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter into a series of transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) or otherwise with Popees Baby Care Products Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of Five (5) years (i.e., from April 01, 2024 till March 31, 2029) for the projected amount not exceeding 100 Crore (Rupees Hundred Crore only) per financial year, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to

such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm's length.

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

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

“RESOLVED FURTHER THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company's Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter into a series of transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) or otherwise with Popees Fashions India Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of Five (5) years (i.e., from April 01, 2024 till March 31, 2029) for the projected amount not exceeding 100 Crore (Rupees Hundred Crore only) per financial year, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm's length.

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

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

“RESOLVED FURTHER THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company's Related Party

Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter into a series of transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) or otherwise with Pomees India Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of Five (5) years (i.e., from April 01, 2024 till March 31, 2029) for the projected amount not exceeding 100 Crore (Rupees Hundred Crore only) per financial year, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

“**RESOLVED FURTHER THAT** the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

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

“**RESOLVED FURTHER THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter into a series of transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) or otherwise with Popees Baby Care LLP, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of Five (5) years (i.e., from April 01, 2024 till March 31, 2029) for the projected amount not exceeding 100 Crore (Rupees Hundred Crore only) per financial year, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

“**RESOLVED FURTHER THAT** the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

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

“RESOLVED FURTHER THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter into a series of transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) or otherwise with Seataal Properties Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of Five (5) years (i.e., from April 01, 2024 till March 31, 2029) for the projected amount not exceeding 100 Crore (Rupees Hundred Crore only) per financial year, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm’s length.

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

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

“RESOLVED FURTHER THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended till date and in accordance with the provisions of section 188 and all other applicable provisions of the Companies Act, 2013 (“the Act”), if any, the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the Company’s Related Party Transactions Policy, approval of the members be and is hereby accorded for the Company to carry on and/ or enter into a series of transaction(s)/ contract(s)/ arrangement(s)/ agreement(s) or otherwise with Esthana Designs (OPC) Private Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period of Five (5) years (i.e., from April 01, 2024 till March 31, 2029) for the projected amount not exceeding 100 Crore (Rupees Hundred Crore only) per financial year, and on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as “the Board”) subject to

such transaction(s)/contract(s)/arrangement(s)/agreement(s) being carried out in the ordinary course of business and at arm's length.

“RESOLVED FURTHER THAT the Directors and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.”

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

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

“RESOLVED THAT in supersession of all the earlier resolutions passed and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modifications thereto or re-enactments thereof, the consent of the members of the company be and is hereby accorded to the Board of Directors of the company to borrow money, as and when required, from Directors of the company, banks, financial institutions, foreign lenders, anybody corporate entities, authorities, through supplier's credit, or any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time.”

“RESOLVED FURTHER THAT the total amount borrowed by the Board shall not at any time exceed ₹200,00,00,000 (Rupees Two Hundred Crores only) or the limits prescribed under Section 180(1)(C), as may be amended from time to time, whichever is higher.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the foregoing Special Resolution to any Committee of Directors of the company or to any Director of the company or any other officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, and things as may be necessary, proper, expedient, or incidental for giving effect to the foregoing resolution.”

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

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

“RESOLVED THAT in supersession of the earlier resolutions passed and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers)

Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties, tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non convertible debentures with or without detachable or nondetachable warrants and / or secured premium notes and / or floating rate notes / bonds or other debt instruments), issued / to be issued by the Company including deferred sales tax loans availed / to be availed by various Units of the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans / borrowings / debentures / securities / deferred sales tax loans and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s) / Agent(s) / Trustee(s) / State Government(s) / Agency(ies), etc.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid."

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

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

RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and FAQ on SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 released by SEBI dated January 08, 2016 and the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, and in accordance with the recommendations of the Kotak Committee, the consent of the members/shareholders be and is hereby accorded to the Board of Directors of the Company to enter into a brand royalty agreement with Mr. Shaju Thomas, Promoter & Director of the company for the usage of the brand name "Popees" in its products and services.

RESOLVED FURTHER THAT The royalty payable by the company to Mr. Shaju Thomas shall be up to 5% of the revenues generated from the products and services that use the brand "Popees"

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all necessary actions, execute necessary documents, and do all acts and things as may be required to give effect to the foregoing resolution."

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

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

"**RESOLVED THAT** subject to the provisions of section 13(4) 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 subject to the confirmation/approval of the Regional Director and other regulatory authorities, government(s), judicial/quasi-judicial authorities, court(s), consent of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the State of Tamilnadu to the State of Kerala."

"**RESOLVED FURTHER THAT** subject to the aforementioned confirmation/approval and pursuant to section 13 and all other applicable provisions, if any of the Companies Act, 2013, the existing clause II of Memorandum of Association of the Company be and is hereby substituted with the following clause II:

"II. The Registered Office of the Company will be situated in the State of Kerala."

“RESOLVED FURTHER THAT upon the approval of the Regional Director, the Registered office of the Company be shifted from the State of Tamilnadu to the State of Kerala.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deem fit and delegate all or any of its powers herein conferred to any Director(s), Officer(s) and/or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

Date: 06/05/2024

Place: Chennai

**By Order of the Board
For Popees Cares Limited
(Formerly known as Archana Software Limited)**

**Sd/-
Mr. Shaju Thomas
Managing Director
DIN: 06412983**

IMPORTANT NOTE:

The Shareholders are aware that the company the company has successfully passed a special resolution to change its name from Archana Software Limited to Popees Cares Limited through the postal ballot process. The results of this process were declared on January 25, 2024.

During the above process company had inadvertently omitted to circulate the Auditor certificate along with the postal ballot notice. To rectify this, we are now circulating the Auditor's Certificate, dated December 4, 2023, along with this Postal Ballot Notice for your reference and records.

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, Practicing 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 31/05/2024 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 info@popeescares.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 info@popeescares.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. Popeescares.com](http://www.Popeescares.com) and Central Depository Services (India) Limited e-voting's website link [https://www.evotingindia.com/ Page Download.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. 31/05/2024

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	06/06/2024 (Thursday) at 9.00 HRS
End of E-Voting	05/07/2024(Friday) at 17.00 HRS

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the 31/05/2024, (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:

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"><li data-bbox="691 310 1403 520">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 www.cdslindia.com and click on login icon & New System Myeasi Tab.<li data-bbox="691 531 1403 835">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 data-bbox="691 846 1403 982">3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option.<li data-bbox="691 993 1403 1297">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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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

<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: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting 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 https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.
- 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 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	
PAN*	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.
Dividend Bank Details or Date of Birth*	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 "Popees Cares 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 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.

- 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; info@popeescare.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 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), Kochi - 400013 or send an email to 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 Sunday, 07/07/2024 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. 29/06/2024 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. Popeescares.com](http://www.Popeescares.com) as well as of CDSL e-voting website link <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 06TH MAY 2024 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

ITEM NO. 1 APPOINTMENT OF MR. SURESH THEKKEMALAIKKAL RAMAKRISH ACHARY (DIN: 01859728) 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 10th February 2024 appointed Mr. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728) 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. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728) (hereinafter to be referred as appointee(s)) as Independent Directors of the Company, for a term of 5 (Five) consecutive years w.e.f. 10th February 2024 to 09th February 2029.

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. Suresh Thekkemalaikkal Ramakrish Achary 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 and key managerial personnel and their relatives of the Company, except Mr. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728), 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 Mr. Suresh Thekkemalaikkal Ramakrish Achary

S. No	PARTICULARS	REMARKS
1.	Name of the director to be appointed	Suresh Thekkemalaikkal Ramakrish Achary
2.	Date of Appointment	10/02/2024
3.	Brief Profile (in case of Appointment)	Suresh TR is a seasoned professional with a diverse background in management, education, and corporate governance. He has served as the Managing Director of the Handicraft Development Corporation of Kerala Ltd, Additionally, he held the position of Managing Director at Kinfra Apparel Parks Ltd. Also served as a Professor at Cochin University of Science and Technology. Furthermore, he was the Dean of Management Studies at Toc H Institute of Science and Technology.
4.	Disclosure of relationships between Directors (in case of appointment of a director).	NIL
5.	DIN	01859728
6.	Date of Birth	30/07/1958
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	Mr. Suresh Thekkemalaikkal Ramakrish Achary is not debarred from holding the office of a director by virtue of any SEBI order or any such authority
----	--	---

ITEM 2 & 3: ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION TO ALIGN WITH THE COMPANIES ACT 2013

The Board of Directors at their meeting held on 06-05-2024 has unanimously decided that, upon enactment of the Companies Act, 2013, ("Act") the Memorandum and Articles of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, and approved (subject to the approval of members) the amendment in the Memorandum of Association of the Company as aforesaid.

In terms of Section 13 & 14 and other applicable provisions, if any, of the Act, the consent of the Members by way of Special Resolution is required for change in the Memorandum and Articles of Association of the Company. The Board recommends for approval by the members the resolution as set out at Item No. 1 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 2 & 3 of the Notice. The Memorandum & Articles of Association of the Company is available for inspection in physical or in electronic form during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form also at the Meeting.

ITEM 4 TO 9: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH VARIOUS RELATED PARTIES:

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), inter alia, states that effective from April 01, 2022, all Material Related Party Transactions (RPT) shall require prior approval of the shareholders by means of Special Resolutions, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeding Rs.1000,00,00,000.00 (Rupees One Thousand Crore Only) or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower. Regulation 2(1) (zc) of the Listing Regulations defines related party transaction to mean a transaction involving transfer of resources, services, or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity, regardless of whether a price is charged or not.

In view of the afore-mentioned regulations, Item No. 4 to 9 are placed for approval by the Members. The Management has provided the Audit Committee with relevant details of the

7	Value of the proposed transaction	100Crores	100Crores	100Crores	100Crores	100Crores	100Crores
8	The percentage of the Company's turnover, for the immediately preceding financial	Not Applicable					
9A	If the transaction relates to any loans, inter-corporate deposits, advances, or	Not Applicable					
9B	Where any financial indebtedness is incurred to make or give loans, intercorporate	Not Applicable					
	deposits, advances, or investments: • Nature of indebtedness • Cost of funds • Tenure	Not Applicable					
9C	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Not Applicable					
9D	Purpose for which the funds will be utilized by the ultimate	Not Applicable					

	beneficiary of such funds pursuant to the RPT	
10	Justification as to why the RPT is in the interest of the Company	Not Applicable
11	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
12	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis (If available)	Not Applicable
13	Brief details of the Arm's length test conducted	Not Applicable
14	Ordinary course or not	Not Applicable
15	Necessity of entering into the transaction	Not Applicable
16	Does the transaction require prior approval of MAFIL's Audit Committee	Not Applicable
17	Does the transaction require prior approval of MAFIL	Not Applicable

	Shareholders	
18	Any other information that may be relevant	Not Applicable
19	Test for subsequent materiality of the transaction taken together with other	Not Applicable

No directors, Key Managerial Personnel of the Company or their relatives except Mr Shaju Thomas (DIN: 06412983), Mrs Linta P Jose (DIN: 06413031), are interested or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4 TO 9.

The Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the special Resolutions set forth at Item No. 4 to 9 of the Notice, whether the entity is a Related Party to the particular transaction or not.

ITEM 10 & 11:

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made thereunder (“the Act”) provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves and securities premium, and sell, lease or otherwise dispose off whole or substantially the whole of the undertaking of the company.

Keeping in view the capital intensive nature of the sector in which the Company operates, the Company need enhanced debt funds and secure the same by creating charge on the assets of the Company.

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 10 and 11 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to borrow funds (apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business) which may at any time up to Rs.200 crores and also to secure the same by creating mortgage/charge on whole or substantially the whole of the undertaking of the Company.

None of the Directors, Manager and Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 10 & 11 of the accompanying Notice for the approval of the Members.

ITEM. 12

The shareholders are hereby informed that the company proposes to use the brand name of "Popees", for its textile products and other services and the said brand was owned by Mr. Shaju Thomas, Promoter & Director.

Hence, the Board of directors of the Company at their meeting held on 06.05.2024 unanimously decided, subject to the approval of the shareholders in General meeting, to pay a Royalty amount of not exceeding 5% of the revenues generated from the products and services that use the brand "Popees".

Accordingly, consent of the Members is sought by way of Special Resolution as set out in Item Nos. 12 of the accompanying Notice. These resolutions enable the Board of Directors of the Company to pay a Royalty amount of not exceeding 5% of the revenues generated from the products and services that use the brand "Popees".

None of the Directors, Manager and Key Managerial Personnel and their relatives, except Mr. Shaju Thomas and Mrs. Linta P Jose Promoter Directors, are, in any way, concerned or interested in the said resolutions, except to the extent of their equity share holdings in the Company.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 10 & 11 of the accompanying Notice for the approval of the Members.

ITEM 13:

Pursuant to change in the new management and promoters, The Board of directors at their meeting held on 06.05.2024 has decided to shift the registered office of the Company from the State of Tamilnadu to the State of Kerala under the jurisdiction of Registrar of Companies, Kochi.

The brand "Popees," established by our esteemed promoters, has seen vibrant development and strong brand positioning within the Kerala market. Given that our promoters are based in Calicut, Kerala, it is both practical and strategic to centralize our business operations in this region. Relocating the Registered Office to Calicut, Kerala, will enable Company to conduct our business activities more efficiently and effectively.

This move is anticipated to benefit the Company, its members, and the general public by streamlining operations and leveraging local opportunities.

As per section 13(4) of the Companies Act, 2013 the registered office of the Company may be shifted from one State to another with the approval of the shareholders and confirmation by the Central Government (Regional Director).

The Board of Directors has considered this matter in its meeting held on 06.05.2024 and recommends this resolution for the approval of members as a special resolution.

None of the Directors and/or Key Managerial Personnel or their relatives is interested into said resolution.

Mahesh C. Solanki & Co.
Chartered Accountants

To,
The Board of Directors
Archana Software Limited
Land Marvel, Nest first floor,
3 First Main Road Indra Nagar,
Chennai 600 020

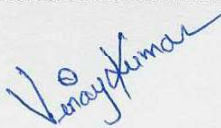
CERTIFICATE UNDER REGULATION 45 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

With reference to the application for approval regarding change of name of company from **Archana Software Limited** to **Popees Cares Limited**, we have examined the relevant records of the company and information provided by the management of the company in relation to issue a certificate for compliance with the conditions mentioned under sub Regulation (1) Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for change of company's name from **Archana software Limited** to **Popees Cares Limited**.

Based on our examination of records and according to the information and explanation given to us, pursuant to requirements of provision of Regulation 45 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, We do hereby confirm that

- a) Time period of at least one year has elapsed from the last name change that was occurred in the year
The company has not changed its name since at least one year
- b) At least fifty Percent of total revenue in the preceding one year period has been accounted for new activity suggested by the new name
Not applicable since there is no change in the activity / project of the company in the preceding one- year period
- c) The amount invested in the new activity / project is at least fifty percent, of the assets of the listed entity
Not applicable since there is no change in the activity / project of the company

Regards,
For Mahesh C Solanki & Co.,
Chartered Accountants


CA Vinay Kumar Jain
Membership No 232058
Partner.
UDIN - 24232058BKCZPI8501



Place – Chennai
Dated – 04th December 2023.