

ARCHANA SOFTWARE LIMITED  
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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF ARCHANA SOFTWARE LIMITED, WILL BE HELD ON WEDNESDAY, 14<sup>TH</sup> OF FEBRUARY 2024 AT 11.30 AM THROUGH VIDEO CONFERENCE OR ANY OTHER AUDIO-VISUAL MEANS TO TRANSACT THE FOLLOWING SPECIAL BUSINESSES:

1. APPROVAL FOR ISSUANCE OF 25,02,443 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER.

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or reenactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shares of the Company are listed (“Stock Exchange(s)”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“SEBI”), including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, SEBI (Substantial Acquisitions and Takeovers) Regulations, 2011 and any amendment thereof and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms

shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot up to **25,02,443 Fully Convertible Warrants** (“Warrants”) to be convertible at an option of Warrant holder in one or more tranches, within 18 (Eighteen) months from its date of allotment of warrants as per ICDR Regulations for cash at price of Rs. 51.15/- each per warrant, aggregating to **Rs. 12,79,99,960**, ranking in all respects pari-passu with the existing equity shares of the Company, to Promoters at such price (including premium) being not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations, on preferential allotment basis to the **Mr. Shaju Thomas, Promoter** of the company, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”:

**“RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- i. The proposed allottees of Warrants shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the exercise price determined in compliance with the provisions of the SEBI (ICDR) Regulations, 2018.
- ii. The balance 75% of the exercise price shall be payable on or before the conversion of said Warrants into Equity Shares, within a maximum permissible period of 18 months from the allotment thereof.
- iii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (“Warrant Exercise Period”);
- iv. The proposed allottees of Warrants will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment thereof, in one or more tranches
- v. Warrants and/or the equity shares to be allotted upon conversion shall be under lock in for such periods as may be prescribed by the SEBI ICDR Regulations.
- vi. Warrants so allotted under this resolution shall not be sold or transferred, in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- vii. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval or permission;

- viii. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- ix. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI ICDR Regulations and all other applicable regulations from time to time.
- x. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.
- xi. Warrants shall be issued and allotted by the Company only in dematerialized form;

**“RESOLVED FURTHER THAT** in accordance SEBI ICDR Regulations, the **“Relevant Date”**, for determining the minimum price of the Share Warrants being allotted to the Proposed Allottees, on a preferential basis, is Monday i.e. **January 15, 2024**, being the date, which is 30 (Thirty) days prior to the EGM.”

**“RESOLVED FURTHER THAT** the equity shares proposed to be so allotted shall rank pari passu in all respects including as to dividend, with the existing fully paid-up equity shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants and listing of the Equity Shares issued on conversion of said warrants with the stock exchange(s), and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

**“RESOLVED FURTHER THAT** the Directors be and are hereby severally authorized to do all such other acts, deeds and things and sign and execute and file such papers and documents as may be necessary to give effect to this resolution and for matter connected therewith or incidental thereto.”

**Date: 19-01-2024**

**Place: Chennai**

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

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

## NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as “Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”) permitted the holding of the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. Accordingly, in compliance with the provisions of the Act read with the Circulars, the EGM of the Company is being held through VC / OAVM only. Further, in accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
3. Since this EGM is being held pursuant to the 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 EGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. In line with the Circulars, the Notice of the EGM of the Company, inter alia, indicating the process and manner of e-voting is being sent by Email, to all the Members whose Email IDs are registered with the Company / Registrar and Share Transfer Agent or with the respective Depository Participant(s) for communication purposes to the Members and to all other persons so entitled and the same will also be available on the website of the Company at [www.archanasoftware.com](http://www.archanasoftware.com), websites of the Stock Exchange i.e., BSE Limited at [bseindia.com](http://bseindia.com)
5. The SEBI has mandated the submission of the Permanent Account Number (“PAN”) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Company’s share transfer agent, M/s. Link Intime India Private Limited.

6. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated with their DP to enable servicing of notices/ documents/ Reports and other communications electronically to their e-mail address in future.
7. Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In compliance with the provisions of Sections 108 and other applicable provisions of the Act, read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is offering only e-voting facility to all the Members of the Company and the business will be transacted only through the electronic voting system. The Company has engaged the services of M/s. Link Intime India Private Limited for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the EGM. Resolution(s) passed by Members through e-voting are deemed to have been passed as if they have been passed at the EGM.
9. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 01st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
10. Members are provided with the facility for voting through Voting system during the VC/OAVM proceedings at the EGM and Members participating at the EGM, who have not already casted their vote by remote e-voting, are eligible to exercise their right to vote at the EGM.
11. Members who have already casted their vote by remote e-voting prior to the EGM will be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already casted the vote through remote e-voting.
12. The Register of Members and Share Transfer Books of the Company will **remain closed from Thursday, 08<sup>th</sup> February 2024 to Wednesday, 14<sup>th</sup> February 2024**(both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
13. The Members of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date on Wednesday, 07<sup>th</sup> February 2024**, may cast their vote by remote e-voting. The remote e-voting period commences on **Sunday, 11<sup>th</sup> February 2024 at 09:00 A.M. (IST)** and ends on **Tuesday, 13<sup>th</sup> February 2024 at 05:00 P.M. (IST)**. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

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

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

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Sunday, 11th February 2024 at 09:00 A.M. (IST) and ends on Tuesday, 13th February 2024 at 05:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of on **Wednesday, 07th February 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

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

<b>Type of members</b>	<b>Login Method</b>
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System MyeasiTab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>

<p>Individual Members holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting website of CDSL for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/ SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote</p>

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

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

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

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

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

For physical shareholders and other than individual shareholders holding shares in Demat Form	
<b>PAN*</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details or Date of Birth*</b>	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
*If both the details are not recorded with the depository or Company, please enter user id / folio number in the Dividend Bank details field as mentioned in instruction (c).	

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- j) Now select the relevant Electronic Voting Sequence Number (EVSN) of "Archana Software Limited".
- k) On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" implies that you assent to the Resolution and option "NO" implies that you dissent to the Resolution.
- l) Click on the "Resolutions File Link" if you wish to view the entire Resolutions details.
- m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as "Corporate". Corporates and custodians already registered with CDSL should use their existing login details.

- After registering online, A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving these details, create a compliance user using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by surabhi.gangatirkar@linkintime.co.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM& E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [archanasoftware@gmail.com](mailto:archanasoftware@gmail.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the EGM through VC/OAVM 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 system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Smt. Lakshmmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

The Scrutinizer, after scrutinizing the votes cast during the EGM and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.archanasoftware.com](http://www.archanasoftware.com) and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

**STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 19<sup>TH</sup> JANUARY 2024 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:**

**ITEM NO 1: ISSUANCE OF FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PROMOTER.**

The Board of Directors of the Company (“Board”) in their meeting held on 19<sup>th</sup> January 2024 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot 25,02,443 fully convertible warrants at an issue price of Rs. 51.15/-, aggregating up to Rs. 12,79,99,960 on preferential basis to the Proposed Allottees i.e., **Shaju Thomas (Promoter)** in accordance with the provisions of SEBI ICDR Regulations.

In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and Rules made there under (the “Act”), a company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with provisions of Chapter V of the SEBI ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Act.

The following details of the proposed preferential issue of the equity shares are disclosed in accordance with the provisions of the Act and the ICDR Regulations, as amended from time to time:

**1. Objects of the issue:**

The company is exploring prospects of expanding into textile retail business through exclusive brand outlets under the brand name of “*Popees*” and to augment resources for business expansion, the Company has proposed preferential issue of Warrants to Promoters.

**2. Intention of promoters/directors/ key management persons to subscribe to the offer:**

To meet the objects of the issue, Mr. Shaju Thomas (Promoter) have shown their interest to subscribe to the entire 25,02,443 warrants.

**3. Relevant date:**

The Relevant Date in accordance with Chapter V of SEBI (ICDR) Regulations is Monday, January 15, 2024 (*i.e. 30 days prior to the date of EGM*).

#### 4. Pricing of the issue:

The Equity Shares of the Company are listed at the BSE Limited ("BSE"). The equity shares are **infrequently traded** on BSE. Please note, where the equity shares are infrequently traded, the price determined by the Issuer shall take into account valuation parameters as prescribed under Regulation 165 of the SEBI ICDR Regulations, 2018. Also, Regulation 166A (1) of SEBI ICDR Regulation, inter alia, states "*Any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price*"

Being infrequently traded shares and proposed allotment is **more than 5% of the post issue capital fully diluted share capital**, the company has obtained Valuation report dated 15-01-2024 from Mr. CA S. Dehaleesan, Independent Registered valuer. The floor price is Rs 50.68

Hence, based on the above, the Board of the Directors of the Company has decided the issue price of warrants on preferential basis shall be at Rs. 51.15/- each. The said valuation report is available at Company website link [www.archanasoftware.com](http://www.archanasoftware.com)

#### 5. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Sr. No	Name of the Proposed Allottees	Current status	Proposed status
1.	Shaju Thomas	Promoter	Promoter

#### 6. Proposed time within which the allotment shall be completed:

In terms of ICDR Regulations, preferential allotment pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of such resolution provided that where the allotment is pending on account of pendency of any application for approval or permission by any Regulatory Authority, if applicable, the allotment would be completed within 15 days from the date of such approval.

#### 7. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Sr. No	Name of the Proposed Allottees	Ultimate Beneficial owner
1.	Mr. Shaju Thomas	Mr. Shaju Thomas

**8. The percentage (%) of Post Preferential Issue Capital that may be held by the Proposed allottees consequent to the Preferential Issue:**

The percentage (%) of Post Preferential Issue Capital that may be held by the proposed allottees as mentioned in table below pursuant to the aforesaid issue.

Name of the Proposed Allottees	Pre- Preferential Allotment		Allotment of warrants	Post Preferential Allotment (Assumed Full Conversion of Warrants into Equity Shares)	
	Holding	%	Nos	Holding	%
Mr. Shaju Thomas	983926	16.22	25,02,443	34,86,369	40.69

**9. PCS CERTIFICATE:**

A Certificate from M/s Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai, certifying that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 shall be placed on the website of the Company and will be available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and Public Holidays, till the last date for receipt of the postal ballot forms from the shareholders. This certificate is also placed on the website of the Company at the following link [www.archanasoftware.com](http://www.archanasoftware.com)

**10. Lock-in period:**

- a. Warrants, being allotted to promoter(s), shall be locked in for a period of 18 months and the Equity Shares allotted pursuant to the conversion of these warrants shall be put under fresh lock in for a period of 18 months from the date of trading approval granted.
- b. The entire pre-preferential allotment shareholding of the proposed allottees shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of warrants as specified under Regulation 167(6) of the SEBI ICDR Regulations.

**11. Shareholding pattern of the company before and after the issue:**

The Shareholding pattern giving the present position and also considering full allotment of Warrants to Promoters arising out of the conversion thereof, as per Resolution of the Notice is given below:

**SHP as on 31.12.2023:**

S. No.	Category	Pre-Issue		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indian</b>				
(a)	Individuals/ Hindu Undivided Family	1311901	21.62	3814344	44.51
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Others (Specify)	-	-	-	-
	<b>Sub Total(A)(1)</b>	1311901	21.62	3814344	<b>44.51</b>
<b>2</b>	<b>Foreign</b>				
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-
B	Bodies Corporate	-	-	-	-
C	Institutions	-	-	-	-
D	Any Other (specify)	-	-	-	-
	<b>Sub Total(A)(2)</b>	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>1311901</b>	<b>21.62</b>	<b>3814344</b>	<b>44.51</b>

S. No.	Category	Pre Issue		Post Issue after Conversion of Warrants	
		No. of Shares	(%) of Holding	No. of Share	(%) of holding
<b>(B)</b>	<b>Public shareholding</b>				
<b>1</b>	<b>Institutions</b>				
(a)	Mutual Funds/ UTI				
(b)	Any Other (specify)				
	Alternate Investment Funds				
	<b>Sub-Total (B)(1)</b>				
<b>2</b>	<b>Non-institutions</b>				
(a)	Bodies Corporate	1487629	24.52%	1487629	24.52%
(b)	Non Resident Indians (NRIs)	4341	0.07%	4341	0.07%

(c)	Foreign Companies				
(d)	Individuals	3189393	52.57%	3189393	52.57%
(e)	<b>Any other (specify)</b>				
	Hindu Undivided Family (HUF)	72736	1.20%	72736	1.20%
	Clearing Members	600	0.01%	600	0.01%
	TRUST	100		100	
	<b>Sub-Total (B)(2)</b>				
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>47,54,799</b>	<b>78.37%</b>	<b>47,54,799</b>	<b>55.49%</b>
	<b>TOTAL (A)+(B)</b>				
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	-	-	-	-
	<b>Sub-Total (C)</b>	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>60,66,700</b>	<b>100%</b>	<b>85,69,143</b>	<b>100%</b>

## 12. Change in management/ control:

The issue of Warrants and their conversion into equivalent number of equity shares will not result in any change in the management or control of the Company. As it is proposed to issue and allot the aforesaid securities on preferential basis, special resolution is required to be passed by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

## 13. Undertakings:

- The promoter is familiarized with the SEBI Takeover Regulations and undertake to comply with all the applicable provisions of the said regulations if conversion of warrants into Equity shares triggers an obligation to make an open offer.
- None of the Company, its directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue under Chapter V of SEBI ICDR Regulations.

- Since the Equity Shares of the Company have been listed on the BSE for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: **Not Applicable**

**14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

Nil

**15. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**16. Principal terms of assets charged as securities: Not Applicable.**

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Shaju Thomas and to the extent of their respective shareholding are deemed to be interested or concerned in the said Special Resolution.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 1 of the accompanying Notice for approval of the members through EGM.

**Date: 19-01-2024**

**Place: Chennai**

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

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