

ARCHANA

SOFTWARE LIMITED

'Land Marvel Nest', F-I
3, First Main Road, Indira Nagar,
Adyar, Chennai-600 020.
Tel No. : +44 64555955
Email : archanainvestors@gmail.com
CIN : L17120TN1994PLC029226

To

BSE Limited (BSE)

Corporate Relationship Department,

31/08/2021

Phiroze Jeejeebhoy Towers,

25th Floor, Dalal Street,

Mumbai- 400 001

Scrip Code: 530565

Dear Sir,

Sub: Regulation 34 - 27th Annual Report of the Company (F.Y 2020-21)- reg

Pursuant to regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, We enclosed herewith the 27th Annual Report of the Company (F.Y 2020-21) for your reference.

Thanking you

Yours Truly

For Archana Software Limited



C. Raj Mohan

Chief Financial Officer

Encl: a/a



ARCHANA SOFTWARE LIMITED

2020-2021

27TH ANNUAL
REPORT

ARCHANA SOFTWARE LIMITED
TWENTY SEVENTH ANNUAL REPORT – 2020- 2021
CORPORATE INFORMATION
CIN: L17120TN1994PLC029226

Board of Directors

Mr. S.Vasanth Kumar	Non Executive Director
Mr. A.Vishnu Sankar	Whole Time Director
Mr. S.Sonachalam	Independent Director
Mr. V.Paranthaman	Independent Director
Mrs. P.Parimala	Independent Director
Mr. C.Raj Mohan	Chief Financial Officer
Mr. R. Krishnan	Company Secretary
Mr. P. Appusami	Chief Executive Officer

Audit Committee

Mr. V.Paranthaman	Independent Director (Chairman)
Mr. S.Sonachalam	Independent Director
Mrs. P.Parimala	Independent Director
Mr. S.Vasanth Kumar	Non Executive Director

Stakeholders Relationship Committee

Mrs. P.Parimala	Independent Director (Chairman)
Mr. S.Sonachalam	Independent Director

Mr. V.Paranthaman	Independent Director
Mr. S.Vasanth Kumar	Non Executive Director

Nomination and Remuneration Committee

Mr. S.Sonachalam	Independent Director (Chairman)
Mrs. P.Parimala	Independent Director
Mr. V.Paranthaman	Independent Director

Statutory Auditors

M/s GKP Associates, (Firm Regn.0076808S)
Chartered Accountants,
No.10 Doctors Colony,
Radhakrishnan Road,
Gandhipuram,
Coimbatore-641 012

Secretarial Auditors

M/s Lakshmmi Subramanian & Associates,
Practicing Company Secretaries,
Murugesu Naicker office complex,
No.81, Greams Road, Chennai-600 006.

Bankers

Tamilnadu Mercantile Bank Ltd (TMB)

Kamaraj Road Tirupur.

IDBI Ltd.

Avinashi Road, Tirupur.

Registrars & Share Transfer Agents

M/s. Link Intime India Private Limited,

C-101, 247 Park, LBS Marg,

Vikhroli West,

Mumbai - 400 083.

(T) 022-4918 6000

(F) 022-4918 6060

Email: rnt.helpdesk@linkintime.co.in

Registered Office

'Land Marvel Nest' 1st Floor

No.3 First Main Road, Indria Nagar,

Adyar, Chennai - 600 020.

Email: archanasoftware@gmail.com.

Website: www.archanasoftware.com.

Contact Number: 044- 64555955

ARCHANA SOFTWARE LIMITED

CIN: L17120TN1994PLC029226

LAND MARVEL NEST, FIRST FLOOR, 3 FIRST MAIN ROAD

INDIRA NAGAR, ADYAR, CHENNAI - 600 020.

NOTICE is hereby given that the 27th Annual General Meeting of Archana Software Limited will be held on Thursday, 23rd September, 2021, at 11:00 A.M through Video Conferencing ("VC") or Other Audio Visual Means ("OVAM") to transact following business.

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Vasanth Kumar (DIN: 00405757) who retires from office by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3) 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:

"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, 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 Private 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 2020 – 2021 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 Mr. Vasanth Kumar, Director of the Company be and is hereby 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.”

Place: Chennai

Date:25.08.2021

By and on behalf of Board of Directors

For Archana Software Limited

Sd/

Mr. S. Vasanth Kumar

Director

(DIN: 00405757)

Notes

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to archanasoftware@gmail.com.
- 4) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 5) In line with the MCA circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.archanasoftware.com.
- 6) As per the MCA Circulars, the Notice of the AGM has been sent through electronic mode to only those Members whose email IDs are registered with the R & T/ Depository participant. Further, updation if any, will be provided on the website of the Company at www.archanasoftware.com
- 7) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

- 8) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and as per MCA Circulars, the Company is offering "remote e-voting facility" 3 days prior to the date of AGM and "e- voting facility" during the AGM to its Members (holding shares in physical or electronic form) in respect of all businesses to be transacted at the AGM.
- 10) Pursuant to MCA Circulars, a designated email address viz., archanasoftware@gmail.com has been created by the company so that the members can convey their vote, when a poll is required to be taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the R&T/Depository Participant. The Members will be allowed to post questions during the course of the Meeting. However, the queries can also be given in advance at archanasoftware@gmail.com
- 11) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 3 is annexed hereto.
- 12) All documents referred to in the Notice calling the AGM and the Explanatory Statement are available with the Company for inspection by the Members. The same will be shared with the members on receipt of request.
- 13) Only those shareholders of the Company who are holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e. August 27, 2021), shall be entitled to cast their vote through VC/OAVM at the AGM, as the case may be. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 14) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 15) Instructions for updation / registration of email address, bank details, procedure for joining the AGM through VC/OAVM and procedure for remote e-voting & e-voting during the AGM are as follows :

Updation of e-mail address

- 16) The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with Link Intime India Pvt. Ltd., by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.
- 17) For permanent registration of demat shareholders : It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.
- 18) For temporary registration of demat shareholders : The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt. Ltd. by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the e-mail registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id.

Updation of Bank details

- 19) The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with M/s.Link Intime India Pvt. Ltd., by clicking the link : https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholders name imprinted on the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. It is very important for the shareholder to submit the request letter duly signed. Link Intime will verify the documents uploaded

and will only take on record all valid cases. On submission of the shareholder's details an OTP will be received by the shareholder which needs to be entered in the link for verification.

- 20) On successful registration with the Registrar, the invitation to join the AGM will be sent to the Members on their registered email IDs. Members may attend the AGM, by following the invitation link sent to their registered email ID. Members are encouraged to join the Meeting through Laptops for better experience. In case of Android/Iphone connection, Participants will be required to download and Install the appropriate application as given in the mail to them.

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Good Internet connectivity without proxy & firewall. Recommended speed is 2 mbps (1:1) for all viewers.

Process and manner for attending the Annual General Meeting through InstaMeet:

- i. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - Select the "Company" and 'Event Date' and register with your following details:
 - A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant(DP)/Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (appendix) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- 1) Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id archanasoftware.com.
- 2) Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
- 3) Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
- 4) Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
- 5) Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Remote e-voting Instructions for shareholders

Remote E-voting period starts on Monday, September 20, 2021 (09:00 A.M. IST) and ends on Wednesday 22, 2021 (05:00 P.M. IST). The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

- 1) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of Link Intime India Pvt. Limited (LIPL) e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

➤ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID: Enter your User ID

➤ Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID

➤ Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Registrar.
 - Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
 - Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
 - Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- 2) Click on 'Login' under 'SHARE HOLDER' tab.
- 3) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- 4) After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 5) E-voting page will appear.
- 6) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- 7) After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- 8) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact **InstaVote Support Desk & Link Intime India Private Limited** on: - Tel: 022 -4918 6000.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify

your vote.

6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact **InstaMeet & Link Intime India Private Limited** on: - Tel: 022-49186175.

Appendix

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>
Or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

Place: Chennai

Date:25.08.2021

By and on behalf of Board of Directors

For Archana Software Limited

Sd/

Mr. Vasanth Kumar

Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Members of the Company are requested to note that Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder requires any transaction entered into between related parties towards sale, purchase or supply of any goods, avail or rendering of any services directly or through appointment of agent, amounting to ten percent or more of the annual turnover of the company as per the last audited financial statements of the Company to be approved by the members of the Company by way of an Ordinary Resolution.

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions will require approval of the members through an ordinary resolution.

Since the transactions entered into/ be entered with any sale, purchase of goods, material, equipment etc and to provide/avail services to/from Shakthi Knitting Private Limited (SKPL) is likely to exceed ten percent of the annual turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and will thus require approval of the members of the Company through an Ordinary Resolution. The Audit Committee and Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with M/s. Shakthi Knitting Private Limited are as follows:

Particulars	Remarks
Name of the Related Party	Shakthi Knitting Private Limited
Name of the Director or KMP who is related	Mr. S. Vasanth Kumar
Nature of Relationship	Promoter cum Managing Director in M/s. Shakthi Knitting Limited.
Nature, material terms, monetary value and particulars of the contract or arrangement	Sale, purchase of goods, material, equipment etc and to provide/avail services upto Rs. 20 Crore (Rupees Twenty Crore Only). The transaction with Related party is at Arm's Length Basis.
Any other information relevant or important for the members to take a decision on the proposed resolution	None.

All related parties shall abstain from voting on this resolution and the Board of Directors recommends passing of this resolution as an Ordinary Resolution.

None of the other Directors / Key Managerial personnel of the Company / their relatives are in any way concerned or interested financially or otherwise in the resolution set out in Item No. 3.

ANNEXURE TO THE NOTICE

AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Item No.	3
Name of the director	Mr.S. Vasanth Kumar
DIN	00405757
Age	54 Years
Designation	Non-Executive Director
Qualification	B.E
Experience	Having 30 years of experience in textile sector especially in garment segment and in overall business Management
Date of First Appointment	12.12.2013
No. of. Shares held as on 31.03.2021	13,11,101
Relationship with any other Directors and KMP	NIL
No.of. Board Meetings attended during FY 20-21	8
Directorship in other companies & LLPs	1. Shakthi Knitting Private Limited. 2. SKL Prosport Apparels Private Limited. 3. Perundurai Common Effluent Treatment Plant.
Chairman/Member of the committees of company	Member in 1. Audit Committee. 2. Stakeholders Relationship Committee.
Chairman/Member of the Committee of other Public Limited Companies in which he / she is a director	NIL
Last approved Remuneration drawn	NIL

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CIN: L17120TN1994PLC029226

LAND MARVEL NEST, F-1, 3, FIRST MAIN ROAD, INDIRA NAGAR, ADYAR, CHENNAI - 600 020

DIRECTORS' REPORT

To the Members:

Your Directors have pleasure in presenting the 27th Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2021.

1. RESULTS OF OPERATIONS

The Company's financial performance for the year under review along with previous year's figures is given under:

(Amount in Rupees)

Particulars	FY 2020-21	FY 2019-20
Revenue from Operations	14,67,432	1,28,51,673
Other Income	NIL	NIL
Total Income	14,67,432	1,28,51,673
Total Expenses	24,62,259	1,30,51,343
Profit / (Loss) before Interest and Depreciation	(9,94,827)	(1,99,670)
Tax Expenses		
-Current Tax		
-Deferred Tax Liability/(Assets)	10,480	15,985
-Excess Provision for Tax Written Back		
Net Profit/Loss for the year	(10,05,307)	(2,15,655)

2. TRANSFER TO RESERVES

During the year under review the company has incurred loss of Rs.10,05,307 and hence the company has not transferred to reserves.

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3. DIVIDEND

During the year under review the company has incurred loss of Rs.10,05,307 and hence the company does not recommend any dividend.

4. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2021 was Rs.6,04,39,500/-. No additions and alterations to the capital were made during the financial year 2020 - 2021.

5. LISTING OF SHARES

The Shares of the Company are listed in the Bombay Stock Exchange.

6. LISTING FEES

Your company has already paid Listing Fees for the financial year 2020-21.

7. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The Company does not have any subsidiaries, associates and joint venture companies.

8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134 (5) of the Act, the Directors hereby confirm:

1. That in the Preparation of Final Accounts, the applicable Accounting Standards has been followed along with proper explanation relating to material departures;
2. That they had selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the Company for that period.
3. That they had taken proper and sufficient care for the maintenance of adequacy Accounting Records in accordance with the provisions of the Act, for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;

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4. That they had prepared the Annual Accounts on a Going Concern basis.
5. That they laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
6. That they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. CORPORATE GOVERNANCE :

Please note that the provisions of CORPORATE GOVERNANCE as specified in the Regulations 1,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 and para C,D and E separately of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are not mandatorily applicable to the “ Companies having paid up capital not exceeding Rs. 10 Crores and net worth not exceeding Rs. 25 Crores, as on the last day of the previous financial year.” As on March 31st, 2021 the paid up capital and net worth of the company was Rs.0.60 Crore and Rs.2.48 Crore.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

DIRECTORS

Mr.S.Vasanth Kumar, Director, retire by rotation and being eligible, offers himself for re-appointment.

BOARD COMPOSITION

The Board is well constituted with composition of one executive and one non-executive and three independent directors.

Category	Name of Director
Executive Director	Mr. A.Vishnu Shankar – Whole-Time Director
Non - Executive Director	Mr. S.Vasanth Kumar
Independent Directors	Mr. S.Sonachalam Mr. P.Parimala Mr. V.Paranthaman

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Key Managerial Personnel

Pursuant to the provisions of Section 2(51), 203 of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the following are the managerial personnel of the Company :

- 1) Mr.Krishnan R Iyer - Company Secretary.
- 2) Mr. P. Appusami - Chief Executive Officer.
- 3) Mr.C. Rajmohan Chinnaraja - Chief Financial Officer.

11. NUMBER OF MEETINGS OF THE BOARD

During the year, Eight meetings of the Board of Directors were held. The dates of such Board Meeting are:

The Board met 8 (Eight times) on the following dates during the financial year 2020 – 2021.

S.NO	Date of the Board Meeting
1	27 th May 2020
2	29 th June 2020
3	26 th August 2020
4	15 th September 2020
5	12 th November, 2020
6	15 th February, 2021
7	17 th March, 2021
8	31 st March, 2021

The details of attendance of each Director at the Board Meetings along with the number of meetings held during the year:

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Name	Category	No. Of Board Meetings Held	No. of Board Meeting attended
Mr. A.Vishnu Shankar	Executive -Whole Time Director	8	6
Mr. S.Vasanth Kumar	Non-Executive Director	8	8
Mr. S.Sonachalam	Independent-Non Executive Director	8	8
Mr. P.Parimala	Independent-Non Executive Director	8	8
Mr. V.Paranthaman	Independent-Non Executive Director	8	8

12. BOARD EVALUATION

A formal evaluation mechanism is in place for evaluation the performance of the Board, committees thereof, individual directors and the Chairman of the Board. The evaluation of board is carried out annually as per the provisions of the Companies Act, 2013, rules thereof and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Performance evaluation of each Director is based on the criteria as laid down from time to time by the Nomination and Remuneration Committee. Criteria for performance evaluation includes aspects such as attendance for the meetings, participation and independence during the meetings, interaction with Management, Role and accountability to the Board, knowledge and proficiency and any other factors as may be decided by the Nomination and Remuneration Committee. Further, performance evaluation of an Executive Director is done based on business achievements of the company.

A) EVALUATION OF DIRECTORS BY INDEPENDENT DIRECTOR'S MEETING:

During the year under review, the Independent Directors met on 31st March, 2021, inter alia to:

- (i) Review the performance of Non – Independent directors and the Board as a whole.

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- (ii) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The above policies are available in the website of the company www.archanasoftware.com.

13. INDEPENDENT DIRECTOR'S DECLARATION

All Independent Directors have given declarations that they meet the Criteria of independence laid down under Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 in respect of financial year ended 31st March, 2021, which has been relied on by the Company and placed at the Board Meeting.

14. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on Directors appointment and remuneration and other matters provided in Section 178(3) of the Act read with Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 has been disclosed at **Annexure – I**. The policy can be viewed on the company's website: www.archanasoftware.com.

15. BOARD DIVERSITY

The Company recognizes that building a Board of diverse and inclusive culture is integral to its success. The Board considers that its diversity, including gender diversity, is a vital asset to the business. The Board has adopted a Board diversity policy which sets out the approach to diversity of the Board of Directors.

16. NOMINATION AND REMUNERATION POLICY

The Company has a Nomination and Remuneration Policy for appointment and remuneration of the Directors, Key Managerial Personnel and Senior Executives of the Company including criteria for determining qualifications, positive attributes, independence of a Director and other related matters as required under Section 178(3)

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of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is also available on the Company's website: www.arhanasoftware.com.

17. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has framed a whistle blower policy. Directors and employees have full access to the Chairman of the Audit Committee to report their genuine and serious concerns and is also available on the Company's website: www.archanasoftware.com.

18. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has formulated a Framework on Internal Financial Controls and laid down Policies and procedures commensurate with the Size and nature of its operations pertaining to financial reporting. In accordance with Rule 8 (5) (viii) of Companies (Accounts) Rules, 2014, the Company has adequate internal control systems to monitor business processes, financial reporting and compliance with applicable regulations and they are operating effectively. The systems are periodically reviewed by the Audit Committee of the Board for identification of deficiencies and necessary time bound actions are taken to improve efficiency at all the levels. The Committee also reviews the observations forming part of internal auditors' report, key issues and areas of improvement, significant processes and accounting policies.

19. INTERNAL AUDITORS

Pursuant to the provisions of section 138 of the Companies Act 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, your Company had appointed an external expert as internal auditor to carry out the internal audit function.

20. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditor has reported to the Audit Committee under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

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21. COMMITTEES OF THE BOARD

With a view to have more focused attention on various business aspects and better accountability, the Board has constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee.

The Board Committees meet at regular intervals take necessary steps to perform their duties entrusted by the Board. The details pertaining to the composition of the various Committees is also available on the Company's website: www.archanasoftware.com.

22. Audit Committee

As required under section 177(8), the Audit Committee comprises of 4 Directors of which 3 are Independent Directors. The Committee was chaired by a Non-Executive Independent Director, with requisite qualification. In the opinion of the Board of Directors, all the members of Audit Committee are financially literate and also have accounting or related financial management experience.

Composition

The Company derived immense benefit from the deliberation of audit Committee comprising of the following directors of the Company:

Name	Category of Membership
Mr.V. Paranthaman	Chairman
Mr.S. Sonachalam	Member
Mrs. P.Parimala	Member
Mr. S. Vasanth Kumar	Member

All the Members have accounting or related financial management expertise. Chairman is a Non- Executive Independent Director.

The Committee had met 6 (Six times) on the following dates during the financial year 2020 – 2021.

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S.NO	Date of Meeting
1	29 th June 2020
2	26 th August 2020
3	15 th September 2020
4	12 th November, 2020
5	15 th February, 2021
6	31 st March, 2021

The attendance of directors at the Audit Committee meetings held during the financial year 2020-2021 is given below:

Name	Meetings held	Meeting attended
Mr.V. Paranthaman	6	6
Mr.S. Sonachalam	6	6
Mrs. P.Parimala	6	6
Mr. S. Vasanth Kumar	6	6

23. Nomination and Remuneration Committee

The board has constituted the Nomination and Remuneration Committee with three Independent Directors to look after the appointment, promotions and payment of remuneration to the working Directors and Senior Executives of the Company.

Composition:

The Company derived immense benefit from the deliberation of Nomination and Remuneration Committee comprising of the following directors of the Company:

Name	Category of Membership
Mr.S. Sonachalam	Chairman
Mrs. P.Parimala	Member
Mr.V. Paranthaman	Member

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Meeting and Attendance of the Committee:

During the financial year three Nomination and Remuneration Committee meetings were held on following dates:

S.No	Date of the Meeting
1	15 th September, 2020
2	12 th November, 2020
3	15 th February, 2021

The attendance of Directors of Nomination and Remuneration Committee meeting held during the financial year 2019-20 is given below:

Name	No. of Meetings held	No. of Meetings attended
Mr.S. Sonachalam	3	3
Mrs. P.Parimala	3	3
Mr.V. Paranthaman	3	3

24. Stakeholders Relationship Committee

The Companies Act 2013 and the Listing Regulations requires that Stakeholders Relationship Committee is to be constituted to consider and resolve the grievances of security holders. The Board of the Company has constituted a Stakeholders Relationship Committee with an Independent Director as its Chairman in tune with the Corporate Governance requirements under listing requirements.

Composition

Name of the Director	Category of Membership
Mrs. P. Parimala	Chairman
Mr.V.Paranthaman	Member
Mr. S.Sonachalam	Member
Mr. S.Vasanth Kumar	Member

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Meeting and Attendance of the Committee

During the financial year, the committee had its meeting on 15th September, 2020 & 17th March, 2021.

The attendance of Directors of Stakeholders Relationship Committee meeting held during the financial year 2020-21 is given below:

Name	Meetings held	Meetings attended
Mrs. P. Parimala	2	2
Mr.V.Paranthaman	2	2
Mr. S.Soonachalam	2	2
Mr. S.Vasanth Kumar	2	2

25. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors had adopted a Code of Conduct for the Board Members and employees of the Company. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements of the Company.

The Code is aimed at preventing any wrong doing and promoting ethical conduct at the Board and by employees. The Compliance Officer is responsible to ensure adherence to the Code by all concerned and is available on the Company's website: www.archanasoftware.com.

The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

26. DEPOSIT

The company has not invited, accepted or renewed any fixed deposit from the public during the year. No amount on account of principal or interest on fixed deposit was outstanding as on the date of Balance sheet.

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27. STATUTORY AUDITORS

At the Annual General Meeting held on 12th December, 2019 the members approved the appointment of M/s. GKP Associates, Chartered Accountants (Firm Registration No. 007680S) as the Statutory Auditors of the Company for a period of three years, from the conclusion of that Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company to be held during the calendar year 2022.

28. COMMENT ON STATUTORY AUDITOR'S REPORT

There are no qualifications, reservations, remarks or a disclaimer made by M/s. G.K.P. Associates, Statutory Auditors, in their audit report.

29. COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Amendment Rules, 2014, is not applicable to the company.

30. SECRETARIAL AUDITOR

Pursuant to the requirements of Section 204 (1) of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Ms. Lakshmmi Subramanian of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. CP 3534) was appointed to conduct secretarial audit for the financial year 2020 - 21. The Secretarial Audit report as received from the Secretarial Auditor is annexed to this report as **Annexure – II**

31. COMMENT ON SECRETARIAL AUDIT REPORT

The Company is in the process of taking action for regularizing the qualifications given by the secretarial Auditor in their report.

32. RISK MANAGEMENT

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse

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impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website: www.archanasoftware.com.

33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186

During the year under review the company has not granted any Loans / Investments or guarantees under section 186 of the Companies Act, 2013.

34. RELATED PARTY TRANSACTIONS

Particulars of contracts or arrangements with related parties referred to Section 188(1) of the Companies Act, 2013, in prescribed Form AOC-2, is appended as **Annexure - III**. The policy on Related Party Transaction is available on our website www.archanasoftware.com.

35. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company was not having profits more than Rs. FIVE Crores in the year 2020-2021 or net worth more than Rs.500 Crores or turnover of more than Rs.1000 Crores in the Previous financial year and therefore Constituting of Corporate Social Responsibility committee and its compliance in accordance with the provisions of section 135 of the Act, does not arise.

36. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in the prescribed Form MGT-9 is annexed to and forms part of this Report. is appended as **Annexure- IV**.

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37. PARTICULARS OF EMPLOYEES

The Information required under Section 197 (12) of Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, in respect of employees of the Company.

The Information of employees as per Rule 5(2) of the said Act for the year is “Nil”.

38. DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Auditors’ Certificate thereon, and the Management Discussion and Analysis are attached, which forms part of this report. The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and is of the view that such systems are adequate and operating effectively

Policies

The Company has adopted the following policies and the same are available in the website of the company www.archanasoftware.com.

- i) Code of conduct for Directors and Senior Management
- ii) Whistle Blower Policy/ Vigil Mechanism
- iii) Policy of Directors’ Appointment and remuneration
- iv) Policy on determining materiality of events
- v) Policy on documents preservation and archival
- vi) Terms and conditions for appointment of independent directors
- vii) Nomination & Remuneration policy
- viii) Policy on related party transactions
- ix) Policy on sexual harassment of women at work place (prevention, prohibition and redressal) Act 2013

39. POLICY ON INSIDER TRADING

On December 31, 2018, the Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from 1st April 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by

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Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information which has been made available on the Company's website www.archanasoftware.com.

40. BUSINESS RESPONSIBILITY REPORT

The Business Responsibility Report as per Regulation 34(2) of the SEBI (LODR) Regulations, 2015 is not applicable to the Company as the Company does not fall under top 500 listed Companies on the basis of market capitalization.

41. DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, top 500 listed entities based on market capitalization are required to formulate a Dividend Distribution Policy. Accordingly, your Company is not required to formulate the Dividend Distribution Policy.

42. PREVENTION OF SEXUAL HARRASMENT POLICY

Your company believes in providing a safe and harassment free workplace for every individual and endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

In this regard, the Internal Complaints Committee was constituted by the Board for looking into the complaints relating to sexual harassment of women at workplace with the following members:

- 1) Mrs.P Parimala - Presiding Officer
- 2) Mr.V Paranthaman – Member

During the year under review, the committee met on 15th February, 2021. Further, during the year under review, your company has not received any complaints pertaining to sexual harassment.

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43. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- a) Energy Conservation:** Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, is not applicable.
- b) Foreign Exchange Earnings and Outgo:** The Company has not earned or spent any foreign exchange during the year under review.
- c) Research and Development & Technology Absorption:** The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

44. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

45. MANAGEMENT DISCUSSION & ANALYSIS

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management's Discussion and Analysis Report forms a part of Director's Report and attached as **Annexure – V**.

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46. ACKNOWLEDGEMENT

The Board of Directors would like to thank all employees of the Company and also Company's shareholders, auditors, customers and bankers for their continued support.

**By Order of the Board of Directors
For ARCHANA SOFTWARE LIMITED**

Date: 25.08.2021

Place: Chennai

Sd/-

A. Vishnu Sankar

Director

(DIN: 0008624593)

Sd/-

S. Vasanth Kumar

Director

(DIN:00405757)

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ANNEXURE – I

The information under section 197 of the Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Comparative Analysis of Remuneration paid to Directors and Employees

The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	NIL
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Director, Company Secretary or Manager, if any, in the financial year	NIL
The percentage increase in the Median Remuneration of employees in the Financial Year.	NIL
Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial remuneration	No major annual increase to employees and Managerial Personnel has been given to for the past two years.
The key parameters for any variable component of remuneration availed by the Directors	N.A
The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	N.A

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Affirmation that the remuneration is as per the remuneration policy of the Company	Yes
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None of the other employee is in receipt of remuneration exceeding 850000/- P.M or 10200000/-P.A as prescribed under sub rule 2 of the Rule 5 of Companies (Appointment & Remuneration)Rules, 2014

**By Order of the Board of Directors
For ARCHANA SOFTWARE LIMITED**

Date: 25.08.2021
Place: Chennai

Sd/-
Mr. A. Vishnu Sankar
Director
(DIN: 0008624593)

Sd/-
Mr. S. Vasanth Kumar
Director
(DIN:00405757)

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ANNEXURE -II

Secretarial Audit Report for the financial year ended 31.03.2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Archana Software Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Archana Software Limited (hereinafter called the company). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have also examined the following with respect to the new amendment issued vide SEBI Circular number CIR/CFD/CMD1/27/2019 dated 8th February, 2019(Regulation 24A of SEBI(LODR)).

- (a) all the documents and records made available to us and explanation provided by Archana Software Limited ("the Listed Entity"),
- (b) the filings/submissions made by the Listed Entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) books, papers, minute books, forms and returns filed with the Ministry of Corporate Affairs and other records maintained by Archana Software Limited ("the Company") for the financial year ended on 31st March, 2021 according to the provisions as applicable to the Company during the period of audit and subject to the reporting made hereinafter and in respect of all statutory provisions listed hereunder:
 - i. The Companies Act, 2013 (the Act) and the Rules made there under; as amended from time to time

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- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; as amended from time to time
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations, 2015; as amended from time to time

We hereby report that

- a. The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except as specified below.
- b. The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder in so far as it appears from our examination of those records.
- c. There were no actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operation Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder except as mentioned specifically in the 24A report submitted to the stock exchange and forming part of this report.

We have also examined the compliance with the applicable clauses of the following:

- (i) The Listing Agreements entered into by the Company with the Stock Exchanges, where the Securities of the Company are listed and the uniform listing agreement with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (ii) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

In our opinion and as identified and informed by the Management, the following laws are specifically applicable to the Company

1. The Trademarks Act, 1999.
2. The Patents Act, 1970.

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3. The Shops and Establishments Act, 1953.
4. The Minimum Wages Act, 1948.

It is reported that during the period under review, the Company has been regular in complying with the provisions of the Act, Rules, Regulations and Guidelines, as mentioned above except: -

- a. There has been delay in filing of certain forms with Registrar of Companies including the Form AOC-4 XBRL AND MGT-7.
- b. The Company yet to improve in certain cases of Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2).
- c. Compliance of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015. to be improved in certain cases including the Website Compliances as stated in 24A Audit Report.

We further report that there were no actions/events in the pursuance of

1. The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014 and the Employees Stock Option Scheme, 2007 approved under the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended from time to time
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended from time to time
4. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time
5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time
6. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

requiring compliance thereof by the Company during the Financial Year under review.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and control mechanism exist in the Company to monitor and ensure compliance with other applicable general laws including Human Resources and Labour laws.

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We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Statutory financial auditor and other designated professionals.

We further report that

The company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No change in the composition of Board of Directors during the year.

Notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were delivered and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period no events have occurred, which have a major bearing on the Company's affairs, except the following:

1. The Shareholding of Promoters was freezed by National Securities Depository Limited for Non-Updating the database of Distinctive Number of shares of the company.
2. Issue of new certificate with Re-organised distinctive number in respect of physical form in exchange of olde certificate.

Place: Chennai
Date: 20.08.2021

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

P.S Srinivasan
Partner
ACS No. 1090
C.P.No. 3122

ARCHANA SOFTWARE LIMITED

CIN: L17120TN1994PLC029226

LAND MARVEL NEST, F-1, 3, FIRST MAIN ROAD, INDIRA NAGAR, ADYAR, CHENNAI - 600 020

ANNEXURE – A

To,
The Members
Archana Software Limited

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date:20.08.2021

For LAKSHMMI SUBRAMANIAN & ASSOCIATES

P.S Srinivasan
Partner
ACS No. 1090
C.P.No. 3122

ARCHANA SOFTWARE LIMITED

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ANNEXURE – III
FORM NO. AOC – 2

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

- 1) Details of contracts or arrangements or transactions not at arm's length basis:
NA.
- 2) Details of material contracts or arrangement or transactions at arm's length basis are as follows:

S.No	Name of the Related Party	Nature of Relationship	Nature of Contract	Duration of Contract	Value (in Rupees)
1	Shakthi Knitting Private Limited	Owned and Controlled by same Promoters having significant Control	For Sale/Purchase of Goods and to provide/avail Services	Every 12 Months	Not Exceeding 20 Crore.

- a) Date of approval by the Board : 29th September 2020
- b) Amount paid as advance, if any : NIL

By Order of the Board of Directors
For ARCHANA SOFTWARE LIMITED

Date: 25.08.2021	Sd/-	Sd/-
Place: Chennai	Mr. A. Vishnu Sankar	Mr. S. Vasanth Kumar
	Director	Director
	(DIN: 0008624593)	(DIN:00405757)

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LAND MARVEL NEST, F-1, 3, FIRST MAIN ROAD, INDIRA NAGAR, ADYAR, CHENNAI - 600 020

ANNEXURE - IV

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2021

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	L17120TN1994PLC029226
ii.	Registration Date	15 th November, 1994
iii.	Name of the Company	Archana Software Limited
iv.	Category/Sub-category of the Company	Public Company, Limited by Shares
v.	Address of the Registered office and contact details	Land Marvel Nest' 1st Floor No.3 First Main Road, Indria Nagar, Adyar, Chennai - 600 020. Email: archanasoftware@gmail.com . Website: www.archanasoftware.com . Contact Number: 044- 64555955
vi.	Whether Listed Company	Yes
vii.	Name, Address and Contact details of Registrar Share transfer Agent, if any	M/s. Link Intime India Pvt Ltd, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083. (91)-022-28515644 (91)-022-28515606 Email: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All Business activities contributing 10% or more of the total turnover of the Company shall be stated:

SL.NO.	Name and Description of main Products / Services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Computer Programming Consultancy, Related Activities	99733110	NIL
2.	Garments Trading	62171010	100

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Total(A)(2)									
Total Shareholding of Promoter (A)=(A(1)+(A)(2))	1311101	0	1311101	21.61	1311101	0	1311101	21.61	-
B.Public Shareholding									
(1)Institutions									
(a)Mutual Funds									
(b)Banks/FI									
(c)Central Govt.									
(d)State Govt.(s)									
(e)Venture Capital Funds									
(f)Insurance Companies									
(g)FIIs									
(h)Foreign Venture Capital									
(i)Others									
1. Market Maker									
Sub-Total (B)(1)									
2.Non-Institutions									
a)Bodies Corp.									
i.Indian	180626	100	180726	2.98	176146	1096254	1272400	20.97	17.99
ii.Overseas									
b)Individuals									
i.Individuals shareholders holding nominal share capital upto Rs. 2 Lakh	1905826	550146	2455972	40.48	1707354	545636	2252990	37.13	-3.35
ii.Individuals shareholders holding	879794	1155354	2035148	33.55	1086586	62410	1148996	18.94	-14.61

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LAND MARVEL NEST, F-1, 3, FIRST MAIN ROAD, INDIRA NAGAR, ADYAR, CHENNAI - 600 020

nominal share capital in excess of Rs.2 Lakh									
c)Others									
1.HUF	78543	1300	79843	1.32	76803	1300	78103	1.28	-0.03
2.Clearing Members	1100	0	1100	0.02	600	0	600	0.001	-0.001
3.NRI	2810	0	2810	0.05	2510	0	2510	0.04	-0.004
Sub-Total(B)(2)	3048699	1706900	4755599	78.39	30,49,999	17,05,600	47,55,599	78.39	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)	3048699	1706900	4755599	78.39	30,49,999	17,05,600	47,55,599	78.39	0.00
C.Shares held by Custodianfor GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total = A+B+C	4359800	1706900	6066700	100	4361100	1705600	6066700	100	

iii. Shareholding of Promoters:

SL.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%Change in Shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares				
1.	Mr. S. Vasanth Kumar	1311101	21.61	1311101	1311101	21.61	1311101	-
	Total	1311101	21.61	1311101	1311101	21.61	1311101	-

Change in Promoters' Shareholding (Please specify, if there is no change)

SL.NO.	Particulars	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares	% of total shares of the Company	No.of Shares	% of Total Shares of the Company

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1.	01.04.2020	There was no change in the Shareholding of Promoters
	Date wise increase/decrease in Promoters' Shareholding during the year.	
	31.03.2021	

Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

SL.N O.	Name of the Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. Kaliappan				
	01.04.2020	508200	8.38		
	31.03.2021			508200	8.38
2.	Mr.Sawhney Deepak				
	01.04.2020	182275	3.00		
	31.03.2021			182275	3.00
3.	Mr. Mont Blanc Financial Services				
	01.04.2020	136300	2.24		
	31.03.2021			136300	2.24
4.	Mr.Dipak Raj	55000	0.91		
	01.04.2020				
	31.03.2021			55000	0.91
5.	Mr. R.Rajasankar				
	01.04.2020	52200	0.86		
	31.03.2021			52200	0.86
6.	Mr. Ratanchand Sumerchand Bafna				
	01.04.2020	50000	0.82		
	31.03.2021			50000	0.82
7.	Mr. Jagruti Devendra Shah				
	01.04.2020	37016	0.61		
	Sale - 05 Feb 2020	-300	0.61		
	31.03.2021			36716	0.61
8.	Mr. P. Chakradhar				
	01.04.2020	26634	0.44		
	31.03.2021			26634	0.44
9.	Mr. Anand Mohan				
	01.04.2020	2363	0.039		

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	Purchase - 28 Aug 2020	290		2653	0.048
	Purchase -18 Sep 2020	900		3553	0.059
	Purchase - 25 Sep 2020	1571		5124	0.085
	Purchase - 30 Sep 2020	850		5974	0.099
	Purchase - 02 Oct 2020	198		6172	0.101
	Purchase -09 Oct 2020	700		6872	0.113
	Purchase -16 Oct 2020	2500		9372	0.155
	Purchase - 23 Oct 2020	200		9572	0.158
	Purchase - 20 Nov 2020	728		10300	0.170
	Purchase - 27 Nov 2020	7463		17763	0.293
	Purchase - 04 Dec 2020	1810		19573	0.323
	Purchase - 11 Dec 2020	1065		20638	0.340
	Purchase - 18 Dec 2020	1389		22027	0.363
	Purchase - 25 Dec 2020	300		22327	0.368
	Purchase - 08 Jan 2021	1000		23327	0.385
	Purchase - 29 Jan 2021	530		23857	0.393
	Purchase - 05 Mar 2021	717		24754	0.405
	31.03.2021			24574	0.405
10	Mr. Sanjay Rameshchandra Ajmera				
	01.04.2020	20669	0.3407		
	31.03.2021			20669	0.3407

Shareholding of Directors and Key Managerial Personnel:

SL.NO	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Mr. S. Vasanth Kumar				
	01.04.2020	1311101	21.61		
	31.03.2021			1311101	21.61

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V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year	NIL	NIL	NIL	NIL
· Addition·	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

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REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount in Lakh)

Sl. no.	Particulars of Remuneration	MD/WTD/ Manager		Total
		MD	WTD	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	Total (A)	-	-	-

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B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. S Sonnachalam	Mr. V Paranthaman	Mrs.P Parimala	
1	Independent Directors				
	-Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	- Commission	NIL	NIL	NIL	NIL
	- Others, please specify	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL		NIL
	4. Other Non-Executive Directors				
	- Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	- Commission	NIL	NIL	NIL	NIL
	- Others, please specify	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act				

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B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
(Rs.in Lakhs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL NIL NIL	1.86 NIL NIL	1.80 NIL NIL	NIL NIL NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL NIL	NIL NIL	NIL NIL	NIL NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	1.86	1.80	NIL

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VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding fees imposed	Authority (RD)/NCLT/ Court)	Appeals made if any (give Details)
A. Company					
Penalty			NA		
Punishment					
Compounding					
B. Directors					
Penalty			NA		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			NA		

**By Order of the Board of Directors
For ARCHANA SOFTWARE LIMITED**

Date: 25.08.2021
Place: Chennai

Sd/-
A. Vishnu Sankar
Director
(DIN: 0008624593)

Sd/-
S. Vasanth Kumar
Director
(DIN:00405757)

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ANNEXURE –V **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

Indian Textile market contracted in the F.Y-21 by around 30% and India's export decreased by around 15%. Apparel formal wear and semi formal wear got more hit than casual wear/lounge wear or home furnishings/made ups since Work-From- Home became a new normal. Though 2020-21 was a challenging year for the textile industry, it has been a learning year and taught us to conduct the business in a different manner.

On positive note there have been lot of developments undertaken, including different product mix, introducing several health and hygiene products and exploring new business channels. Even during these torrid times, the business has managed the working capital well.

B. OPPORTUNITIES AND THREATS

Currently the biggest threat is a second wave of COVID 19 . It all depends how fast it can be controlled to help in boosting confidence and reducing uncertainties. Further abnormal increase in input cost and non-clarity on rates of export benefits are creating uncertainty among the manufacturers / exporters.

As expected, some customers in USA and Europe have started shifting textile business from China to India,Bangladesh, Vietnam, etc. Further brands focus has changed to sustainable product lines which can satisfy fashion needs also. We are preparing ourselves to take the advantage of both these changing trends.

C. Risks and Concerns

Major concern is volatility in the price of raw materials (almost 50% increase from November). Market takes time to absorb above increase in prices at garment / fabric stage considering MRP increase on finished product is not an option in current scenario.

A shift towards online business has happened and price sensitive products are more in demand as fashion clothing demand dropped due to restricted attendance in functions/ get-togethers and increased Work-From-Home culture.

D. FUTURE OUTLOOK

In the coming year FY 21-22, we are foreseeing increase in demand since few export customers have started shifting their orders from China to India. However, the Global market outlook is still not clear because of the new strain of Corona virus, world-wide. Vaccination drive has started and there is hope to cover most of the population by 2nd

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quarter across the globe. This helps to reopen the domestic and international markets in full swing.

E. GST AND EXPORT INCENTIVES

In 2017, GST was introduced in the country which was a major change. Although in the initial months there were bottlenecks and disruptions but now the situation has normalized. The government has been very helpful in introducing liberal incentives in form of MEIS, ROSCLT, duty drawbacks and GST refund. On the net basis, the management feels that the company is in an advantageous position post introduction of GST.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains adequate systems of internal controls to ensure that all assets are safeguarded against loss from unauthorized use or disposition. The Company's policies, procedures and guidelines are in place to ensure that all the transactions are authorized, recorded and reported correctly. The Company has an internal audit system commensurate to its size and the nature of its business. The Company also has adequate procedures for internal financial controls to detect and prevent frauds and to protect the Company's resources. The financial statements are prepared in accordance with the accounting standards issued by Institute of Chartered Accountants of India.

G. HUMAN RESOURCES

Your Company continues to be focused towards employee empowerment. We acknowledge the commitment and dedication of our team. With expanding operations, we continue to build our team, with on-board training across various processes.

H. ACCOUNTING TREATMENT

The financial statements have been prepared to comply with the Ind-AS including accounting standard notified under the provisions of the Companies Act, 2013.

DISCLAIMER

Readers are cautioned that this discussion and analysis contains certain forward looking statements. All these statements always have certain risks and uncertainties. Actual results could differ materially from those expressed or implied and the Company is not bound to publicly update or revise forwarding looking statements. Therefore, readers are cautioned not to place undue reliance on these forwarding looking statements.

CFO CERTIFICATION

To

The Members of

Archana Software Limited

1. I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2021 and to the best of my knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
2. To the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2021 are fraudulent, illegal or violative of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
4. I have informed to the Auditors and the Audit Committee:
 - a) There has not been any significant change in internal control over financial reporting during the year under reference;
 - b) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and

- c) I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For ARCHANA SOFTWARE LIMITED

Sd/-

C.RajMohan

(Chief Financial Officer)

Date: 25.08.2021

Place: Chennai

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**DECLARATION UNDER REGULATION 26(3) READ WITH SECHEDULE V
PART D OF SEBI (LISTING OBLIGATIONS & DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015**

This is to confirm that the company has adopted a Code of Conduct for its Board of Directors and Senior Management personnel. The Code of Conduct is available on the Company's website.

It is hereby confirmed that the Members of the Board and the Senior Management Personnel of the Company have affirmed Compliance of the Code of Conduct of the Company for the year ended 31st March 2021.

For ARCHANA SOFTWARE LIMITED

**Date: 25.08.2021
Place: Chennai**

**Sd/-
P.Appusamy
(Chief Executive Officer)**

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**Certificate on Non-Disqualification of Directors
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing
Obligations and Disclosure Requirements) Regulations, 2015)**

To

Archana Software Limited

Land Marvel Nest, First Floor,
3 First Main Road Indira Nagar,
Adyar, Chennai -600020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Archana Software Limited CIN : L17120TN1994PLC029226 having its registered office at Land Marvel Nest, First Floor, 3 First Main Road Indira Nagar, Adyar, Chennai -600020 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

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S.No	Name of Director	DIN	Date of Original Appointment in Company
1	Mr. Vasanthkumar	00405757	12/12/2013
2	Mr. Sankaranarayanan sonaachalam	00486087	03/08/2010
3	Mr. Parandhaman Parimala	07145766	31/03/2015
4.	Mr. Velusamy Paranthaman	07145773	31/03/2015
5.	Mr. Arjunaraja Vishnusankar	08624593	29/11/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: 30.08.2021

For Lakshmmi Subramanian and Associates

P.S.Srinivasan

CP No. 3122

ACS No.: 1090

ARCHANA SOFTWARE LIMITED
BALANCE SHEET AS AT 31st March 2021

(Amount in rupees)

PARTICULARS	Note no	31st March 2021	31st March 2020
I ASSETS			
1 NON CURRENT ASSETS			
a Property, Plant and Equipment	14	80,101	80,101
b Capital Work – in Progress		-	-
c Other Intangible assets		-	-
d Investment		4,000	4,000
e Financial Assets			
f Deferred Tax Asset			
g Other non current assets			
TOTAL NON CURRENT ASSETS		84,101	84,101
2 CURRENT ASSETS			
a Inventories	1	9,222,255	9,222,255
b Financial Assets			
Trade receivables	2	18,249,902	19,009,253
Cash and cash equivalents	3	479,290	805,616
		18,729,192	19,814,869
c Current tax assets		-	-
d Other current assets	4	389,636	271,722
TOTAL CURRENT ASSETS		28,341,083	29,308,846
TOTAL ASSETS		28,425,184	29,392,947
II EQUITY AND LIABILITIES			
1 Equity			
a Equity Share Capital	5	60,439,500	60,439,500
b Other Equity	6	-35,622,581	-34,617,274
Total Equity		24,816,920	25,822,226
2 Non Current Liabilities			
a Financial Liability			
b Provisions			
c Deferred Tax liabilities	7	3,518,946	3,508,466
Total Non Current Liabilities		3,518,946	3,508,466
3 Current Liabilities			
a Financial Liability			
Trade Payable	8	0	0
b Other current liabilities	9	89,318	62,255
c Provisions			
d Current tax liabilities			
Total Current Liabilities		89,318	62,255
TOTAL EQUITY AND LIABILITIES		28,425,184	29,392,947

For GKP Associates
Chartered Accountants
Firm Reg No:007680S

Sd/-
V.Padmanabhan, B.Com., F.C.A.,
Chartered Accountant
Membership No:012385
Place : Chennai
Date : 30.6.2021

For and behalf of Directors
Sd/- Sd/-

A.Vishnu Shankar
Whole time director
DIN : 0008624593

S.Vasanth Kumar
Director
DIN : 00405757

Sd/-
C Raj Mohan
Chief Financial Officer

Sd/-
P.R. Krishnan
Company Secretary

ARCHANA SOFTWARE LIMITED

Statement of Profit and Loss Account for the year ended 31.3.2021

(Amount in rupees)

	Particulars	Note No	31st March 2021	31st March 2020
I	Continuing Operations			
	Revenue from Operations	10	1,467,432	12,851,673
II	Other Income			
	TOTAL INCOME		1,467,432	12,851,673
III	Expenses			
	Cost of Materials Consumed			
	Purchase of stock in trade		1,440,386	10,191,992
	Changes in inventories of Finished goods ,	11	0	126,495
	Excise duty			
	Employee Benefit Expenses	12	180,000	1,740,827
	Finance Cost			
	Depreciation & Amortisation Expenses			
	Other Expenses	13	841,873	992,029
	TOTAL EXPENSES		2,462,259	13,051,343
IV	Profit before tax		-994,827	-199,670
	Income tax			
	Current tax			
	Deferred tax		10,480	15,985
	Total Tax expenses		10,480	15,985
V	Profit for the period		-1,005,307	-215,655
VI	Other Comprehensive Income			
VII	Earnings per Share		0	0

For GKP Associates
Chartered Accountants
Firm reg No:007680S

For and behalf of Directors

Sd/-
V.Padmanabhan, B.Com., F.C.A.,
Chartered Accountant
Membership No:012385

Sd/-
A.Vishnu sankar
Whole time director
DIN : 0008624593

Sd/-
S.Vasanth Kumar
Director
DIN : 00405757

Place : Chennai
Date : 29.6.2020

Sd/-
C.Raj Mohan
Chief Financial officer

Sd/-
P.R. Krishnan
Company Secretary

ARCHANA SOFTWARE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDING 31.03.2021

(Amount in Rupees)

Particulars	As on 31.03.21	As on 31.03.20
A. Cash Flow from Operation Activities		
Net Profit before tax and extraordinary items	-994,827	-199,670
Adjustments for:		
Depreciation	-	-
Foreign Exchange		
Investment		
Interest/Dividend		
Operating Profit before working capital charges	-994,827	-199,670
Adjustments for:		
Decrease / (Increase) in Inventories	0	126,495
Decrease / (Increase) in trade receivables	759,351	555,650
Decrease / (Increase) in trade payables	27,063	9,783
Decrease / (Increase) in loans and advances	-117,914	-46,722
Cash generated from operations	-326,327	445,536
Interest paid	0	0
Direct taxes paid	0	0
Cash flow before extraordinary item	-326,327	445,536
Extraordinary item (Net)		
Net Cash from operating activities	-326,327	445,536
B. Cash flow from Investing Activities		
Purchase of Fixed Assets	0	0
Sales of Fixed Assets	0	0
Purchase of Investments	0	0
Interest Received	0	0
Dividend Received	0	0
Net Cash used in Investing Activities	0	0
C. Cash flow from Finance Activities		
Proceeds from issue of share capital	0	0
Proceeds from long term borrowings	0	0
Repayment of finance lease liabilities	0	0
Dividend paid	0	0
Net Cash used in Finance Activities	0	0
Net Increase in Cash & cash equipment [A+B+C]	-326,327	445,536
Cash and cash equivalent as at (Opening balance)	805,616	360,080
Cash and cash equivalent as at (Closing balance)	479,290	805,616

For GKP Associates
Chartered Accountants
Firm reg No:007680S

Sd/-
V.Padmanabhan, B.Com., F.C.A.,
Chartered Accountant
Membership No:012385

Place : Chennai
Date : 29.6.2020

For and behalf of Directors

Sd/- Sd/-
A.Vishnu Sankar S.Vasanth Kumar
Whole time director Director
DIN : 0008624593 DIN : 00405757

Sd/- Sd/-
C Raj Mohan P.R. Krishnan
Chief Financial Officer Company Secretary

ARCHANA SOFTWARE LIMITED

Notes forming part of Financial Statements

(Amount in rupees)

Particulars	31st March 2021	31st March 2020
Note No – 1 : Inventories		
Stock in trade	9,222,255	9,222,255
TOTAL	9,222,255	9,222,255
Note No – 2 : Trade receivables		
Unsecured, Considered Good	18,249,902	19,009,253
TOTAL	18,249,902	19,009,253
Note No – 3 : Cash and Cash equivalent		
Balances with bank		
In current Accounts	245,009	560,655
Cash on hand	234,281	244,961
TOTAL	479,290	805,616
Note No – 4 : Other Current Assets		
Secured and considered good		
Security Deposit	210,000	210,000
GST A/C	134,663	0
Advance to others	44,973	61,722
TOTAL	389,636	271,722
Note No – 5 : Equity Share Capital		
Authorised Shares		
70,00,000 Equity Shares of Rs.10/- each	70,000,000	70,000,000
Issued Shares		
60,66,700 Equity shares of Rs.10/- each	60,667,000	6,066,700
Subscribed and paid up		
60,66,700 Equity shares of Rs.10/- each	60,667,000	60,667,000
Less ; Calls unpaid	227,500	227,500
TOTAL SUBSCRIBED AND PAID UP	60,439,500	60,439,500

ARCHANA SOFTWARE LIMITED

Notes forming part of Financial Statements

(Amount in rupees)

Particulars	31st March 2020	31st March 2019
Note No – 6 : Other Equity		
General reserve		
Balance a the beginning of the financial year	250,000	250,000
Addition during the year	-	-
Securities premium reserve		
Balance a the beginning of the financial year	30,439,500	30,439,500
Addition during the year	-	-
Surplus / (deficit) in statement of Profit and Loss		
Balance a the beginning of the financial year	-65,306,774	-65,091,119
Add: Addition During the year	-1,005,307	-215,655
Total for other equity	-35,622,581	-34,617,274
Note No – 7 : Deferred tax Liability		
Balance a the beginning of the financial year		
current year provided in profit and loss statement	3,508,466	3,492,481
	10,480	15,985
TOTAL	3,518,946	3,508,466
Note No – 8 : Trade Payables		
Due to Micro and Small enterprises		
	0	0
TOTAL	0	0
Note No – 9 : Other Current Liabilities		
Audit Fees payable		
	75,000	50,000
TDS Payable	2,063	0
GST Payable		
Other payables	12,255	12,255
TOTAL	89,318	62,255

ARCHANA SOFTWARE LIMITED

Notes forming part of Financial statement

Amount in Rupees

Particulars	31st March 2021	31st March 2020
Note No – 10 : Revenue from Operations		
Sale of fabric	1,467,432	12,851,673
TOTAL	1,467,432	12,851,673
Note No – 11 : Changes in Inventories		
Inventories at the end of the financial year	9,222,255	9,222,255
Inventories at the beginning of the financial year	9,222,255	9,348,750
TOTAL	0	126,495
Note No – 12 : Employee Benefit expenses		
Salary	180,000	1,740,827
TOTAL	180,000	1,740,827
Note No – 11 : Other Expenses		
Advertisement Charges	50,440	42,535
Annual custody fees	22,500	59,086
Annual listing fees	321,000	300,000
Audit Fee & Expenses	25,000	25,000
E-TDS Filing Charges	325	275
Freight Charges		
GST Fees & Other Expences	3,500	16,840
Office Expenses	12,580	21,640
Printing & Stationery	0	3,500
Service charges	45,444	198,205
Postage & Telegram Charges	0	45,829
Rent	0	
Renewal Charges	0	3,300
ROC Filing Charges	20,900	6,520
Professional Charges	339,446	221,033
Bank Charges	738	15
Share Transfer Fees		
Travelling & Local Conveyance expenses		48,251
TOTAL	841,873	992,029

ARCHANA SOFTWARE LIMITED

Note No – 14 : Property, plant and equipment and Depreciation

DEPRECIATION AS PER COMPANIES ACT FOR THE YEAR ENDED 2020-21

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	AS AT 31.03.2020	ADDITIONS	DELETIONS	AS AT 31.03.2021	UPTO 31.03.2020	CURRENT YEAR	ADJUSTME NT	AS AT 31.03.2021	AS AT 31.03.2021
Office Equipments	802,107.00	0.00	0.00	802,107.00	762,001.65	0.00	0.00	762,001.65	40,105.35
Furniture & Fittings	615,082.00	0.00	0.00	615,082.00	584,328.16	0.00	0.00	584,328.16	30,753.84
Air Conditioner	85,000.00	0.00	0.00	85,000.00	80,750.42	0.00	0.00	80,750.42	4,249.58
Computer	993,016.00	0.00	0.00	993,016.00	993,016.00	0.00	0.00	993,016.00	0.00
Electrical & Fittings	99,839.00	0.00	0.00	99,839.00	94,847.25	0.00	0.00	94,847.25	4,991.75
TOTAL	2,595,044.00	0.00	0.00	2,595,044.00	2,514,943.48	0.00	0.00	2,514,943	80,100.52

INDEPENDENT AUDITOR'S REPORT

To

The Members of M/s. Archana Software Limited

Report on the standalone financial Statements

I have audited the accompanying financial statements of **M/s. Archana Software Limited** (“the Company”), which comprise the Balance Sheet as at March 31, 2021, and the Statement of Profit and Loss, Cash Flow Statement and statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s responsibility for the standalone Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (‘the Act’) with respect to the preparation of these standalone financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act; safeguarding the assets of the Company, and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility are to express an opinion on these standalone financial statements based on our audit. In Conducting our audit we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted the audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company’s preparation and fair presentation of the standalone financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting

estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2021 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, We report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In Our opinion proper books of account as required by law have been kept by the Company so far as it appears from Our examination of those books;

(c) The Statement of Assets and Liabilities, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;

(d) In my opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) On the basis of the written representations received from the directors as on 31 March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of Section 164 (2) of the Act; and

For GKP ASSOCIATES

Chartered Accountants
Firm Reg.No. 007680S

V.PADMANABHAN. B.Com.,F.C.A
Chartered Accountant (M.No 012385)

Place: Chennai

Date: 30.06.2021

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2021, I report that:

(i) In respect of Company's fixed assets :

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets at reasonable intervals. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In my opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c. The company do not own any immovable property on its own.

(ii) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such verification. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii(a),iii (b) and iii(c) of the order are not applicable to the Company.

(iv) The Company has not given loans, made investments, guarantees, and security covered under section 185 and 186 of the Companies Act, 2013.

(v) The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013.

(vi) The provision of sub section 1 of section 148 of the companies Act, 2013 regarding maintenance of cost records is not applicable to the company.

(vii) According to the information and explanations given to me, there is no amounts payable in respect of income tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

(viii) Based on my audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to bank, financial institution and Government.

(ix) The company had not raised moneys by way of public offer or debt instruments.

(x) Based on the audit procedures performed and the information and explanations given to me, I report that no fraud by the Company or any fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of such case by the management.

(xi) The company had not paid or provided Managerial Remuneration and hence the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act 2013 is not applicable

(xii) The Company is not a Nidhi Company, hence not applicable

(xiii) In my opinion and according to the information and explanations given to me, the transactions with the related parties were in accordance with sections 177 and 188 of the Companies Act, 2013

(xiv) The company had not made any preferential allotment or private placement of shares or fully or partly convertibles debentures during the year under review.

(xv) The Company had not entered in to any non-cash transactions with directors or persons connected with him.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For GKP ASSOCIATES

Chartered Accountants
Firm Reg.No. 007680S

V.PADMANABHAN. B.Com.,F.C.A
Chartered Accountant (M.No 012385)

Place: Chennai

Date: 30.06.2021