

Date: 25th August, 2025

To,
Department of Corporate Services.
BSE Limited
Phirozee Jeejeeboy Towers, Dalal Street, Fort,
Mumbai – 400001
Scrip Code: BSE - 530565; ISIN: INE149B01015

Subject: Submission of Annual Report containing Notice of 31st Annual General Meeting (AGM) for FY 2024-25 to be held on Tuesday, 16th September 2025 pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

The thirty first (31st) Annual General Meeting (“AGM”) of the members of the Company will be held on **Tuesday, 16th day of September, 2025 at 12.00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) which does not require physical presence of Members at a common venue.

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report containing the Notice of the AGM for the financial year 2024-25 which is being sent only through electronic mode to the Members, who have registered their e-mail addresses with the Company/ Depositories.

The **Cut-Off Date** will be **Tuesday, 09th September, 2025;**

The **Closure of Register of Members and Share Transfer Books** will be from **Wednesday, 10th September 2025 to Tuesday, 16th September 2025** (Both days inclusive)

The e-Voting period will commence from **Saturday, 13th September, 2025 at 9.00 A.M (IST)** and will end on **Monday, 15th September, 2025 at 5.00 P.M (IST).**

This is for your information and records.

Thanking You.

Yours Faithfully,

For Popees Cares Limited

Shaju Thomas

Director

DIN: 06412983

POPEES CARES LIMITED

(Formerly Known as Archana Software Limited)

www.popeescares.com

E-mail: info@popeescares.com / Phone : +91 4953101009

Reg Office: Land Marvel Nest, First Floor, 3 First Main Road, Indira Nagar, Adyar, Chennai, Tamil Nadu, India – 600 020

Corporate office: Nahala Building, Near Emax Theatre, Velliparamba, Calicut Medical College, Kozhikode, Kerala – 673 008

POPEES CARES LIMITED
(FORMERLY KNOWN AS ARCHANA
SOFTWARE LIMITED)

31ST ANNUAL REPORT

FY 2024-2025

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CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel	
Mr. Shaju Thomas (DIN: 06412983) (Appointed w. e. f 09 th November 2023)	Managing Director (Till 11 th February 2025) Director (w. e. f. 12 th February 2025)
Mrs. Linta Purayidathil Jose (DIN: 06413031) (Appointed w. e. f 09 th November 2023)	Non-Executive Director (Till 11 th February, 2025) Whole-Time Director (w. e. f 12 th February 2025)
Mr. Sivadas Chettoor (DIN: 01773249) (Appointed w. e. f 09 th November 2023)	Independent Director
Mrs. Indu Kamala Ravindran (DIN: 09252600) (Appointed w. e. f 09 th November 2023)	Independent Director
Mr. Suresh Thekkemalaikkal Ramakrish Achary (DIN: 01859728) (Appointed w. e. f 10 th February 2024)	Independent Director
Mr. Omkar Mundhra (DIN: 11148932) (Appointed w. e. f 15 th June 2025)	Independent Director
Mrs. Sumita Mishra (DIN: 00207928) (Appointed w. e. f 30 th May 2025)	Independent Director
Mr. Suresh Menon (DIN: 06914200) (Resigned w. e. f 22 nd April 2025)	Non- Executive Director
Ms. Divya PS (Appointed w. e. f 16 th January, 2025)	Company Secretary and Compliance Officer
Mr. Josmin Jose (Appointed w. e. f 10 th February 2024) (Resigned w. e. f 27 th April 2024)	Company Secretary and Compliance Officer
Mr. Rahul Mohan (Appointed w. e. f 10 th February 2024) (Resigned w. e. f . 03 rd July 2024)	Chief Financial Officer

Audit Committee			
S. No	Name	Designation	Role in the Committee
1.	Mr. Sivadas Chettoor	Non-Executive Independent Director	Chairman
2.	Mr. Omkar Mundhra	Non-Executive Independent Director	Member
3.	Mrs. Sumita Mishra	Non-Executive Independent Director	Member

Nomination and Remuneration Committee			
S. No	Name	Designation	Role in the Committee
1.	Mrs. Sumita Mishra	Non-Executive Independent Director	Chairperson
2.	Mr. Sivadas Chettoor	Non-Executive Independent Director	Member
3.	Mr. Omkar Mundhra	Non-Executive Independent Director	Member

Stakeholders Relationship Committee			
S. No	Name	Designation	Role in the Committee
1.	Mrs. Sumita Mishra	Non-Executive Independent Director	Chairperson
2.	Mrs. Linta Purayidathil Jose	Non-Executive Independent Director	Member
3.	Mr. Shaju Thomas	Non-Executive Independent Director	Member

Statutory Auditors	
M/s. Mahesh C. Solanki & Co., Chartered Accountants	
ICAI Firm Registration No.: 006228C	
Address: No. 6/2, 4th Floor, Willingdon Crescent, Dr. S.S Badrinath Road, Nugambakkam, Chennai – 600006	

Secretarial Auditors	
M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries	
Address: No. 81, Murugesu Naicker Office Complex, Greams Road, Thousands Lights, Chennai – 600006	

Internal Auditors	
M/s. Bobby M. Vincent & Associates	
Address: First Floor, Sincere Arcade Mangattukavala Bypass, , Vengalloor, Thodupuzha, Kerala – 685608	

Principal Bankers of the Company	
State Bank of India	

Registrars & Share Transfer Agent (RTA)	
MUFG Intime Private Limited (Formerly Known as Link Intime India Private Limited)	

Address: C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai - 400083, Maharashtra

Contact Number: 022 – 49186060

Email Id: rnt.helpdesk@linkintime.co.in

Name of the Stock Exchange where Securities of the Company are Listed

BSE Limited

Registered Office Address & Contact Details of the Company

Address: AMG Towers, No. 28, Lawyer Jaganathan Street, Alandur, Chennai – 600016.

Email Id: cs@popeescares.com

Website: www.popeescares.com

Investor Relationship Email Id: investors@popeescares.com

Mobile No: 919645500038

NOTICE OF THE ANNUAL GENERAL MEETING (AGM) TO THE SHAREHOLDERS

NOTICE is hereby given that the 31st Annual General Meeting (AGM) of the Shareholders of Popees Cares Limited (Formerly known as Archana Software Limited) will be held on Tuesday, 16th September, 2025 at 12:00 P.M (IST) through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

- 1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2025 together with the Report of the Board of Directors and Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2025 and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted”.

- 2. To appoint a Director in place of Mrs. Linta Purayidathil Jose (DIN: 06413031) who retires by rotation and being eligible offers herself for re-appointment.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mrs. Linta Purayidathil Jose, Executive Director, to the extent that she is required to retire by rotation and to continue as the Director of the Company.”

SPECIAL BUSINESSES:

- 3. To appoint Mrs. Linta Purayidathil Jose (DIN:06413031) as the Whole-Time Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with the provisions of the Section 203, 196, 197 and other relevant provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the members be and is hereby accorded to appoint Mrs. Linta Purayidathil Jose (DIN:06413031) as the Whole-Time Director (designated as Executive Director) of the Company liable to retire by rotation, for a period of 3 (Three) years commencing from February 12, 2025, to February 11, 2028, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mrs. Linta Purayidathil Jose.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s) authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Regularization/Appointment of Mrs. Sumita Mishra (DIN:00207928) as a Director (Non-Executive – Independent Director) of the Company and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Sumita Mishra (DIN:00207928), who was appointed as an Additional (Independent and Non-Executive) Director of the Company with effect from 30th May, 2025, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company holds this office as an Additional Director

and who has submitted the declaration that she meets the criteria for Independence as provided under Section 149(6) of Companies Act 2013 and read with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who holds office up to the period of ensuing AGM of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) years with effect from 30th May, 2025 to 29th May, 2030 not liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s)/authorized representative(s) of the Company and to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Regularization/Appointment of Mr. Omkar Mundhra (DIN:11148932) as a Director (Non-Executive – Independent Director) of the Company and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV of the Act and applicable Regulation(s) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Omkar Mundhra (DIN:11148932), who was appointed as an Additional (Independent and Non-Executive) Director of the Company with effect from 15th June, 2025, by the Board of Directors of the Company, based on the recommendation of Nomination and Remuneration Committee and who in terms of Section 161 of the Act and Articles of Association of the Company, holds the office as an Additional Director of the Company and who has submitted the declaration that he meets the criteria for Independence as provided under Section 149(6) of Companies Act 2013 and read with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office up to the period of ensuing Annual General Meeting of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of 5 (five) years with effect from 15th June, 2025 to 14th June, 2030 not liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s) /authorized representative(s) of the Company to do all acts, deeds and

things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider the Reduction of Share Capital of the Company, and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

“RESOLVED THAT pursuant to Section 66 of the Companies Act, 2013 read with The National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 other applicable provisions, if any, of the Companies Act, 2013 or any amendment(s) thereto, Articles of Association of the Company, SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 (and amendments thereto) & Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and subject to confirmation/approval by the NCLT having appropriate Jurisdiction and subject to such other approvals, consents, permissions or sanctions of any other authority, body or institution, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India (hereinafter collectively referred to as “the concerned authorities”) as may be required, and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any of the concerned authorities, from time to time, while granting such approvals, consents, permissions or sanctions, the subscribed, issued and paid up equity share capital of the company with effective from the appointed date i.e.1.4.2025 and after securing necessary approvals and permissions:

- I. Set off Rs. 5,96,15,820/- (Rupees Five Crore Ninety Six Lakhs Fifteen Thousand Eight Hundred and Twenty Only) fully paid up capital of the company along with Rs. 2,24,500/- Partly paid up share capital of the Company out of total accumulated Loss of Rs. 6,69,03,331 (Rupees Six Crore Sixty-Nine Lakhs Three Thousand Three Hundred and Thirty-One) against the paid up capital of the Company of Rs. 6,04,42,500/- (Rupees Six Crore Four Lakhs Forty Two Thousand Five Hundred only) consisting of 60,21,800 fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only).
- II. Accordingly, the reduction of capital is amount to **99%** of the Paid up equity share capital of the Company.
- III. the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 6,04,42,500/- (Rupees Six Crore Four Lakhs Forty Two Thousand Five Hundred Only) consisting of 60,44,250 fully paid up Equity

Shares of Rs. 10/- (Rupees Ten Only), to Rs. 6,02,180/- (Six Lakhs Two Thousand One Hundred Eighty only) divided into 60,218 (Sixty Thousand Two Hundred Eighteen) Equity Shares of Rs. 10/- (Ten only) each; and

- IV. Consequently, every shareholder of the Company, whose name appears on the Register of Members as on the Record Date, shall receive 1 Equity Share of Re.10/- (Rupees Ten each Only) in lieu of every 100 (Hundred) Equity Shares of Rs.10/- (Rupees Ten Only) each, held earlier in the Company;

RESOLVED FURTHER THAT the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number.

RESOLVED FURTHER THAT the balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the factional shares be distributed to the entailed shareholders by the chairman of the Audit Committee.

RESOLVED FURTHER THAT post reduction of capital of the Company, the new capital of the company will not exceed Rs. 6,02,180/- (Six Lacs Two Thousand One Hundred Eighty only) divided into 60,218 (Sixty Thousand Two Hundred Eighteen) Equity Shares of Rs. 10/- (Ten only) each.

RESOLVED FURTHER THAT the Board be and hereby authorized to file the company petition for reduction of capital, implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the Hon'ble NCLT having appropriate Jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. **To implement the Reduction of Share Capital of the Company and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:**

“RESOLVED THAT after reduction of the capital of the company , the paid up capital of the company be re-organized subject to such rights, privileges and conditions attaching thereto as are provided by the Memorandum and Articles of Association of the company with power to increase or reduce its capital from time to time and to divide the shares in the capital as per the Companies Act, 2013 or in any amendment or modification or re-enactment thereof and to attach thereto respectively with such preferential, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the said Companies Act or the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges, conditions or restrictions in such manner as may be permitted by the said Companies Act 2013 to that extent applicable or by the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and hereby authorized to implement, modify, amend and alter the scheme of reduction of capital of the company in accordance with the Order of the NCLT having appropriate jurisdiction and such other authorities, Stock Exchange, Government, Registrar, the Securities and Exchange Board of India, including:

- A. Fix the Book Closure/Record Date to give effect to the reduction of capital;
- B. make necessary application to the depositories including NSDL/CDSL and Registrar and Share Transfer Agent; and
- C. Issue new share certificates in accordance with Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and it is hereby authorized to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary”.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. **To appoint M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years and fixed remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and such other applicable provisions if any, and on the recommendations of Audit Committee and Board of Directors of the company, M/s. Lakshmmi Subramanian & Associates, a peer reviewed firm of Practicing Company Secretaries, being eligible, be and is hereby appointed as the Secretarial Auditors of the Company for a term of Five (5) consecutive financial years commencing from the conclusion of the ensuing 31st Annual General Meeting till the conclusion of 36th Annual General Meeting to be held in the year 2030 (i.e. to conduct the Secretarial Audit for 5 financial years from 2025- 26 to 2029-30), on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and Secretarial Auditors from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of Board of Directors
For Popees Cares Limited
Sd/-
CS Divya PS
Company Secretary
(M. No. – 66124)**

**Date: 14th August 2025
Place: Chennai**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of Item Nos. 3 to 8 of the accompanying Notice, is annexed hereto. Further, disclosures in relation to Item Nos. 2 to 5 of the Notice, as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and 'Secretarial Standard 2 on General Meetings' issued by the Institute of Company Secretaries of India ("SS-2") forms an integral part of this Notice.
2. Ministry of Corporate Affairs ("MCA") *vide* its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI *vide* its Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Annual General Meeting ("AGM") virtually, without physical presence of Members at a common venue.

In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the 31st AGM of the Company is being held virtually.

The Notice convening this AGM along with the Integrated Annual Report for FY24-25 is being sent by electronic mode to those Members whose e-mail address is registered with the Company/Depositories, unless a Member has specifically requested for a physical copy of the same. Members may kindly note that the Notice convening this AGM and Integrated Annual Report for FY 2024-2025 will also be available on the Company's website www.popeescare.com , website of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members *viz.* manner of registering e-mail Id., Cut-off date for e-voting, Record Date for payment of dividend, etc.

3. In accordance with the provisions of the Act, read with the Rules made thereunder and pursuant to Circulars, since the AGM of the Company is being held 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, Attendance Slip and Route Map are not annexed to this Notice.

4. In terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending the Notice calling the 31st AGM along with the Annual Report for the Financial Year ended March 31, 2025, inter-alia indicating the process and manner of remote e-voting are being sent by e-mail on the e-mail addresses of the Members as registered with Depositories/ Registrar and Share Transfer Agent. Members may also note that the Annual Report 2024-25 and the Notice convening the AGM are also available on the Company's website www.popeescare.com , websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL i.e. www.evotingindia.com
5. 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 OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.
6. Institutional / Corporate Shareholders (i.e., other than Individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or Governing Body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to customerservices@lsa-india.com with a copy marked to helpdesk.evoting@cdslindia.com.
7. The Members can join the 31st 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. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 31st AGM without restriction on account of first come first served basis.

8. The attendance of the Members attending the 31st AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on 08th of August, 2025, have been considered for the purpose of sending the Notice of 31st AGM and the Annual Report.
10. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 31st AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.
11. 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 31st AGM through e-voting.
12. Register of Members and Transfer Books of the Company will remain closed from 10th September, 2025 Wednesday to 16th September, 2025, Tuesday (both dates 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. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the

Company or Company's Registrar and Transfer Agent M/s. MUFG Intime India Private Limited. At mumbai@in.mpms.mufg.com for assistance in this regard.

14. Members are requested to intimate changes, if any, about their name, postal address, email address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to the Depository Participant with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent M/s. MUFG Intime India Private Limited.
16. As per the provisions of Section 72 of the Companies Act, 2013 (the "Act") the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their Depository Participants ("DPs") in case the shares are held by them in electronic form and to M/s MUFG Intime India Private Limited; in case the shares are held by them in physical form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, M/s MUFG Intime India Private Limited for shares held in physical form, with relevant documents that may be required.
18. **REMOTE E-VOTING:** The remote E-voting period will be available during the following period:
 - Day, Date and Time of commencement of remote e-Voting: Saturday, September 13, 2025 at 09:00 A.M. (IST)
 - Day, Date and Time of end of remote e-Voting: Monday, September 15, 2025 at 5:00 P.M. (IST)

19. The Company has fixed Tuesday, September 09, 2025 as the “Cut-off date” for identifying the Members who shall be eligible for participation in the 31st AGM through VC/ OAVM facility and voting either through remote e-Voting or through e-Voting during the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date shall be entitled to attend the AGM and to vote on the Resolutions as set-forth in the Notice. The voting rights of the Members, in respect of remote e-Voting or e-Voting during the AGM, shall be reckoned in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat Notice of this AGM for information purposes only.
20. The Board of Directors have appointed M/s. Lakshmmi Subramanian & Associates Practicing Company Secretaries, Chennai, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner and has communicated their willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later than two working 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.popeescare.com and CDSL website. The results shall simultaneously be communicated to the BSE Limited

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : 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 Saturday, September 13, 2025 at 09:00 A.M. (IST) and ends on Monday, September 15, 2025 at 5:00 P.M. (IST). 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 Tuesday 09, 2025 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.

Step 1 : 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting"

with NSDL Depository	<p>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 service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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 during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in	<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</p>

demat mode) login through their Depository Participants (DP)	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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders 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 21 09911
Individual Shareholders 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 : 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.

3) Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant "POPEES CARES LIMITED" on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs1@popees.com, 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 ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email to cs1@popees.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs1@popees.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911 for

procuring user id and password for e-voting by providing above mentioned documents.

4. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE 31ST AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the 31ST AGM 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 31ST AGM.
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 **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs1@popees.com. The shareholders who do not wish to

Speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs1@popees.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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**By Order of Board of Directors
For Popees Cares Limited
Sd/-
CS Divya PS
Company Secretary
(M. No. – 66124)**

**Date: 14th August 2025
Place: Chennai**

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS AND FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO ITEM NOS. 3 to 8 MENTIONED IN THE ACCOMPANYING NOTICE:

Item No. 3

The Board in there meeting held on 12th February, 2025 Change in designation from Non-Executive Director to Executive Whole Time Director of the Company.

The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee (the “NRC Committee”), considered her professional background, expertise and experience, on the basis of which it was decided to recommend the appointment of Ms. Linta Purayidathil Jose (DIN: 06413031) as the Whole Time Director of the Company in the 31st AGM.

Accordingly, it is proposed to approve the appointment of Ms. Linta Purayidathil Jose (DIN: 06413031) as the Whole Time Director of the Company, liable to retire by rotation, for a term of three consecutive years commencing from 12th February, 2025 up to 11th February, 2028.

Ms. Linta Purayidathil Jose is not disqualified from being appointed as the whole-time Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the whole time Director and has given his consent to act as a director.

Further, pursuant to the Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on February 12, 2025, had appointed Ms. Linta Purayidathil Jose as the Whole Time Director of the Company subject to the approval of Members. Details are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board seeks the consent of the Members of the Company, for the appointment of Ms. Linta Purayidathil Jose as the Whole Time Director for a period of three years at the remuneration including the remuneration to be paid to her in the event of loss or inadequacy of profits in any financial year during the aforesaid period set out below:

Particulars	Remuneration Per Annum (in Rs)
Basic Salary	NIL
Leave Travel Allowances	NIL
House Rent Allowances	NIL
Others Perquisites	NIL
Total	

Brief Profile: Mrs. Linta P. Jose, wife of Shaju Thomas and co-founder of Popees Cares Limited, has over 15 years of experience in the kids wear manufacturing industry. She is hailed as the rising star of economics who has led Popees Cares Limited to receive commendation from the stakeholders for being an important source of economic growth & development. She was awarded the 'Best Women Entrepreneur' in 2013-14 by the Dept. of Industries & Commerce, Govt. of Kerala. She has complete graduation in Bachelors of Economics from Calicut University. Currently managing the Design and Category department

Mrs. Linta Purayidathil Jose is interested in the resolution set out at Item No. 3 of the Notice with regard to her appointment. Relatives of Ms. Linta Purayidathil Jose may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, Mrs. Linta Purayidathil Jose she is the wife of Mr. Shaju Thomas, in the resolution.

Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 3 of the Notice.

Item No. 4

Regularisation/Appointment of Mrs. Sumita Mishra (DIN: 00207928) as a Director (Non-Executive - Independent) of the Company and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolution:

Pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC"), your Board has appointed Mrs. Sumita Mishra (DIN: 00207928) as an Additional Director of the Company categorized as Non-Executive, Independent Director W.e.f. May 30, 2025 for a term of 5 (Five) consecutive years subject to approval of Members.

Further, in accordance with Regulation 25(2A) of SEBI Listing Regulations, the appointment of an Independent Director shall be subject to approval of Members by way of a Special Resolution.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable

to determination by retirement of directors by rotation at the Annual General Meeting (“AGM”).

She meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

She fulfils the conditions for appointment as Independent Director as specified in the Act and the Rules made thereunder and the SEBI Listing Regulations and is independent of the Management.

The NRC reviewed the capabilities of Mrs. Sumita Mishra (DIN: 00207928) vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mrs. Sumita Mishra as an Independent Director, for a term of 5 (Five) consecutive years effective from May 30, 2025. In the opinion of NRC and the Board, she possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of Finance, Law, Investment and Corporate Governance.

In the opinion of the Board, the Company will benefit from her valuable experience, knowledge and counsel. Accordingly, it is proposed to appoint Mrs. Sumita Mishra as Independent Director of the Company, not liable to retire by rotation for a term of 5 (Five) consecutive years effective from May 30, 2025.

Copy of the letter for appointment setting out the terms and conditions applicable to Independent Director as applicable to Mrs. Sumita Mishra is available on the Company's website www.popeescare.com.

Brief profile and other details of Mrs. Sumita Mishra is provided in annexure to this Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meeting (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mrs. Sumita Mishra herself and her relatives, none of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested (financially or otherwise) in the resolution.

The Board seeks for the approval of the members for passing of the resolution as set out at Item No. 04 of this Notice as a Special Resolution.

Item No. 5

Regularisation/Appointment of Mr. Omkar Mundhara (DIN: 11148932) as a Director (Non-Executive - Independent) of the Company and if thought fit, to pass, with or

without modification(s), the following resolutions as Special Resolution:

Pursuant to the recommendations of the Nomination and Remuneration Committee ("NRC"), your Board has appointed Mr. Omkar Mundhra (DIN: 11148932) as an Additional Director of the Company categorized as Non-Executive, Independent Director W.e.f. June 15, 2025 for a term of 5 (Five) consecutive years' subject to approval of Members.

Further, in accordance with Regulation 25(2A) of SEBI Listing Regulations, the appointment of an Independent Director shall be subject to approval of Members by way of a Special Resolution.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting ("AGM").

The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of Independent Director. She meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

He fulfils the conditions for appointment as Independent Director as specified in the Act and the Rules made thereunder and the SEBI Listing Regulations and is independent of the Management.

The NRC reviewed the capabilities of Mr. Omkar Mundhra (DIN: 11148932) vis a vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Omkar Mundhra as an Independent Director, for a term of 5 (Five) consecutive years effective from June 15, 2025. In the opinion of NRC and the Board, she possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of Finance, Law, Investment and Corporate Governance.

In the opinion of the Board, the Company will benefit from his valuable experience, knowledge and counsel. Accordingly, it is proposed to appoint Mr. Omkar Mundhra as Independent Director of the Company, not liable to retire by rotation for a term of 5 (Five) consecutive years effective from June 15, 2025.

Copy of the letter for appointment setting out the terms and conditions applicable to Independent Director as applicable to Mr. Omkar Mundhra is available on the Company's website www.popeescare.com .

Brief profile and other details of Mr. Omkar Mundhra is provided in annexure to this Notice pursuant to the provision of SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Omkar Mundhra himself and his relatives, none of the Directors, Key Managerial Personnel or their relatives, is, in any way, concerned or interested (financially or otherwise) in the resolution.

The Board seeks for the approval of the members for passing of the resolution as set out at item no. 05 of this Notice as a Special Resolution.

Item No. 6 & 7

To consider the Reduction of Share Capital of the Company and to implement the Reduction of Share Capital of the Company:

A. ACCUMULATED LOSSES

As on 31.3.2025 the accumulated losses of the company was of Rs. 6, 69, 03,332 (Rupees Six Crore Sixty-Nine Lakhs Three Thousand Three Hundred and Thirty-Two)

Particulars	(Amount in Rs.)		
	As on 31st March 2025	Proposed Utilization for reduction of capital	Balance capital post Capital Reduction
Paid-up capital	6,02,18,000	5,96,15,820	6,02,180
Partly Paid Up Shares	2,24,500	2,24,500	NIL

B. REDUCTION OF CAPITAL PROPOSAL:

The Board proposes to reduce the share capital of the company by Rs. 5, 96, 15,820/- which amount to 99% reduction of capital of the Company.

1. Set off Rs. 5,96,15,820/- (Rupees Five Crore Ninety Six Lakhs Fifteen Thousand Eight Hundred and Twenty Only) fully paid up capital of the company along with Rs. 2,24,500/- Partly paid up share capital of the Company out of total accumulated Loss of Rs. 6,69,03,332 (Rupees Six Crore Sixty-Nine Lakhs Three Thousand Three Hundred and Thirty-Two) against the paid up capital of the Company of Rs. 6,04,42,500/- (Rupees Six Crore Four Lakhs Forty Two Thousand Five Hundred only) consisting of 60,21,800 fully paid up Equity Shares of Rs. 10/- (Rupees Ten

Only).

2. Accordingly, the Subscribed and Fully Paid-up Share Capital of the Company shall stand reduced from Rs. 6,04,42,500/- (Rupees Six Crore Four Lakhs Forty Two Thousand Five Hundred Only) consisting of 60,44,250 fully paid up Equity Shares of Rs. 10/- (Rupees Ten Only), to Rs. 6,02,180/- (Six Lakhs Two Thousand One Hundred Eighty only) divided into 60,218 (Sixty Thousand Two Hundred Eighteen) Equity Shares of Rs. 10/- (Ten only) each; and
3. Post reduction of capital of the Company ,the subscribed and paid of capital of the company will be of Rs. 6,02,180/- (Six Lakhs Two Thousand One Hundred Eighty only) divided into 60,218 (Sixty Thousand Two Hundred Eighteen) Equity Shares of Rs. 10/- (Ten only) each.

The Company shall also with make all applications/petitions under Section 66 of the Companies Act, 2013, National Company Law Tribunal (Procedure For Reduction Of Share Capital Of Company) RULES, 2016) and other applicable provisions of the Act to the NCLT of Judicature at Chennai, Tamilnadu for sanctioning of this Reduction of Capital of the Company under the Provisions of Companies Act, 2013 and rules framed there under and obtain all approvals as may be required under law.

C. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- C.1. The Company suffered losses on account of Trading and other businesses from time to time due to commercial market condition both in India & Abroad. Non-receipt of the outstanding's from various parties after follow ups, legal recourses, etc.
- C.2. The Company has been incurring losses for past couple of years AND due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- C.3. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.
- C.4. The Company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business

activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

- C.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.
- C.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- C.7. The proposed reduction of the paid-up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.
- C.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- C.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any paid-up capital.
- C.10. the Management of the Company in compliance with regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 changed and the new management to boost the businesses of the company needs to restructure the capital of the Company.

D. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- D.1. The Company's book would more accurately represent its financial position.
- D.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- D.3. This reduction of capital of the company will help the company to raise fresh capital by private placement basis.
- D.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.

- D.5. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in Favor of the Company.
- D.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- D.7. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Securities Premium Account to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable.
- D.8. By virtue of article 38 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 2013.

E. EFFECTS OF THE SCHEME

- E.1. As on the date of 31st March 2025, the Company has Accumulated Losses of Rs 6,69,03,332 (Rupees Six Crore Sixty-Nine Lakhs Three Thousand Three Hundred and Thirty-Two). The Accumulated Losses are reflected as a debit balance under — “Retained Earnings” as a part of “Other Equity”.
- E.2. The Net worth of the Company as on 31st March 2025 is of Rs. (64,60,832). The losses were on account of adverse market conditions and accumulated in the past 5 – years as under:

Year	Equity Capital (A)(Rs .)	General Reserve	Securities Premium (B) (Rs.)	Earlier Years Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Net worth E=A+B+C+D (Rs.)
2020-21	6,04,39,500 *	2,50,000	3,04,39,500	(6,53,06,774)	(10,05,307)	2,48,16,919
2021-22	6,04,39,500	2,50,000	3,04,39,500	(6,63,12,081)	(14,25,188)	2,33,91,731
2022-23	6,04,39,500	2,50,000	3,04,39,500	(6,77,37,269)	(12,09,847)	2,21,81,584

2023-24	6,04,39,500	2,50,000	3,04,39,500	(6,89,47,416)	(2,44,64,670)	(22,83,086)
2024-25	6,04,42,500	2,50,000	3,04,42,500	(9,34,11,786)	(41,84,046)	(64,60,832)

- E.3. Therefore, the Company proposes to utilize the debit balance of Rs 5,96,15,820/- (Rupees Five Crore Ninety Six Lakhs Fifteen Thousand Eight Hundred and Twenty Only) for setting off the accumulated losses reflected against the various reserve (debit balance) of Rs. Rs. 6,69,03,332/- under “Reserves and Surplus Retained Earnings”, as per the Audited financial statements of the Company as on March 31, 2025.
- E.4. the Partly Paid up Shares: The company has 44,900 no of partly paid up shares as on date. Through this scheme of reduction of capital the same will be extinguished fully in compliance with section 66 of the Companies Act, 2013 and rules framed thereunder.
- E.5. The pre and post reduction of issued, subscribed & Paid Up Capital of the Company against its Accumulated Losses as on 31st March 2025 shall be reflected in the books of accounts of the Company, on the Effective Date, in the following manner:

#	Particulars	(Amount in Rs.)		
		As on 31 st March 2025(Rs.) (A)	Proposed Utilization of losses for reduction of capital(Rs.) (B)	Balance capital post Capital Reduction C = A-B (Rs.)
	Fully Paid-Up capital (Equity shares) consists of 60,21,800 equity shares of face value of Rs. 10/- each	6,02,18,000	5,96,15,820	6,02,180
	Partly Paid-Up capital 44,900 equity shares (Rs. 5 calls in arrear)#	2,24,500	2,24,500	NIL

The whole partly paid-Up capital consist of 44,900 equity shares will be reduced from the capital of the company.

Post Reduction of capital the Paid-Up capital of the Company will consist of 60,218 fully paid up equity shares of face value of Rs. 10/- each aggregating to Rs. 6,02,180/- (Rupees Six Lakh Two Thousand One Hundred Eighty only).

F. ACCOUNTING TREATMENT

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for reduction of share capital - in its books of accounts in accordance with applicable accounting standards and other accounting principles.

- F.1 with effect from the Appointed date and upon the scheme becoming effective the amount of share capital as extinguished as per clause 9.4 above shall be reduced from the Equity Share Capital of the company (including partly paid up shares) and correspondingly from debit balance of the Profit and Loss account of the Company.
- F.2 The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company in relation to the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable provisions and laws for the time being in force.
- F.3. Post Reduction the capital of the Company: Upon Scheme being effective, the amount standing under the Heading of other equity BE REDUCED TO ZERO AND issued, subscribed & Paid Up Capital of the Company will be Rs. 6,02,180/- consist of 60,218 equity shares of Rs. 10/- each.

G. FRACTIONAL SHARES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. However, here the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company.

The reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company and in respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number.

The balance fractional shares entitlements which could not rounded off shall be combined and rounded off to the nearest whole number and the said shares be kept in a separate demat account under control of the Chairman of the Audit committee and within 3-months post trading approval the same be sold in the open market and the sale proceeds of the factional shares be distributed to the entailed shareholders by the

chairman of the Audit Committee.

H. PRE AND POST SHAREHOLDING PATTERN

H.1. the shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of reduction of capital of the Company.

The Pre & post Shareholding pattern of the company Post Reduction of Capital as under:

Cate gory	Particulars	Prior to the Scheme of Arrangement		Post reduction under Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	13,11,901	21.70	13,067	21.70
(B)	Public	47,32,349	78.30	47,151	78.30
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	60,44,250	100	60,218	100

H-2 .There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of reduction of capital of the company.

The scheme of Reduction of the share capital of the Company for the following reasons:

- I. The Company suffered losses on account of Trading and other businesses from time to time due to commercial market condition both in India & Abroad.
- II. Non-receipt of the out standing's from various parties after follow ups, legal

recourses, etc.

- III. The Company has been incurring losses for past couple of years AND due to business Loss and inadequate working capital facilities the present business of the Company suffered.
- IV. The Object of the Company though changed around 2015 but the Board could not scale the businesses because of proper finance restructuring on account of accumulated losses. For past 5 years the Company hardly carried any major activities in the field of trading. The Subscribed and paid up capital of the Company wiped out to the extent of 99%.
- V. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.
- VI. The Company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.

I. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders

Those shareholders whose holding presently in physical code, the company will issue and allot entitled shares post reduction of capital new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital and the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Company instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

J. DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on BSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE.

As per the SEBI Circular bearing No.SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024 the Company not required to any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital.

The company is required file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013 and rules framed thereunder intimation to the designated Stock Exchange.

The Company has intimated BSE on 06th June, 2025 about the proposed Reduction of capital of the Company.

K. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of agreement / settlement entered into with employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favorable to them than those applicable to them immediately before the Scheme.

L. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The Creditors of the company will not be affected with this reduction of capital as their claim has not diluted or altered or alienated directly or indirectly for the purpose of this Capital Reduction.

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors / lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

M. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on accounts of Reduction of capital.

N. JURISDICTION OF THE NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application / petition under Section 66 read and other applicable provisions of the Act read with Rules framed thereunder to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

Presently the Registered Office of the Company located in the State of Chennai under the jurisdiction of Registrar of Companies Chennai. For the purposes it is considered for the NCLT jurisdiction as Chennai, Tamilnadu and Registrar of Companies at Chennai, Tamilnadu.

O. MODIFICATIONS / AMENDMENTS TO THE SCHEME

The Company, by its Board or such other committee / person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and / or consent to any modifications / amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE and / or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.

The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so, mutually agreed in writing by the Company.

p. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme of Reduction of capital asset out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

Q. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

Q.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be in terms of this Scheme shall be subject to the provisions of the Companies Act, 2013 and rules framed thereunder read with the provisions of

Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Q.2 The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having same ratio.

Q.3 New Equity shares of the Company issued may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Q.4 The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

R. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

However, the Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Board sought the approval of members for resolution No. 6 & 7 by way of a special resolution including authoring the Board to give effect to the resolution post approval from

the NCLT (National Company Law Tribunal) and other Statutory and Regulators including Stock Exchange & SEBI. The Company is only listed at BSE. The Board recommends the reduction of capital.

The Directors are interested to extent of their shareholding just like any other shareholder. Members can take inspection at the Registered office of the Company between 11 A.M to 1 P.M and at free of cost can obtain copy of the following Documents till the end of the meeting of the members scheduled to be held on 16th September, 2025:

Sl. No.	Descriptions
1	Certified true copy of the resolution passed by the Board of Directors of the company on 06.06.2025 approving the scheme.
2	Certified copy of the draft Scheme of Reduction of Capital proposed to be filed before the NCLT.
3	Report from the Audit Committee dated 06.06.2025 recommending the draft scheme taking into consideration, inter alia, the valuation report
4	Shareholding pattern of the Company- pre and post Reduction of Capital as per the format provided under Regulation 31 of the LODR Regulations,
5	Audited financials of the Company for the last 3 financial years
6	Capital Built up and Built of the Accumulated Losses
7	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc.
8	Detailed Compliance Report duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.
9	Net worth Certificate and Certificate of Compliance of Accounting Standard by the Statutory Auditor of the Company

10	Valuation Report dated 06.06.2025 by IBBI Registered Valuer Mr. Jay Ashok Shah (Reg No: IBBI/RV/07/2022/14720)
11	Memorandum & Article Of Association of the Company

Item No. 8

Appointment M/s Lakshmmi Subramanian & Associates a Peer Reviewed firm of Company Secretaries in Practice (Firm Registration Number: P2001de052900) as a Secretarial Auditor of the company for a period of 3 (three) years and fixed remuneration

SEBI vide its notification dated December 12, 2024, amended the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the amended regulations, listed companies are now required to obtain shareholders' approval, in addition to Board approval, for the appointment of Secretarial Auditors. The appointed Secretarial Auditor must be a Peer-Reviewed Practicing Company Secretary and must not have any disqualifications as prescribed by the SEBI. Additionally, any association of the individual or firm as the Secretarial Auditor of the listed entity prior to March 31, 2025, shall not be considered for the purpose of calculating the tenure under the said Regulation.

Pursuant to the above requirement, the Board at its meeting held on 19th May 2025, considering the experience and expertise and based on the recommendation of the Audit Committee, has proposed to the Members of the Company the appointment of M/s. Lakshmmi Subramanian & Associates, Company Secretaries a Peer Reviewed firm, as a Secretarial Auditor of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30 in terms of Regulation 24A of the SEBI (Listing Regulations) and SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Brief Profile

Established in the year 1988, for more than 32 years, LSA has been a trusted adviser for large listed entities, multinational and domestic companies that demand judicious advice for their critical business decisions. LSA has a client base which span across multiple industries such as healthcare, Education, hospitality, Information technology, NBFCs, Insurance, Core Manufacturing, Ecommerce, shipping, steel, SMEs and others. Our team's commitment to quality and innovative thinking has positioned us as one of the highly recommended CS firms in the country today.

Details as per Regulation 36(5) of the SEBI Listing Regulations are as follows.

Proposed fees payable to the Secretarial Auditor along with terms of appointment	The Professional, Secretarial Audit and other certification fees plus applicable taxes and other out-of-pocket expenses in connection with the Secretarial Audit for the Financial Year ending March 31, 2026 and for subsequent year(s) of their term will be such fees as determined by the Board, on recommendation of Audit Committee.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor	Considering their qualifications and extensive experience, the Board of Directors on recommendation of the Audit Committee recommends the appointment of M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for a period of Five (5) consecutive financial years, i.e. from financial year 2025-26 to financial year 2029-30.

The appointment is subject to shareholders' approval at the Annual General Meeting. Accordingly, the approval of the Members is being sought for this proposed appointment.

None of the Directors, Key Managerial Personnel, or their respective relatives have any financial or other interest in the proposed resolution.

The Board seeks for the approval of the members for passing of the resolution as set out at item no. 08 of this Notice as an Ordinary Resolution.

**By Order of Board of Directors
For Popees Cares Limited
Sd/-
CS Divya PS
Company Secretary
(M. No. – 66124)**

**Date: 14th August 2025
Place: Chennai**

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THIS ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Name of the Director(s)	Mrs. Sumita Mishra	Mr. Omkar Mundhra	Mrs. Linta Purayidathil Jose
DIN	00207928	11148932	06413031
Date of Birth	05.07.1973	20.03.2002	16.05.1983
Age	51	22	42
Day of first appointment on the Board	30.05.2025	15.06.2025	09.11.2023
Qualification	MA Economics, B. Ed, Masters in Career Counselling	Secondary	BA Economics
Experience / Job Profile /Suitability	Mrs. Sumita Mishra has corporate experience at senior level and is conversant with NBFC Works. She is MA Economics, B. Ed, and Masters in Career Guidance, Web Designing, and PGD in Leadership Management.	Mr. Omkar Mundhra is a dynamic operations leader and corporate structuring consultant with proven expertise in building high-performance teams, streamlining processes across multiple geographies, and advising on business frameworks. Skilled in translating strategic objectives into operational	More than 20 Years of experience in the field of Manufacturing of textile and garments including Administration

		excellence and driving digital-first initiatives for both startups and established enterprises. Having knowledge of corporate structuring, sales and digital marketing, Strategic Investments, data management, strategic planning etc.	
List of Directorship of other Boards (excluding foreign companies)	<ul style="list-style-type: none"> • Ira Aarna Securities Services Private Limited • Rover Finance Limited • Ira Aarna Online Paintings Private Limited • Ira Aarna Reality Private Limited • RRP Semiconductor Limited • Suncity Synthetics Limited 	None	<ul style="list-style-type: none"> • Popees Fashions India Private Limited • Seataal Properties Private Limited • Esthana Designs (OPC) Private Limited • Popees Fashions Private Limited • Ourkids Media Private Limited • Popees Baby Care Products Private Limited
No. of Equity shares held in the Company (Including Shareholding as a beneficial owner) (As on March 31, 2025).	None	None	3,27,975

Terms and Conditions of re-appointment	for a term of 5 (Five) consecutive years effective from May 30, 2025 to May 29, 2030	for a term of 5 (Five) consecutive years effective from June 15, 2025 to June 14, 2030	None
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Sumita Mishra possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	Mr. Omkar Mundhra possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company	NA
Inter-se relationship with other Directors and Key Managerial Personnel	None	None	Wife of Mr. Shaju Thomas, Director of the Company

By Order of Board of Directors
For Popees Cares Limited
Sd/-
CS Divya PS
Company Secretary
(M. No. – 66124)

Date: 14th August 2025
Place: Chennai

SCHEME OF REDUCTION OF SHARE CAPITAL

BETWEEN

POPEES CARES LIMITED
(CIN: L17120TN1994PLC029226)

AND

ITS SHAREHOLDERS

***(UNDER SECTION 66 AND OTHER APPLICABLE SECTIONS
OF THE COMPANIES ACT, 2013 AND THE NATIONAL COMPANY LAW TRIBUNAL
(PROCEDURE FOR REDUCTION OF SHARE CAPITAL OF COMPANY) RULES, 2016)***

P.inda



SCHEME OF REDUCTION OF SHARE CAPITAL

PREAMBLE OF THE SCHEME

This scheme of reduction of share capital is presented by **POPEES CARES LIMITED** (CIN: L17120TN1994PLC029226) is a Public company (**'Company'** or **'PCL'**), pursuant to the provisions of Section 66 and other applicable provisions of the Companies Act, 2013 and the NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016 (**'Scheme'**).

PARTS OF THE SCHEME

This Scheme is divided into following parts:

- a) **PART A** which deals with definitions and interpretations;
- b) **PART B** which deals with details of the Company;
- c) **PART C** which deals with reduction of share capital of the Company and listing of shares post reduction of capital; and
- d) **PART D** which deals with general terms and conditions applicable to the Scheme and other matters consequential, incidental, or integrally connected therewith of.

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PART A

DEFINITIONS AND INTERPRETATIONS

1. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context thereof, the following expressions shall have the meanings respectively assigned against them:

- 1.1. **'Accumulated Losses'** shall mean the debit balance in the profit and loss account as shown in the Audited Accounts of the Company as on March 31, 2025;
- 1.2. **'Act'** or the **'the Act'** means the Companies Act, 2013 as notified, and ordinances, rule and regulations made thereunder and shall include any statutory modification, re-enactment or amendments thereof, from time to time;
- 1.3. **'Applicable Law(s)' or 'Law(s)'** means any statutes, notification, bye laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, Schemes, notices, instruments, decrees, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force;
- 1.4. **'Appropriate Authority'** means any governmental, statutory, regulatory, departmental or public body or authority of the relevant jurisdictions, including (without limitation) if applicable, the National Company Law Tribunal, Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Official Liquidator, Bombay Stock Exchange, Securities and Exchange Board of India and other regulatory authorities;
- 1.5. **'Appointed Date'** means 1st April 2025 or such other calendar date as approved by the Hon'ble NCLT;
- 1.6. **'Board' or 'Board of Directors'** in relation to each Company means the Board of such Company and shall include a committee of directors or any person authorized by such Board or such committee of directors duly constituted and authorized for the purposes of matters pertaining or relating to this Scheme;
- 1.7. **'BSE'** shall mean Bombay Stock Exchange Limited;
- 1.8. **'Effective Date'** means the date on which the certified copy of the order of NCLT sanctioning the Scheme is filed with the Registrar of Companies, Chennai;

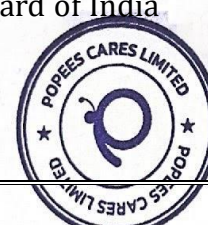
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Any references in this Scheme to the 'date of coming into effect of this Scheme' or 'effectiveness of the Scheme' or 'Scheme taking effect' or 'upon this Scheme coming into effect' shall mean the Effective Date;

- 1.9. **'Employees'** means all the permanent employees, temporary employees and / or part-time employees of the Company as on the Effective Date;
- 1.10. **'Equity Shares'** means 60,21,800 fully Paid-Up equity shares of Rs 10/- each and 44,900 partly paid up equity shares as issued by the Company;
- 1.11. **'Income-tax Act, 1961'** or **'IT Act'** means the Income-Tax Act, 1961 as may be amended or supplemented from time to time, including any statutory modifications, re-enactments or replacement thereof together with all applicable rules, regulations, by-laws, orders, ordinances, directions, notifications, policies, clarifications and the like issued thereunder;
- 1.12. **'Listing Agreement'** shall mean the agreement that is entered into between a recognized stock exchange and an entity, on the application of that entity to the recognized stock exchange, undertaking to comply with conditions for listing of designed securities as per the provisions of Listing Regulations;
- 1.13. **'Listing Regulations'** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 1.14. **'National Company Law Tribunal'** or **'NCLT'** means the National Company Law Tribunal, Chennai Bench, Tamil Nadu including all its benches whose jurisdiction the registered office of the Company is situated;
- 1.15. **'PCL'** or **'Company'** shall mean **Popees Cares Limited** (CIN: L17120TN1994PLC029226) is a Public Limited Company incorporated on 15th November 1994 and Listed at BSE, having registered office at Land Marvel Nest, First Floor, No. 3, First Main Road, Indira Nagar, Adyar, Chennai, Tamil Nadu, India – 600020. The BSE code of the company is **530565**;
- 1.16. **'Order'** means an order passed by the NCLT sanctioning this Scheme of Reduction of Capital under section 66 of the Companies Act, 2013 and rules framed there under;
- 1.17. **'Record Date'** means the specific date chosen by a company in consultation with the designated stock exchange as per the Securities and Exchange Board of India

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(Listing Obligations and Disclosure Requirements) Regulations, 2015 to determine which shareholders are eligible to receive new shares post reduction of capital of the company. It's the cut-off point for compiling a list of eligible shareholders;

- 1.18. **'Registrar of Companies' or 'ROC'** means the Registrar of Companies, (ROC) in Chennai, in Tamil Nadu, India;
- 1.19. **"Regional Director of Companies"** means the Regional Directorate, Chennai, Tamil Nadu (Southern Region);
- 1.20. **"RSC Procedure Rules"** means NCLT (Procedure for Reduction of Share Capital of Company) Rules, 2016;
- 1.21. **'Rs' or 'Rupee(s)'** means Indian Rupee, the lawful currency of the Republic of India;
- 1.22. **'Scheme' or 'this Scheme' or 'the Scheme'** means this scheme of reduction of share capital between the Company and its shareholders in its present form or with such alterations(s) / modification(s) as may be approved, imposed or directed by NCLT. This is reduction of capital of the company under Section 66 of the Companies Act, 2013 and National Company Law Tribunal (Procedure For Reduction Of Share Capital Of Company) Rules, 2016);
- 1.23. **'SEBI'** means Securities and Exchange Board of India;
- 1.24. **'SEBI Circular'** means SEBI Master Circular No SEBI/HO/DDHS/PoD1/P/CIR/2023/108 dated July 29, 2022 (updated as on June 30, 2023 and SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 December 31, 2024) read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and *SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024* ;
- 1.25. **'Tax' or 'Taxes' or Taxation'** shall mean all taxes (direct / indirect) on net income, gross income, gross receipts, sales, use, services, ad valorem, value-added, capital gains, corporate income tax, minimum alternate tax, buyback distribution tax, dividend distribution tax, transfer, franchise and profits; withholding tax; property tax; water tax; any tax payable in a representative capacity, goods and service tax; service tax, value-added tax, duties of custom and excise, octroi duty, entry tax, stamp duty, other governmental charges or duties or other taxes or statutory

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payments in relation to contract labour and/ or other contractors and/ or sub-contractors, statutory pension or other employment benefit plan contributions, fees, assessments or charges of any kind whatsoever, including any surcharge or cess thereon, together with any interest and any penalties, additions to tax or additional amount with respect thereto; and Taxation will be construed accordingly;

All terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contract (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, Depositories Act, 1996, Listing Regulations, Listing Agreement or other Applicable Laws, rules, regulations, bye-laws, as the case may be, including any statutory amendment, modification or re-enactment thereof, from time to time.

2. INTERPRETATION

In this Scheme, unless the context otherwise requires:

- 2.1. Words denoting singular shall include plural and vice versa;
- 2.2. References to “persons” shall include individuals, body corporates (wherever incorporated), government, state or agency of state, un-incorporated entities, joint ventures, associations, partnerships and proprietorship;
- 2.3. headings, subheadings, titles, subtitles to clauses, sub-clauses and paragraphs are for information and convenience only and shall not form part of the operative provisions of this Scheme and shall be ignored in construing the same;
- 2.4. References to the word “include” or “including” shall be construed without limitation;
- 2.5. References to days, months and years are to calendar days, calendar months and calendar years, respectively;
- 2.6. Reference to an article, clause, section, paragraph or schedule is, unless indicated to the contrary, a reference to an article, clause, section, paragraph or schedule of this Scheme;
- 2.7. Reference to a document includes an amendment or supplement to, or replacement or novation of, that document;

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- 2.8. Word and expression(s) elsewhere defined in the Scheme will have the meaning(s) respectively ascribed to them;
- 2.9. reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision;
- 2.10. A reference to a balance sheet or profit and loss account shall include a reference to any note forming part of it;
- 2.11. One gender includes all genders and references to any gender includes a reference to other genders; references to "it" shall be deemed to include references to "him" or "her" as the case may be; and
- 2.12. The Registered Office of the Company presently located at the State of Chennai under the jurisdiction of Registrar of Companies Chennai, Tamil Nadu.

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PART B

DETAILS OF THE COMPANY

3. BACKGROUND OF THE COMPANY SINCE INCORPORATION

- 3.1. The Company was incorporated on 15th November 1994 under the provisions of the Companies Act, 1956 as a Company limited by Shares under the jurisdiction of Registrar of Companies, Chennai, Tamil Nadu in the name and style of SSL Finance Limited and subsequently changed its name to Archana Software Limited. The Name of the company further changed from Archana Software Limited to Popees Cares Limited by Registrar of Companies, Tamil Nadu on 05th April, 2024. The CIN of the Company is L17120TN1994PLC029226.
- 3.2. Presently, the registered office of the Company is situated at Land Marvel Nest, First Floor, No. 3 First Main Road, Indira Nagar, Adyar, Chennai, and in the state of Tamil Nadu, India – 600020.
- 3.3. The Company has one type of Shares “Equity Shares” of face value of Rs 10/- each. The Equity Shares of the Company are listed on BSE.
- 3.4. This Scheme is made pursuant to the provisions of Section 66 of the Companies Act, 2013 and other applicable provisions of the Act and provides for writing off the Accumulated Losses against the capital of the company. The Losses on account of Businesses carried by the Company.

4. MAIN OBJECTS OF THE COMPANY

- 4.1. That the main objects of the Company as per Clause III (A) of the Memorandum of Association of the Company are:
1. To carry on the business of manufacturing, buying, selling importing and dealing in textile, cotton, silk, art silk, rayon, nylon, synthetic, fibers, staple fibers, polyester, worsted, wool, hemp and other fiber materials, yarn, cloth, linen, rayon and other goods or merchandise whether textile felted, netted or looped.
 2. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise

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of every kind and description and other production goods, articles and thing as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.

3. To carry on the business in India or elsewhere of developing and providing computer software, software packages by way of technical know-how, 'third party software enhancement tools, manpower for the projects in India and/or abroad software development services maintenance services facilities, management services and consultancy services relating to computer systems, software, systems engineering and information processing, data processing services, computer hardware maintenance and consultancy to organisations and/or Government in India and/or abroad.
4. To export, import, provide and sell computer software packages and hardwares and to develop, sell and provide computer hardwares, personal computers and computer peripherals and to develop and provide digitisation services using computer aided design and drafting system in India and/or abroad.
5. To apply for internet Service Provider License and the License for International Gateways for internet and Setup the ISP and run the same throughout India and or abroad and in this connection to do the necessary ISP technical setup throughout the India”.

The Object of the Company was changed on 9th Day of October 2015. The Company adopted new MOA and AOA vide special resolutions passed through Postal Ballot on 5th July 2024.

4.2. The Company is primarily engaged in the business of above stated main object.

4.3. In the last five years:

- (a) The Name and Object of the company has changed.
- (b) There was no change in the registered office of the Company from one state to another.
- (c) There were increase of the Authorised capital of the Company from Rs. 7 Cr to Rs. 20 Cr vide special Resolution passed through the Postal Ballot on 25.01.2024.
- (d) There was a change of Management of the Company in compliance with Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during the Financial Year 2023-2024 and around September 2023.

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4.4 The Company is a Listed Company and presently listed with BSE. Being a Listed Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI LODR Regulations**') are applicable to the Company.

5. CAPITAL STRUCTURE OF THE COMPANY

5.1. The authorised, issued, subscribed and Paid-Up share capital of the Company as on 31st March 2025 was as under:

A. Authorised Share Capital	Amount in Rs.
2,00,00,000 Equity Shares of Rupees 10/- each	20,00,00,000
Total	20,00,00,000
B. Issued, Subscribed & Paid-Up Capital	
(i) Issued and subscribed 60,66,700 Equity Shares of Rupees 10/- each	6,06,67,000
i(a) Fully Paid Up : 60,21,800 Equity Shares of Rupees 10/- each	6,02,18,000
i(b)Partly Paid up : 44,900 equity shares @Rs. 5/- each	2,24,500
Total Paid up capital i(a) + i(b)	6,04,42,500
*Calls in arrear of 44,900 equity shares. @Rs. 5/- each	2,24,500

**The Company has issued call notices to the partly Paid-Up shareholders and few of the partly paid up shareholders have paid the call in due. The Board through this scheme of arrangement proposed to forfeit (by way of reduction) the said partly paid equity shares under section 66 of the Companies Act, 2013*

6. COMPLIANCE WITH TAX LAWS

The Scheme has been drawn up to comply with the provisions of the Income-Tax Act, 1961 to the extent applicable. If any terms or the provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the Act at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to that extent determined necessary to comply with the provisions of the Income-tax Act, 1961.

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PART C
REDUCTION OF SHARE CAPITAL OF THE COMPANY

7. RATIONALE AND PURPOSE OF REDUCTION OF SHARE CAPITAL

- 7.1. The company suffered losses on account of Manufacturing, buying, selling and other businesses from time to time due to commercial market condition both in India & Abroad. Non-receipt of the outstanding dues from various parties after follow ups, legal recourses, etc.
- 7.2. The Company has been incurring losses for past couple of years and due to business Loss and inadequate working capital facilities the present business of the company suffered. The Board could not scale the businesses because of proper finance restructuring on account of accumulated losses part of the financials of the Company.
- 7.3. In view of the accumulated carry forward losses that the Company's Balance Sheet is not reflecting at its actual value and with the future prospect of growth and value addition to the shareholders, the Company has proposed to clean its books thereby enabling the Company to raise future resources considering the expansion programs that has been considered for development would need huge amount of investment both in terms of equity as well as debt.
- 7.4. The company is therefore unable to raise any finance either from the capital markets or financial institutions whether in the form of equity or debt, to undertake business activities on a larger scale. The proposed reduction of capital would enable the company to correct its existing capital by reduction and to show the actual financial position in its balance sheet to depict the representing Assets value which in turn will enable it to approach for financial assistances in order to develop its business value.
- 7.5. The reduction envisaged under this Scheme will not have any impact on shareholding pattern or the capital structure of the Company. The proposed reduction will be for the benefit of the Company and its shareholders.
- 7.6. The proposed reduction of share capital also does not envisage any payout to any shareholder or any sacrifice on the part of any creditor. Accordingly, the reduction of share capital should not result in any adverse impact on the creditors.
- 7.7. The proposed reduction of the Paid-Up share capital of the company does not involve any payment of the paid up share capital to the shareholders of the

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Company nor does it result in extinguishment of any liability or diminution of any liability or any outstanding payments to any creditors.

- 7.8. The Scheme does not envisage transfer or vesting of any properties and/or liabilities of the company to any person or entity. The Scheme does not involve any conveyance or transfer of any property of the Company.
- 7.9. The reduction of Capital does not result in diminution of any liabilities of the Company, in respect of any unpaid capitals nor entails payment to any shareholder of any Paid-Up capital.
- 7.10. The Management of the Company in compliance with Regulation 3 & 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 changed and the new management to boost the businesses of the company needs to restructure the capital of the Company.

8. OBJECTS / BENEFITS ARISING OUT OF THE SCHEME

- 8.1. The Company's book would more accurately represent its financial position.
- 8.2. The right-sizing of the balance sheet is likely to facilitate the efforts of the Company while raising funds and obtaining debt from Banks and Financial Institutions.
- 8.3. This reduction of capital of the company will help the company to raise fresh capital by private placement basis, right issue or any other permissible mode as per the applicable Laws.
- 8.4. The right-sizing of the balance sheet is also likely to facilitate the efforts of the Company while raising funds and commercial growth of the Company.
- 8.5. The Scheme is only for reduction of share capital of the Company and it does not envisage transfer or vesting of any properties and / or liabilities to or in favor of the Company.
- 8.6. This Scheme is in the interest of all the shareholders, creditors and other stakeholders of the Company and is not prejudicial to the interests of the concerned shareholders, creditors or the public at large.
- 8.7. Hence, the Board believe that in order to present a fair position of the affairs of the Company, the most efficient option available to the Company would be to utilize the balance lying in the Profit and loss Account, securities premium accounts, partly paid up capital, general reserves, retained earnings to the extent of writing off the Accumulated Losses of the Company, subject to the confirmations / sanctions of the requisite majority of the shareholders of the Company and the NCLT and such other appropriate authority, as may be applicable and as per the provisions of Companies Act, 2013 and rules framed thereunder.

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- 8.8. By virtue of Article 38 of Articles of Association of the Company, the Company is authorized to reduce its share capital in any manner and in accordance with the provisions of the Companies Act, 2013.

As per Article 38 of the Articles of Association of the Company: the Company may by special resolution, reduce in any manner and with and subject to, any incident authorised and consent required by Law:-

- (a) Its share capital;
- (b) Any capital redemption reserve account; or
- (c) Any share premium account

9. EFFECTS OF THE SCHEME

- 9.1. As on 31st March 2025, the Company has Accumulated Losses of Rs.6,69,03,332 (Rupees Six Crore Sixty-Nine Lakhs Three Thousand Three Hundred and Thirty-Two). The Accumulated Losses are reflected as a debit balance under "Retained Earnings" as a part of "Other Equity".
- 9.2. The Net worth of the Company as on 31st March 2025 is Rs. (64,60,832). The losses were on account of adverse market conditions and accumulated losses in the past 5 – years is as under:

Year	Equity Capital (A) (Rs.)	General Reserve	Securities Premium (B) (Rs.)	Earlier Years Earnings retained (C) (Rs.)	Retained Earnings of the Year (D) (Rs.)	Total Net Worth E=A+B+C+D (Rs.)
2020-21	6,04,39,500 *	2,50,000	3,04,39,500	(6,53,06,774)	(10,05,307)	2,48,16,919
2021-22	6,04,39,500	2,50,000	3,04,39,500	(6,63,12,081)	(14,25,188)	2,33,91,731
2022-23	6,04,39,500	2,50,000	3,04,39,500	(6,77,37,269)	(12,09,847)	2,21,81,584
2023-24	6,04,39,500	2,50,000	3,04,39,500	(6,89,47,416)	(2,44,64,670)	(22,83,086)
2024-25	6,04,42,500	2,50,000	3,04,42,500	(9,34,11,786)	(41,84,046)	(64,60,832)

**The (Paid-Up capital of the company consists of 44,900 equity shares, which are partly Paid-Up of outstanding of Rs. 2,24,500/-*

- 9.3. Net worth of the Company as on 31st March 2025:

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Net worth As on 31st March 2025	Rs.
Fully Paid Up : 60,21,800 Equity Shares of Rupees 10/- each	6,02,18,000
Add: Securities Premium	3,04,42,500
Add: General Reserve	2,50,000
Add: Partly Paid up: 44,900 equity shares. @Rs. 5/- each	2,24,500
Total A:	9,11,35,000
Accumulated Losses B:	(9,75,95,832)
Net worth A-B	(64,60,832)

9.4. Capital Reduction:

The proposed reduction in capital of the company is as under:

Particulars	(Amount in Rs.)		
	As on 31st March 2025(Rs.) (A)	Proposed Utilization of losses for reduction of capital(Rs.) (B)	Balance capital post Reduction C = A-B (Rs.)
Fully Paid-Up capital (Equity shares) consists of 60,21,800 equity shares of face value of Rs. 10/- each	6,02,18,000	5,96,15,820	6,02,180
Partly Paid-Up capital 44,900 equity shares (Rs. 5 calls in arrear)#	2,24,500	2,24,500	NIL

the whole partly paid-Up capital consist of 44,900 equity shares will be reduced from the capital of the company.

Post Reduction of capital the Paid-Up capital of the Company will consist of 60,218 fully paid up equity shares of face value of Rs. 10/- each aggregating to Rs. 6,02,180/- (Rupees Six Lakh Two Thousand One Hundred Eighty only).

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9.5. ACCOUNTING TREATMENT

Upon the Scheme under Section 66 read with Section 52 of the Act becoming effective, the Company shall account for the reduction of share capital in its books of accounts under applicable accounting standards and other accounting principles.

- 9.5.1 With effect from the appointed date and upon the scheme becoming effective, the amount of share capital as extinguished as per this clause shall be reduced from the Equity Share Capital of the company (including partly paid up shares) and correspondingly from debit balance of the Profit and Loss account, Securities Premium, retained earnings etc. of the Company.
- 9.5.2 The company will comply with all the relevant accounting policies and Indian Accounting standards and relevant provisions as per section 133 of the Companies Act, 2013 to the extent applicable to the company about the accounting for Reduction of capital and correspondingly writing of accumulated losses of the Company and any other applicable provisions of the Laws for the time being in force.
- 9.6. Post Reduction the capital of the Company: Upon Scheme being effective, the amount standing under the Heading of other equity as explained in clause 9.4 issued, subscribed & Paid-Up Capital of the Company will be Rs. 6,02,180/- (Rupees Six Lakh Two Thousand One Hundred Eighty only) consist of 60,218 (Sixty Thousand Two Hundred and Eighteen) equity shares of Rs. 10/- each.

9.7. FRACTIONAL SHARES:

In respect of the fractional shares, if any, caused by the reconstruction/restructuring of capital, the same shall be rounded off to the nearest whole number. However, here the reconstruction/restructuring of capital shall not cause any shareholder to hold any fractional shares in the Company.

10. PRE AND POST SHAREHOLDING PATTERN

- 10.1. Pending convertible warrants into equity shares: There were no convertible warrants to be converted in to equity shares pending for allotment in the company.
- 10.2. Partly Paid Up Shares: The Company has 44,900 partly Paid-Up shares as on date. Through this scheme of reduction of Share capital, the same will be extinguished fully in compliance with section 66 of the Companies Act, 2013 and rules framed thereunder.
- 10.3. The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of reduction of capital of the Company. The Pre & post Shareholding pattern of the company as effective date as under:

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Category	Particulars	Prior to the Scheme of Arrangement		Post reduction under Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	13,11,901	21.70	13,067	21.70
(B)	Public	47,32,349	78.30	47,151	78.30
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	60,44,250	100	60,218	100

10.4. There shall be no change in the shareholding pattern of the promoter holdings of the Company on account of reduction of capital of the company.

11. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES

11.1. The said new Equity Shares issued and allotted by the Company will be in terms of this Scheme shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

11.2. The shares to be issued to the members of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having same ratio.

11.3. The Company, shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s) whichever is later.

11.4. The company will make necessary application to the NSDL & CDSL the depository for admission of the new capital of the company to be raised on accounts of Reduction of capital of the Company.

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11.5. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, to all the shareholders in the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Those shareholders whose holding presently in physical form, the company will issue and allot entitled shares post reduction of capital new share certificates to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital and the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

The Company instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

12. DESIGNATED STOCK EXCHANGE

The Company is listed exclusively on BSE. Hence, the designated stock exchange for interaction with SEBI shall be BSE.

13. COMPLIANCE WITH LISTING AGREEMENT

- 13.1. Notwithstanding the reduction of capital of the Company in pursuance of this Scheme, the listing benefits of the Company on the BSE where the shares of the Company are listed shall continue and the Company will comply with the applicable provision of the SEBI (LODR) Regulations, 2015 and Listing Agreement with the BSE.

The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per the SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

- 13.2. For the purpose of issue of equity shares to the shareholders of the Company shall, if and to the extent required, apply for and obtain the required statutory approvals including approval of Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares

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- 13.3. The New Equity shares issued and allotted to the members post reduction of the capital of the company under this scheme may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and regulations.
- 13.4. As per Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as the *applicable SEBI amendment connected with regulation 37(6) of the Listing Regulations, vide gazette notification dated December 12, 2024, inter-alia read as:*

"Nothing contained in Regulation 37 shall apply to draft schemes which Solely provide for writing off accumulated losses against the share capital of the listed entity applied uniformly across all shareholders on pro-rata basis or against the reserves of the listed entity, if such draft schemes are filed with recognised stock exchanges for purpose of disclosures."

Hence the company after filling the Scheme documents with BSE and on obtaining necessary approval from the Shareholders will approach the Hon'ble Tribunal.

PART D

GENERAL TERMS AND CONDITIONS

14. CONDUCT OF BUSINESS BY THE COMPANY

The Scheme does not involve any financial outlay / outgo and therefore, would not affect the ability or liquidity of the Company to meet its obligations / commitments in the ordinary course of business. Further, this Scheme would also not in any way adversely affect the ordinary operations of the Company during the course or after the approval of Scheme.

15. IMPACT OF THE SCHEME ON EMPLOYEES

This Scheme would not in any way adversely affect the Employees of the Company. On the Scheme becoming effective, all Employees in the service of the Company immediately before the Scheme shall stay as the Employees of the Company without any break or interruption in their services, on same terms and conditions on which they are engaged as on the Effective Date. The Company undertakes to continue to abide by the terms of agreement / settlement entered into with employees' union / Employee or associations. The terms and conditions of service applicable to the Employees shall not in any way be less favourable to them than those applicable to them immediately before the Scheme.

16. IMPACT OF THE SCHEME ON CREDITORS / LENDERS / FINANCIAL INSTITUTIONS

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This Scheme would not in any way adversely affect the ordinary operations of the Company or the ability of the Company to honour its commitments or pay the debts in ordinary course of business. The Creditors of the company will not be affected with this reduction of capital as their claim has not diluted or altered or alienated directly or indirectly for the purpose of this Capital Reduction.

Also, this Scheme does not in any manner whatsoever alter, vary, or affect the rights of the creditors / lenders / financial institutions or the payment of outstanding dues of statutory authorities or any other creditor which is payable or outstanding.

The Company has not accepted or renewed any fixed deposits.

17. CHANGE OF MANAGEMENT

There will be no change of Management or shareholding of the promoters on accounts of Reduction of capital.

18. LEGAL PROCEEDINGS

Without prejudice to the foregoing, if any suit, cause of actions, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings of whatever nature by or against the Company is pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of this reduction of share capital or of anything contained in this Scheme, but the proceedings of the Company will be continued, prosecuted and enforced by or against the Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Company before this Scheme.

19. CONTRACTS, DEEDS, AGREEMENTS AND OTHER INSTRUMENTS

Subject to other provisions contained in the Scheme, all contracts, deeds, bonds, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature to which the Company is a party subsisting or having effect immediately on the Effective Date, shall remain in full force and effect against or in favour of the Company, as the case may be, and shall be enforced by or against the Company as fully and as before this Scheme.

20. APPLICATION TO NATIONAL COMPANY LAW TRIBUNAL

The Company shall make necessary application / petition under Section 66 read and other applicable provisions of the Act read with Rules framed thereunder to the NCLT for seeking the approval of the Reduction of capital of the Company under this drafted Scheme.

P.inda



Presently the Registered Office of the Company located in the State of Chennai under the jurisdiction of Registrar of Companies Chennai. For the purposes it is considered for the NCLT jurisdiction at Chennai, Tamil Nadu and Registrar of Companies at Chennai, Tamil Nadu.

21. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 21.1. The Company, by its Board or such other committee / person or persons, as the Board may authorize, may assent to withdrawal of the Scheme in its entirety or to make and / or consent to any modifications / amendments of any kind to the Scheme or to any conditions or limitations that the NCLT / SEBI/ BSE and / or any other authority under law may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate, whether as a result of subsequent events or otherwise, by the Board.
- 21.2. The Company, by its Board, are authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whatsoever for carrying the Scheme into effect, whether by reason of any directive or order of any authority or howsoever, arising out of or under or by virtue of the Scheme and / or any matter concerned or connected therewith.
- 21.3. The Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the NCLT or any other authority or otherwise, if so, mutually agreed in writing by the Company.

22. CONDITIONALITY OF THE SCHEME

The Scheme is and shall be conditional upon and subject to:

- 22.1. The Scheme being approved by the shareholders of the Company by way of a Special resolution in a general meeting of the Company;
- 22.2. As per the SEBI Circular bearing No. SEBI/LAD-NRO/GN/2024/218 December 12, 2024 and provisions of Regulation 37 of SEBI (LODR) Regulations, 2015, the Company not required to any application for obtaining any observation letter / no-objection letter from the BSE for the implementation of the Scheme of reduction of capital. The company is required file a copy of the scheme of reduction of capital under section 66 of the Companies Act, 2013 and rules framed thereunder to the designated Stock Exchange;
- 22.3. The Scheme being sanctioned by the NCLT under Section 66 of the Act and the Rules framed thereunder;
- 22.4. Certified true copy of the Order of the Hon'ble NCLT being filed with the Registrar of Companies, by the Company.

P.inda



23. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions and approvals referred to in the Clause 9, 11 and 13 being denied or not being available, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

24. DATE OF TAKING EFFECT AND OPERATIVE DATE

The Scheme set out herein in its present form or with any modification(s) and amendments(s) made as per the direction of the NCLT or any Appropriate Authority, as the case may be, shall be effective from the Effective Date and binding upon all the stakeholders.

25. SEVERABILITY

If any part or section of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Board, affect the adoption or validity or interpretation of the other parts and / or provisions of this Scheme. It is hereby clarified that the Board, in their absolute discretion, adopt any part of this Scheme or declare the entire Scheme to be null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter se by the Company or its shareholders or creditors or Employees or any other person.

26. COSTS, CHARGES AND EXPENSES

All costs, charges, duties and levies (except for stamp duty costs) arising out of or incurred in carrying out and implementing this Scheme of reduction of capital and matters incidental thereto shall be borne by the Company.

27. FORM OF MINUTE UNDER SECTION 66(5) OF THE ACT

The form of minute proposed to be registered under Section 66(5) of the Act, is as follows:

“(a) The Paid up capital of the company is Rs. 6,04,42,500 /- consisting of 60,44,250 Fully Paid up Equity shares of Rs.10/- each and 44,900 Partly paid Equity Shares of Rs.5 Each will be reduced to Rs. 6,02,180/- (Rupees Six Lakh Two Thousand One Hundred Eighty only) consist of 60,218 (Sixty Thousand Two Hundred and Eighteen) equity shares of Rs. 10/- each.”

(b)The Company shall not be required to use the words "AND REDUCED" as part of its corporate name and such use is dispensed with.

P. Vind



28. CORPORATE ACTION AND OTHER PROVISIONS AT THE TIME OF ISSUE OF SHARES POST REDUCTION OF CAPITAL OF THE COMPANY

28.1. The said new Equity Shares issued and allotted by the Company post reduction of the Capital will be in terms of this Scheme shall be subject to the provisions of the Companies Act, 2013 and rules framed thereunder read with the provisions of Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28.2 The shares to be issued to the members/ allottees of the Companies shall rank for voting rights and in all respects pari-passu with the existing Equity Shares of the Company and having same ratio.

28.3 New Equity shares of the Company issued may be listed and / or admitted to trading on the Bombay Stock Exchange (BSE) where the shares of Company is listed and / or admitted to trading in terms of the applicable bye-laws and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

28.4 The Company shall enter into such arrangements and give such confirmations and / or undertaking as may be necessary in accordance with the applicable laws or regulations for complying with the formalities of the said Stock Exchanges as per SEBI (LODR) Regulations, 2015. On such formalities being fulfilled the said Stock exchanges shall list and / or admit such equity shares also for the purpose of trading.

28.5 For the purpose of issue of equity shares to the shareholders, the Company shall, if and to the extent required, apply for and obtain the required statutory approvals including approval of Reserve Bank of India and other concerned regulatory authorities for the issue and allotment by the Company of such equity shares.

28.6 The Equity Shares to be issued by the Company pursuant to this Reduction of capital, in respect of Equity Shares which are not fully paid up shall be reduced through this scheme of Reduction of Capital.

28.7 The Company, shall issue Equity shares within 120 days from the date of registration of the order with the Registrar of Companies or the sanction of this scheme by the Hon'ble Court(s) whichever is later.

28.8. The company will make necessary application to the NSDL & CDSL the depository for admission of the new capital of the company to be raised on accounts of Reduction of capital of the Company.

P. Vind



29. CANCELLATION OF SHARES

Upon this reduction becoming finally effective, all the shareholders, if so required by the Company, shall surrender their share certificates for cancellation thereof.

However, the Company may instead of requiring the surrender of the old share certificates, as above, directly issue and dispatch the new share certificates of the Company in lieu thereof.

In the case of shares held in dematerialized and electronic form, the required procedure for reflecting the change in the holdings of the members of the Company, as a consequence of the sanctioning of this Scheme, shall be adopted for making the necessary alterations in the Depository Accounts of the shareholders.

Notwithstanding anything to the contrary, upon the issue of the new share certificates in the Company to the Shareholders whose names shall appear in the Register of Members of the Company on such Record Date fixed as aforesaid post reduction of capital, the old share certificates held by them in the Company shall be deemed to have been automatically cancelled and cease to be negotiable and be of no commercial or legal value, on and from the Record Date.

For Popees Cares Limited

Linta Purayidathil Jose
DIN: 06413031



Whole Time Director

Dated on this 06th June 2025 at Chennai



BOARD'S REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting the 31st Board's Report of **Popees Cares Limited** (Formerly known as 'Archana Software limited') (herein after referred to as '**the Company**') and along with the Audited Financial Statements of the Company for the financial year ended 31st March 2025.

1. FINANCIAL RESULTS:

The financial results of the Company for the year ended 31st March 2025 is summarized below:

(Rs. In Thousands)

Particulars	2024-25 (Rs.)	2023-24 (Rs.)
Revenue from Operations	Nil	Nil
Other Income	31.65	Nil
Total Income	31.65	Nil
Total Expenses	4,215.69	27,993.05
Profit/(Loss) before Tax	(4,184.04)	(27,993.05)
Exceptional & Extra-Ordinary Items	-	-
Tax Expenses	Nil	(3,528.38)
Transfer to Reserves	-	-
Profit/(Loss) after Tax and carried to Balance Sheet	(4,184.04)	(24,464.67)

2. BUSINESS PERFORMANCE:

During the financial year under review, your Company has made loss of Rs. (4,184.04) (Rs. In Thousands) as against loss of Rs.(24,464.67) (Rs. In thousands) in the previous financial year.

3. NATURE OF BUSINESS AND CHANGE IN NATURE OF BUSINESS DURING THE YEAR UNDER REVIEW:

During the financial year under review, the Company expanded its operations under the current management. Notably, steps were taken to align the Company's name with its core objectives and the vision of its Promoters, who are well-established and possess the requisite expertise in the baby care product segments under the brand '**Popees**'

The Company through the Postal Ballot received approval of the Members for change of registered office from one state to another, however the Board has not acted upon the same as they are presently exploring various opportunities and government incentives available in the state of Tamil Nadu.

4. THE STATE OF THE COMPANY'S AFFAIRS:

During the financial year under review, the Company continued to operate in the baby care product segments. The Board remains confident in the Company's business fundamentals and continues to explore avenues for scaling operations, strengthening financial performance and enhancing shareholder's value.

5. CHANGE IN NAME OF THE COMPANY:

The Board of Directors of the Company at their meeting held on 04th December, 2023 have approved the change of name of the Company from "Archana Software Limited" to "Popees Cares Limited". The Members of the Company have approved the change of Company's name vide Special Resolution passed through Postal Ballot of the Company dated 25th January, 2024. Consequently, the Company obtained new Certificate of Incorporation with the new name dated 05th April, 2024 from the Registrar of Companies, Chennai.

6. SHARE CAPITAL:

During the financial year under review, the Authorised Share Capital of the Company was Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs.10/- (Rupees Ten Only) each.

7. REDUCTION OF SHARE CAPITAL:

The Company during the couple of years made business and due to unfavorable market conditions incurred losses which eroded the issued, paid-up, subscribed Capital of the Company completely. Keeping the future plan of the company it is proposed to reduce the capital of the Company to the extent of 99%. Hence, Board of Directors in their meeting held on 06th June, 2025 approved draft scheme of reduction of Share Capital and proposed to place before the Members for their approval. After approval of Shareholders the Company will take necessary steps to file an application/Scheme to Hon'ble NCLT and comply the provisions of Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI circular relating with Scheme of Arrangement.

As on 31st March 2025 the company has accumulated losses of Rs.6,69,03,332/- . Therefore, the Company proposes to utilize balance of Rupees 5,96,15,820/- out of Accumulated Losses of Rs.6,69,03,332 /- against Rs.6,04,42,500/- paid up , issued, subscribed equity capital of the company consists of 60,44,250 Equity Shares of Rs.10/- each.

The Losses of the company accumulated in the past couple of years and the details as under:

Year	Year wise Profit/(Losses)(Rs.)
2020-21	(10,05,307)
2021-22	(14,25,188)
2022-23	(12,09,847)
2023-24	(2,44,64,670)
2024-25	(41,84,046)

The reduction of capital is applicable to all the shareholders in the same ratio. There will be no change of Promoters holdings post reduction of Capital.

The shareholding pattern of the Company and the percentage of holdings shall remain unchanged on account of the reduction of capital of the Company. The Pre- & Post Shareholding pattern of the Company as effective date is as under:

Categ ory	Particulars	Prior to the Scheme of Arrangement		Post reduction under Scheme	
		No. of Shares	% to Total	No. of Shares	% to Total
(A)	Promoters & Promoter Group	13,11,901	21.70	13,067	21.70
(B)	Public	47,32,349	78.30	47,151	78.30
(C)	Shares Underlying DRS.	-	-	-	-
(D)	Shares held by the employee trust	-	-	-	-
	TOTAL	60,44,250	100	60,218	100

8. DIVIDEND:

The Board of Directors of the Company wish to conserve the profit for future development and expansion and hence have not recommended any dividend for the financial year 2024-25.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has neither given any loans or guarantees nor made any investments as covered under the provisions of Section 186 of the Companies Act, 2013 during the financial year 2024-25.

10. TRANSFER TO RESERVES:

During the year under review, no amount has been transferred to the general reserve of the Company.

11. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the said financial year under review.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

There were no related party transactions that were entered into during the financial year to be disclosed in Form No. AOC-2- in (Annexure II). There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated personnel or other designated persons, which may have potential conflict with interest of the Company at large.

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

• Industry Structure & Developments

The Indian baby clothing industry has seen significant developments from 2022 onwards, driven by several key factors. One of the most impactful is the growing awareness among parents about the need for high-quality, skin-friendly fabrics for their children. This trend is fuelled by an increase in disposable income and exposure to global standards, leading parents to seek premium, comfortable, and safe clothing options for their babies. Additionally, the influence of Western fashion trends through e-commerce platforms has set higher expectations for quality and design in the Indian market. As a result, there is a noticeable shift towards branded clothing, with a focus on materials that cater to the sensitive skin of infants. The rise of organized retail and the penetration of digital channels have further facilitated the growth and evolution of the baby clothing segment in India.

• Opportunities & Threats

The growing population of young Indian parents, coupled with a rise in disposable income, presents significant opportunities for the baby clothing industry. As more parents become aware of the importance of high-quality, baby-sensitive fabrics, there is an opportunity to establish strong brand loyalty by offering products that meet these expectations. The influence of Western brands through e-commerce has also raised the bar for quality and design, making it an ideal time for domestic brands to innovate and capture market share. However, the industry faces considerable threats, particularly from the increasing costs in the supply chain. The baby textile industry, with its high inventory costs, is vulnerable to fluctuations in raw material prices and logistics expenses. Moreover, the competition is intensifying, with both local and international players vying for the attention of the same target audience. This has led to a surge in advertising and brand-building costs, putting pressure on margins and profitability.

- **Risks & Concerns**

The baby clothing industry is fraught with risks, primarily stemming from the complex supply chain dynamics and rising operational costs. The industry's reliance on high-quality fabrics and stringent safety standards means that even small disruptions in the supply chain can lead to significant financial losses. Additionally, the rising costs of raw materials, coupled with the need to maintain large inventories, pose a constant threat to profitability. The increasing competition, both from domestic and international brands, also adds to the pressure, as companies are compelled to spend more on marketing and promotional activities to maintain visibility and consumer interest. These factors, combined with the volatility in consumer spending, make it challenging to sustain growth in such a competitive landscape.

- **Outlook**

Looking ahead, the focus for this year will be on establishing our retail presence through strategic partnerships. This approach will allow us to create spaces where consumers can physically interact with our brand and products, thereby enhancing brand loyalty and customer engagement. While this expansion strategy may impact profitability in the short term due to the initial investments required, it is expected to lay a strong foundation for capturing market share and driving revenue growth in the coming years. We believe that by establishing a robust retail network and strengthening our brand presence, we will be well-positioned to capitalize on the opportunities presented by the growing demand for high-quality baby clothing in India.

14. RISK MANAGEMENT POLICY:

The Company continues to have an effective Risk Management process in place. The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed also discussed at the meetings of the Audit Committee and the Board of Directors of the Company. Major risks, if any, identified by the business and functions are systematically addressed through mitigating action on a continuous basis.

15. NOMINATION AND REMUNERATION POLICY:

Popees Cares Limited has constituted a Nomination and Remuneration Committee and the Committee has formulated a Nomination, Remuneration and Evaluation Policy to provide a framework and set standards for the nomination and remuneration of the Directors, Key Managerial Personnel and Other employees and evaluation of the Directors. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management. The remuneration policy approved by the board of Directors is available on the website of the Company www.popeescare.com

16. BOARD'S POLICIES:

The Company has the following policies which are applicable as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 which are placed on the website of the Company www.popeescare.com

- Code of Conduct for Directors and Senior Management Personnel.
- Code of Conduct for Insider Trading
- Code of Fair Disclosure of Unpublished Price Sensitive Information
- Web Archival Policy
- Policy on Prevention of Sexual Harassment of Women
- Policy on Materiality of Events
- Policy on Nomination and Remuneration
- Policy on Preservation of Documents
- Policy on Related Party Transactions
- Policy for Board Diversity
- Whistle Blower or Vigil Mechanism Policy
- Code for Independent Directors
- Policy on Determining Material Subsidiaries.

Since your Company's Paid-Up Equity Share Capital and Net Worth is less than Rs.10 Crores and Rs.25 Crores respectively, the provisions of the SEBI (LODR) Regulations, 2015 relating to compliance of Corporate Governance Provisions is not applicable to the Company.

17. PARTICULARS OF EMPLOYEES:

There are no employees falling within the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

18. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT:

Training on all sectors is given to its employees periodically and motivated to work in line with the development of the industry. The willingness and commitment of the employees help the company to stand tall among its customer in quality and service.

19. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has adopted a policy on Prevention, Prohibition and Redressal of Sexual Harassment at the workplace in line with the Provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,

2013 and the Rules made there under for prevention and redressal of complaints of sexual harassment at workplace. The policy is uploaded and can be viewed on the Company's website www.popeescare.com

During the year and under review the Company has not received any complaints on sexual harassment.

20. PARTICULARS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company does not have any Subsidiaries, Associates and Joint Venture Companies.

21. MATERIAL CHANGES BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF REPORT:

The following material changes and commitments occurred between the end of the financial year of the Company to which these financial statements relate and the date of the report, affecting the financial position of the Company:

- The Board of Directors of the Company approved the reduction of share capital of the Company due to accumulated losses to the extent of 99% of the Paid-Up Share Capital of the Company at its meeting held on 6th June, 2025 subject to the shareholder's approval in the ensuing Annual General Meeting (AGM) of the Company.

During the financial year under review, the following material changes and commitments occurred:

- The Board of Directors has withdrawn the proposal for raising funds through Rights Issue of Equity Shares, which was previously approved at the Board Meeting held on 5th August, 2024.
- The Company, vide its letter dated 21st February, 2024, applied to BSE Ltd. ("the Stock Exchange") for reclassification of Promoter Shareholders under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Stock Exchange approved the application vide its letter dated 5th March, 2025.

22. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) AND CHANGE IN BOARD OF DIRECTORS AND KMP DURING THE FINANCIAL YEAR:

S. No.	Name of the Director and KMP	DIN	Designation
1.	Mr. Sivadas Chettoor	01773249	Independent Director
2.	Mr. Shaju Thomas	06412983	Director
3.	Mrs. Linta Purayidathil Jose	06413031	Whole-Time Director

4.	Mrs. Indu Kamala Ravindran	09252600	Independent Director
5.	Mr. Suresh Thekkemalaikkal Ramakrish Achary	01859728	Independent Director
6.	Mrs. Sumita Mishra (Appointed w.e.f 30.05.2025)	00207928	Additional Director
7.	Mr. Omkar Mundhra (Appointed w.e.f 15.06.2025)	11148932	Additional Director
8.	Mrs. Divya Palliyil Sudhakaran (Appointed w.e.f 16th January, 2025)	-	Company Secretary

Directors' Appointment / Re-Appointment:

- The designation of Mrs. Linta Purayidathil Jose (DIN: 06413031) has been change from Non-Executive Director to Executive Whole-Time Director at the Board Meeting held on 12th February, 2025 subject to shareholders approval in the ensuing Annual General Meeting (AGM).
- The designation of Mr. Shaju Thomas (DIN: 06412983) has been change from Managing Director to Director at the Board Meeting held on 12th February, 2025.
- Mr. Suresh Menon (DIN: 06914200) resigned from the Board on 22nd April, 2025.

Company Secretary and Chief Financial Officer:

Ms. Divya PS (Appointed w. e. f 16 th January, 2025)	Company Secretary and Compliance Officer
Mr. Josmin Jose (Appointed w. e. f 10 th February 2024) (Resignation w. e. f 27 th April 2024)	Company Secretary and Compliance Officer
Mr. Rahul Mohan (Appointed w. e. f 10 th February 2024) (Resignation w. e. f . 03 rd July 2024)	Chief Financial Officer

Composition of Committees of the Board and Attendance at the Committee meetings during the financial year under review:

a) Audit Committee:

Name	Role in the Committee	No. of Meetings Attended
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Mr. Sivadas Chettoor	Chairman	6
Mrs. Indu Kamala Ravindran	Member	6
Mr. Suresh Menon	Member	6

b) Nomination and Remuneration Committee:

Name	Role in the Committee	No. of Meetings Attended
Mrs. Indu Kamala Ravindran	Chairperson	2
Mr. Sivadas Chettoor	Member	2
Mr. Suresh Menon (Appointed as member of the Committee w. e. f 12 th February 2025)	Member	1
Mrs. Linta Purayidathil Jose (Ceased to be a member of the Committee w. e. f 12th February 2025)	Member	1

c) Stakeholder's Relationship Committee:

Name	Role in the Committee	No. of Meetings Attended
Mr. Sivadas Chettoor	Chairman	1
Mrs. Linta Purayidathil Jose	Member	1
Mr. Shaju Thomas	Member	1

23. NUMBER OF MEETINGS OF THE BOARD AND BOARDS' COMMITTEE:

The Board meets at regular intervals to discuss and decide on business strategies / policies and review the financial performance of the Company. The Board Meetings are pre-scheduled, and a tentative annual calendar of the Board is circulated to the

Directors well in advance to facilitate the Directors to plan their schedules.

Meeting	No. of Meetings during the Financial Year 2024-25	Date of the Meeting
Board Meeting	7	06.05.2024 30.05.2024 15.07.2024 05.08.2024 14.11.2024 16.01.2025 12.02.2025
Audit Committee	6	06.05.2024 30.05.2024 15.07.2024 05.08.2024 14.11.2024 12.02.2025
Nomination and Remuneration Committee	2	16.01.2025 12.02.2025
Independent Director's Meeting	1	06.05.2024
Stakeholder's Relationship Committee	1	12.02.2025

S. No	Name of the Director(s)	Designation	No. of Board Meetings held	No. of Board meetings attended
1	Mr. Shaju Thomas	Managing Director/ Director	7	7
2	Mrs. Indu Kamala Ravindran	Independent Director	7	7
3	Mrs. Linta P Jose	Non-Executive Director/Whole-Time Director	7	7
4	Mr. Sivadas Chettoor	Independent Director	7	7
5	Mr. Suresh Thekkemalaikkal Ramakrish Achary	Independent Director	7	7
6	Mr. Suresh Menon	Non-Executive Director	7	7

The interval between two Board Meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

24. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Pursuant to Section 177(9) of the Companies Act, 2013, your Company has established a Vigil Mechanism Policy for Directors and employees to report concerns about unethical behaviours, actual or suspected fraud, violations of Code of Conduct of the Company etc. The mechanism also provides for adequate safeguards against the victimization of employees who avail themselves of the mechanism and also provides for direct access by the Whistle Blower to the Audit Committee. It is affirmed that during the Financial Year 2024-25, no employee has been denied access to the Audit Committee. The vigil mechanism policy is also available on the Company's website www.popeescare.com

25. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has formulated a Framework on Internal Financial Controls 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.

26. ANNUAL EVALUATION BY THE BOARD:

In compliance with the Companies Act, 2013, the performance evaluation of the Board and its Committees were carried out during the year under review.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- a) Attendance of Board Meetings and Board Committee Meetings.
- b) Quality of contribution to Board deliberations.
- c) Strategic perspectives or inputs regarding future growth of Company and its performance.
- d) Providing perspectives and feedback going beyond information provided by the management.
- e) Commitment to shareholder and other stakeholder interests.
- f) The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his / her evaluation.

27. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is following the applicable Secretarial Standards as prescribed and formulated by the Institute of Company Secretaries of India during the financial year 2024-25, to the extent as applicable.

28. INDEPENDENT DIRECTORS:

a) Declaration of Independent Directors:

The Company has received necessary declaration from all the Independent Directors of the Company under Section 149(7) of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that the Independent Directors of the Company meet the criteria of their Independence laid down in Section 149(6) of the Act.

b) Independent Directors Meeting:

The meeting of the Independent Directors was held on 06th May, 2024 as per schedule IV of the Companies Act, 2013.

c) Familiarization Programme for Independent Directors:

The familiarization program is to update the Directors on the roles, responsibilities, rights and duties under the Act and other statutes and about the overall functioning and performance of the Company. The policy and details of familiarization program is available on the website of the Company at www.popeescare.com

29. LISTING WITH STOCK EXCHANGES:

Equity Shares of the Company are listed on BSE Limited and the Company confirms that it has paid the Annual Listing Fees for the financial year 2024-25.

30. REPORTING OF FRAUDS BY AUDITORS:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors 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.

31. AUDITORS AND AUDITORS REPORT:

a) STATUTORY AUDITORS:

M/s. Mahesh C Solanki & Co, Chartered Accountants Firm (FRN- 006228C) were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. N Raja & Associates, Chartered Accountants and hold office up to the conclusion of the 30th Annual General Meeting of the Company. M/s. Mahesh C Solanki & Co, Chartered Accountants Firm (FRN- 006228C) were appointed as Statutory Auditors of the Company for a period of 5 years from the

conclusion of 30th Annual General Meeting till 35th Annual General Meeting of the Company.

The Auditors' Report for financial year ended 31st March 2025 does not contain any qualifications, reservations or adverse remark. Hence, there is no requirement for the Board to provide any explanation or comment on the same. The Auditors' Report is enclosed with the financial statements in the Annual Report and the same is self- explanatory.

b) SECRETARIAL AUDITOR & REPORT:

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, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries were appointed to conduct Secretarial Audit for the financial year 2024-2025.

The Secretarial Audit Report as received from the Secretarial Auditor is annexed to this report as **Annexure- I**. The Secretarial Audit report contain certain observation remarks.

In response to the qualifications and observations made in the Secretarial Audit Report for the financial year 2024-25, the Board of Directors would like to clarify and submit the following:

- a) There were minor delays in filing of few forms with the Registrar of Companies (ROC)/Ministry of Corporate Affairs (MCA) during the year under review. However, these forms were subsequently filed with the prescribed additional fees.

Board's Response:

The Board acknowledges the delays and confirms that all pending forms have since been duly filed along with the prescribed additional fees. The Company is taking active steps to streamline its internal compliance processes to ensure timely filings in the future.

- b) The previous Company Secretary and Compliance Officer of the Company resigned with effect from April 27, 2024. The Company was unable to fill the resultant vacancy within the prescribed timeline as stipulated under Section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, a SOP fine amounting to ₹1,08,560 was levied by BSE Limited on February 22, 2025. However, the Company has paid the fine in full on February 28, 2025 and appointed Mrs. Divya P S as the Company Secretary and Compliance Officer in its Board meeting held on January 16, 2025, with effect from the same date.

Board's Response:

The Board regrets the delay and confirms that the SOP fine was paid in full on February 28, 2025. Further, Mrs. Divya P S was appointed as the Company Secretary and Compliance Officer in the Board Meeting held on January 16, 2025, with effect from the same date. The Company is committed to ensuring timely appointments in accordance with applicable laws going forward.

- c) The Company is yet to maintain functional website as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Board's Response:

The Board acknowledges this lapse and affirms that the development of a fully compliant, functional website is currently underway. The Company is working with IT service providers to ensure that all regulatory information and disclosures are made available online in a timely manner, as per the SEBI (LODR) requirements.

- d) The Chief Financial Officer (CFO) of the Company resigned with effect from July 3, 2024. As of the date of this report, the Company has not appointed a new CFO, resulting in non-compliance with the provisions of Section 203 of the Companies Act, 2013, regarding the filling of such vacancy.

Board's Response:

The Board is actively in the process of identifying a suitable candidate to fill the position of Chief Financial Officer in compliance with Section 203 of the Companies Act, 2013. The Company is taking utmost care to appoint a qualified professional at the earliest to ensure adherence to statutory requirements.

- e) There was a delay in the submission of the Shareholding Pattern as required under Regulation 31 of the SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2024. As a result, a SOP fine of ₹4,720 was levied by BSE Limited on February 15, 2025, and the same was duly paid by the Company on February 17, 2025.

Board's Response:

The delay was inadvertent and not intentional. The Company has already paid the SOP fine on February 17, 2025. Measures have been put in place to ensure

timely submission of disclosures in future, including strengthened internal compliance monitoring.

- f) The Company is yet to strictly comply with Secretarial Standard – 1 and Secretarial Standard – 2.

Board's Response:

The Board acknowledges the observation and assures that corrective actions are being implemented to ensure strict adherence to the applicable Secretarial Standards. The Company is also conducting internal training and awareness sessions to align practices with the prescribed standards.

The Board of Directors taking necessary actions to rectify the same.

c) INTERNAL AUDITORS:

The Company had appointed M/s. Mathew Eapen & Co, as the Internal Auditors of the Company for the financial year 2024-2025. The Audit Committee determines the scope of Internal Audit in line with regulatory and business requirements.

d) COST AUDITOR:

Pursuant to notification of Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) Amendment rules, 2014 the Company does not fall under the purview of Cost Audit.

32. 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 are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations except SOP Fines levied against the company by BSE Limited.

33. RATIO OF REMUNERATION TO EACH DIRECTOR:

At present Directors are not receiving any remuneration from the company in view of the financial constraints, hence the same is not applicable to the Company.

34. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT:

The Board of Directors has adopted a policy and procedure on Code of Conduct for the Board Members and employees of the Company in accordance with the SEBI (Prohibition of Insiders Trading) Regulations, 2015. 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.

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 workplace, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management Personnel have confirmed Compliance with the Code.

35. CORPORATE SOCIAL RESPONSIBILITY:

Since the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company as the limits are not breached, a report on CSR activities is not annexed in this Annual report.

36. EXTRACT OF ANNUAL RETURN:

Pursuant to the provisions of Section 134(3) (a) and Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company as at March 31, 2025 will be uploaded on the website of the Company and can be accessed at www.popeescares.com

37. DISCLOSURE REQUIREMENTS:

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.

38. DIRECTORS' RESPONSIBILITIES STATEMENT:

Pursuant to the requirement under Section 134 (3) (c) of Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

1. In the preparation of the annual accounts for the financial year ended 31st March, 2025 the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. the Directors 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 state of affairs of the company at the end of the financial year and of the Profit and Loss of the Company for that period;

3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors had prepared the annual accounts on a going concern basis.
5. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

39. CORPORATE GOVERNANCE REPORT:

As on 31st March, 2025, the Company's Paid-Up Equity Share Capital and Net Worth is less than Rs.10 Crores and Rs.25 Crores respectively. Hence, compliance with respect to Regulations 17-27 of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 will not apply to the Company.

40. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

➤ Conservation of Energy: -

1. The steps taken or impact on conservation of energy: N.A.
2. The steps taken by the Company for utilizing alternate sources of energy: N.A.
3. The capital investment on energy conservation equipment: N.A.

➤ Technology Absorption:

1. The efforts made towards technology absorption: N.A
2. The benefits derived like product improvement, cost reduction product development or import substitution: N.A
3. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -
 - The details of technology imported: N.A The year of import: N.A
 - Whether the technology been fully absorbed. N.A.
4. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and: N.A.
5. The expenditure incurred on Research and Development. N.A.

- **Foreign Exchange Earnings and Outgo:** Not Applicable

41. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

42. DIFFERENCE IN VALUATION:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

43. MATERNITY BENEFIT:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

44. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contributions made by employees at all levels, towards the continued growth and prosperity of your Company. Directors also take this opportunity to convey their gratitude to all the valued shareholders of the Company and to the Bankers for their valuable services.

45. CAUTIONARY STATEMENT:

The statements contained in the Board's Report and Management Discussion and Analysis Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable securities, laws and regulations.

Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

**By and on behalf of the Board of Directors
For Popees Cares Limited
(Formerly known as Archana Software Limited)**

**Date: 14th August 2025
Place: Chennai**

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

**Sd/-
Linta Purayidathil Jose
Whole-time Director
DIN: 06413031**

**Form No. MR-3
Secretarial Audit Report**

For the Financial Year Ended on 31st March, 2025

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Popees Cares Limited
Land Marvel Nest, First Floor, No. 3,
First Main Road, Indira Nagar,
Chennai, Tamil Nadu, 600020.

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Popees Cares Limited** having its registered office at Land Marvel Nest, First Floor, No. 3, First Main Road, Indira Nagar, Chennai, Tamil Nadu, 600020 (hereinafter called "**the Company**") during the financial year from 01st April, 2024 to 31st March, 2025 (the year/ audit period/ period under review).

We have conducted the Secretarial audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/ statutory compliances and expressing our opinion thereon.

We are issuing this report based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management.

We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2025, generally 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:

1.1. We have examined the books, papers, minute books, forms, and returns filed and other records made available to us and maintained by the Company for the financial year ended on 31st March, 2025, according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) Secretarial Standards (SS-1) on "Meetings of the Board of Directors" and Secretarial Standards (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India;
- (iii) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (vi) The following Regulations and Guidelines are 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.

- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, to the extent of the Listed Entity engaging the RTA;
 - g) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- (vii) The following are the industry specific laws applicable to the Company, as identified and informed by the Management:
- a) The Trademarks Act, 1999.
 - b) The Patents Act, 1970.
 - c) The Shops and Establishments Act, 1953.
 - d) The Minimum Wages Act, 1948
- 1.2 In relation to the period under review, the Company has, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us, complied with the laws mentioned in clauses (i) to (vi) of paragraph 1.1 above except for:
- a) There were minor delays in filing of few forms with the Registrar of Companies (ROC)/Ministry of Corporate Affairs (MCA) during the year under review. However, these forms were subsequently filed with the prescribed additional fees.
 - b) The previous Company Secretary and Compliance Officer of the Company resigned with effect from April 27, 2024. The Company was unable to fill the resultant vacancy within the prescribed timeline as stipulated under Section 203 of the Companies Act, 2013 and Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Consequently, a SOP fine amounting to ₹1,08,560 was levied by BSE Limited on February 22, 2025. However, the Company has paid the fine in full on February 28, 2025 and appointed Mrs. Divya P S as the Company Secretary and Compliance Officer in its Board meeting held on January 16, 2025, with effect from the same date.
 - c) The Company is yet to maintain functional website as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - d) The Chief Financial Officer (CFO) of the Company resigned with effect from July 3, 2024. As of the date of this report, the Company has not appointed a new CFO, resulting in non-compliance with the provisions of Section 203 of the Companies Act, 2013, regarding the filling of such vacancy.
 - e) There was a delay in the submission of the Shareholding Pattern as required under Regulation 31 of the SEBI (LODR) Regulations, 2015 for the quarter ended December 31, 2024. As a result, a SOP fine of ₹4,720 was levied by BSE Limited on February 15, 2025, and the same was duly paid by the Company on February 17, 2025.

f) The Company is yet to strictly comply with Secretarial Standard – 1 and Secretarial Standard – 2.

1.3 Generally complied with the laws specifically applicable to the Company mentioned in sub-paragraph (vii) of paragraph 1.1.

1.4. We are informed that, during/ in respect of the year, no events have occurred which required the Company to comply with the following laws/ rules/ regulations and consequently was not required to maintain any books, papers, minute books or other records or file any forms/ returns under the same:

a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

b) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

2. Board Processes:

We further report that:

2.1 The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors, and Independent Directors during the Financial Year 2024-25.

2.2 There were changes in the composition of the Board of Directors during the period under review and were carried out in compliance with the provisions of the Act.

2.3 Adequate notice is given to all directors to schedule the Board Meetings at least seven days in advance/consent of directors was received for meetings held at a shorter notice, if any. The agenda and detailed notes on the agenda were also circulated to the Board members prior to the meetings.

2.4 A system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and

2.5 As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions and views of the Board have been recorded.

3. Compliance mechanism:

We further report that:

3.1 There are adequate systems and processes in the Company commensurate with its size and operation to monitor and ensure compliance with all applicable laws, including labour laws, environmental laws, and other industrial-specific laws applicable to the Company.

- 3.2 The compliance by the Company of applicable finance 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 Audit and other designated professionals.

4. Specific Events/Actions:

We further report that during the audit period the following specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. took place:

- a) The name of the Company was changed from 'Archana Software Limited' to 'Popees Cares Limited' w.e.f. April 05, 2024 post approval from Registrar of Companies (ROC), Central Processing Centre (CPC).
- b) Resignation of Mr. Josmin Jose from the position of Company Secretary and Compliance Officer w.e.f. April 27, 2024.
- c) The Board at its meeting held on May 06, 2024, approved the availment of a short-term loan from the Directors up to Rs. 20 Crores.
- d) Appointment of Mr. Suresh Thekkemalaikkal Ramakrish Achary, (DIN- 01859728) as Non-executive Independent director through Postal Ballot on July 05, 2024.
- e) Adoption of new Memorandum of Association and Articles of Association as per the provisions of the Companies Act, 2013 through Postal Ballot dated July 05, 2024.
- f) Approval of Related party transactions with Popees Baby Care Products Private Limited, Popees Fashions India Private Limited, Popees India Private Limited, Popees Baby Care LLP, Seataal Properties Private Limited, Esthana Designs (OPC) Private Limited through Postal Ballot dated July 05, 2024.
- g) Approval of Borrowing limits from Directors, Banks, Financial Institutions, and other lenders through a Postal Ballot dated July 05, 2024.
- h) Creation of Security on the properties of the Company, both present and future, in favour of Lenders through a Postal Ballot dated July 05, 2024.
- i) Approval of Brand Royalty Agreement with Mr. Shaju Thomas, Promoter and Director of the company through Postal Ballot dated July 05, 2024.
- j) Resignation of Mr. Rahul Mohan from the position of Chief Financial Officer w.e.f. 03rd July 2024.
- k) Appointment of M/s. Mahesh C Solanki & Co, Chartered Accountants as the Statutory Auditor of the Company to hold the office from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting in AGM held on 28th September, 2024.
- l) Appointment of Ms. Divya PS (Membership No. A66124) as the Company Secretary and Compliance Officer of the Company, w. e. f. January 16, 2025 in Board meeting held on January 16, 2025.
- m) Change in Designation of Ms. Linta Purayidathil Jose (DIN: 06413031) from "Non-Executive Director" to "Whole-time Director" w.e.f. February 12, 2025 in Board meeting held on February 12, 2025.
- n) Change in Designation of Mr. Shaju Thomas (DIN: 06412983) from the position of "Managing Director" to "Director" w.e.f. February 12, 2025 in Board meeting held on February 12, 2025.
- o) Reconstitution of Nomination and Remuneration Committee as per the provisions of the Companies Act 2013 and SEBI(LODR) Regulations 2015 w.e.f February 12, 2025.
- p) The company has received approval from BSE Limited for Re-classification of its Promoters/Promoters Group from "Promoter" category to "public" category on 05th March 2025. The Outgoing promoter, Mr. Vasanth Kumar, holding Nil shares of the Company, was reclassified from the "Promoter" category to the "Public" Category".

The following vents have occurred in the period after the end of financial year till the date of signing of this report:

- a) Appointment of Mr. Omkar Mundhara as Additional Non-Executive Independent Director at its board meeting held on 30th May, 2025 w.e.f 16th June 2025.
- b) Appointment of Mrs. Sumita Mishra as Additional Non- executive Independent Director at its board meeting held on 30th May, 2025 with effect from the same date.
- c) Reconstitution of Board/ Committee thereof at its Board meeting held on 6th June, 2025 with effect from 15th June, 2025.
- d) The Board at its meeting held on 6th June, 2025 approved Reduction of Share Capital of the Company due to accumulated business losses to the extent of 99 % of the Paid-up Capital of the company subject to shareholders approval in the ensuing AGM.

Place: Chennai
Date: 13.08.2025

For Lakshmmi Subramanian and Associates
Practicing Company Secretaries

Sd/-
S. Vasudevan
Partner
FCS No. : 9495
C.P. No. : 27636
Peer Review Certificate No: 6608/2025
UDIN:F009495G000995700

Annexure

**(To the Secretarial Audit Report of Popees Cares Limited for the financial year ended on
31st March, 2025)**

To,
The Members,
Popees Cares Limited
Land Marvel Nest, First Floor, No. 3,
First Main Road, Indira Nagar,
Chennai, Tamil Nadu, 600020

Our Secretarial Audit Report for the financial year ended 31st March, 2025 is to be read along with this Annexure.

1. Maintenance of Secretarial record and ensuring compliance with all applicable laws 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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on 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. Wherever required, we have obtained the Management representation about financial information, the compliance of law, rules and regulation and happening of certain events etc.
5. The compliance of the provisions of other laws, rules, regulation, standards specifically applicable to the Company is the responsibility of the management. Our examination was limited to the verification of system implemented by the Company on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 13.08.2025

For Lakshmmi Subramanian and Associates
Practicing Company Secretaries

Sd/-
S. Vasudevan
Partner
FCS No. : 9495
C.P. No. : 27636
Peer Review Certificate No: 6608/2025
UDIN:F009495G000995700

DETAILS OF RELATED PARTY TRANSACTIONS

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for 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

Details of contracts or arrangements or transactions not at arm's length basis- **Nil**

Details of material contracts or arrangement or transactions at arm's length basis. Please refer to Significant accounting policies 2(u) of the Notes on Accounts forming part of the standalone Financial Statements- **Nil**

**By and on behalf of the Board of Directors
For Popees Cares Limited
(Formerly known as Archana Software Limited)**

Date: 14th August 2025

Place: Chennai

Sd/-

Mr. Shaju Thomas

Director

DIN: 06412983

Sd/-

Linta Purayidathil Jose

Whole-time Director

DIN: 06413031

Certificate of 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,

The Members of,

Popees Cares Limited

Land Marvel Nest, First Floor, No.3, First Main Road, Indira Nagar
Adyar, Chennai, Tamil Nadu-600020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Popees Cares Limited** having CIN: L17120TN1994PLC029226 and having its registered office at Land Marvel Nest, First Floor, No. 3, First Main Road, Indira Nagar, Adyar, Chennai, Tamil Nadu-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, for the year ended 31st March 2025.

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 ended on March 31, 2025 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.

S. No	Name of Director	Designation	DIN	Date of Original Appointment in Company
1.	Mr. Shaju Thomas	Director	06412983	09/11/2023
2.	Mrs. Linta Purayidathil Jose	Whole-Time Director	06413031	09/11/2023
3.	Mr. Suresh Menon	Director	06914200	09/11/2023
4.	Mr. Sivadas Chettoor	Independent Director	01773249	09/11/2023

5.	Mrs. Indu Kamala Ravindran	Independent Director	09252600	09/11/2023
6.	Mr. Suresh Thekkemalaikkal Ramakrish Achary	Independent Director	01859728	10/02/2024

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express our 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: 13.08.2025

For Lakshmmi Subramanian and Associates
Practicing Company Secretaries

Sd/-

S. Vasudevan
Partner
FCS No.: 9495
C.P. No.: 27636
Peer Review Certificate No.: 6608/2025
UDIN: F009495G000995711

INDEPENDENT AUDITOR'S REPORT

To the members of **POPEES CARE LIMITED**

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of **POPEES CARES LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March 2025, and the Statement of Profit and Loss, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 '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 31st March, 2025, and Loss for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these 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 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 for safeguarding of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

- a) Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.
- b) Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards will always detect a material misstatement when it exists.
- c) Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. And we also,
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for, one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit 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 entity's internal control.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to

modified our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern..

- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the **Companies (Auditor's Report) Order, 2020** (the Order) issued by the Central Government of India in terms of sub-section (11) of section 43 of the Companies Act, 2013, we give in the '**Annexure A**' statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 balance sheet the statement of profit and loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;;

- d) In our 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 March 31, 2025 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company with reference to the financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
 - iv. (a) The Managements has represented that to the best it's knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities Intermediaries, with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Managements has represented that, to the best it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and;
 - (c) Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us of the company which is incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.



Mahesh C. Solanki & Co.
Chartered Accountants

- v. The Company has not declared or paid dividend during the year.
- vi. Based on our examination carried out in accordance with the Implementation Guidance on Reporting on Audit Trail under Rule 1f(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 Edition) issued by the Institute of Chartered Accountants of India, the Company is using the accounting software for maintaining its books of account which is not having the required feature of recording the audit trail (edit log) facility throughout the year for all relevant transactions recorded in the respective software. Hence we are unable to comment on audit trail feature of the said accounting software.

Date: 30-05-2025

Place: Chennai

For Mahesh C Solanki & Co.,

Chartered Accountants

FR No. 006228C



CA Vinay Kumar Jain

Partner

M No. 232058

UDIN: 25232058BMKUVE3987



Annexure A – Additional Information annexed to the Auditor's Report to the Members of the company on the Financial Statements for the year ended 31st March 2025

- i. In respect of its Property, Plant and Equipment and Intangible assets:
- a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not hold any Intangible assets.
- b) In our opinion, all the Property, Plant and Equipment have been physically verified by the Management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies between the book records and Physical Verification were noticed.
- c) No Immovable Property are held by the company as on 31st March 2025, Accordingly, clause i(c) of the Order is not applicable.
- d) The Company has not revalued its Property, Plant and Equipment or Intangible assets or both during the year.
- e) There is no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 19SS (45 of 1988) and rules made thereunder.
- ii. In respect of its inventories:
The Company does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of examination of records, the company has not made any investments, provided any guarantee or security nor granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnerships during the year and accordingly the provisions of Clause 3(iii) of the said Order are not applicable to the Company.
- iv. The company has not granted any loans, investments, guarantees, and security covered under the provisions of section 185 and 186 of the Companies Act, 2013 and hence this clause is not applicable to the company.
- v. The Company has not accepted any deposits from the public. So, the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, are not applicable to the Company.



- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, for any of the services rendered by the Company. Thus, reporting under clause 3 (vi) of the Order is not applicable to the Company.
- vii. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues, including Provident Fund, Employees State Insurance, Income tax, Service tax, Goods and Service Tax, cess, and other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, there are no arrears of statutory dues which are outstanding as at 31st March 2025 for a period of more than six months from the date they became payable.
- (b) In our opinion and according to the information and explanations given to us, there are no dues of Income Tax, Service tax and Goods and Service tax which have not been deposited on account of any dispute.
- viii. In our opinion and according to the information and explanation given to us, there is no such transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of dues to any financial institution or bank as at the balance sheet date.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans. Accordingly, clause 3(ix) (c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short term basis have not been used for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).



Mahesh C. Solanki & Co.
Chartered Accountants

- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x) (a) of the Order is not applicable.
(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x) (b) of the Order is not applicable.
- xi. (a) To the best of our knowledge and belief and according to the information and explanations given to us, during the year, no fraud by the Company and no material fraud on the Company were noticed or reported during the course of our audit.
(b) There is no report under sub-section (12) of section 143 of the Companies Act has been filed by the us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
(c) According to the information and explanations given to us, the company has not received any whistle-blower complaints during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and Section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them in compliance with the provisions of Section 192 of the Companies Act, 2013. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. (a) The company is not a Banking company or NBFC, there is no liability to obtain registration under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi) (a) of the Order is not applicable.
(b) The company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, clause 3(xvi) (b) of the Order is not applicable.



(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence clause xvi (c) of the Order is not applicable.

(d) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence clause xvi (d) of the Order is not applicable.

xvii. The Company has incurred cash loss of Rs.4,231.04 thousands in the current financial year 2024-25 and cash loss of Rs.27,959.84 thousands in the immediately preceding financial year 2023-24.

xviii. There has been no resignation of the statutory auditors during the year.

xix. The Management of the Company through an open offer in compliance with Regulation 3 & 4 of the SEBI SAST Regulation 2011 was changed September 2023. Post the said change of management, the Board proposed and considered the restructuring of the capital of the company as the accumulated business losses were more than the capital of the company. The Company presently proposed capital reduction to the extent of 99% of the issued and subscribed capital of the Company. The Board represented that post the completion of proposed restructuring of capital of the Company, the promoter and potential investors will infuse fresh funds.

The Company initiated necessary business models and entered MOUs with parties to commercially trade in supply of Garment's (Baby products).

REDUCTION OF CAPITAL:

The Board proposed to reduce issued and paid-up capital of the company by 99%. The present paid up capital of the company of Rs.60,439,500/- consist of 6,043,950 equity shares of face value of Rs.10/- each and unpaid capital will be reduced by Rs.59,840,000 out of the accumulated business losses of Rs.62,722,290/-. Post reduction of capital will be consist of Rs.5,99,500 consist of 59,950 equity shares of Rs.10/- each.

xx. (a) The provisions of Sec 135 of the Act is not applicable to the company, since it does not meet the eligibility criteria for CSR activity. And hence this clause is not applicable to the company and the company is not required to transfer any unspent amount pertaining to the year under report to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub section (5) of section 135 of the said Act.

(b) There is no such amount remaining unspent under subsection (5) of section 135 of the Companies Act, pursuant to any ongoing project, has been transferred to special account in compliance with the provision of subsection (6) of section 135 of the said Act.



Mahesh C. Solanki & Co.
Chartered Accountants

- xxi. There is no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies.

Date: 30-05-2025

Place: Chennai

For Mahesh C Solanki & Co.,

Chartered Accountant

FR No. 006228C



CA Vinay Kumar Jain

Partner

M No. 232058

UDIN: 25232058BMKUVE3987

Annexure B to The Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013

We have audited the internal financial controls with reference to the Financial Statements of **POPEES CARES LIMITED** as of 31st March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal



financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting with reference to these financial statements.

Meaning Of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Mahesh C. Solanki & Co.

Chartered Accountants

Opinion

In our opinion, the Company has an internal financial controls system with reference to Ind AS financial statements which are operating effectively, design whereof needs to be enhanced to make it comprehensive. Based on verification of process control matrices, made available to us for the financial year under report and thereafter, in our opinion considering the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note, appropriate documentation thereof needs to be strengthened to make the same commensurate with the size of the Company and nature of its business.

Date: 30-05-2025

Place: Chennai

For Mahesh C Solanki & Co.,

Chartered Accountant

FR No. 006228C



CA Vinay Kumar Jain

Partner

M No. 232058

UDIN: 25232058BMKUVE3987

POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994P1.C029226)

Corporate Office: Nahala Building, Near Emax Theatre, Velliparamba, Calicut Medical College, Kozhikode, Kerala-673 008

Balance Sheet as at March 31, 2025

(Rupees in thousands)

	PARTICULARS	Note no	31st March 2025	31st March 2024
I.	ASSETS			
(1)	NON CURRENT ASSETS			
	(a) Property, Plant and Equipment	3	134.53	192.54
	(b) Capital Work-in Progress		-	-
	(c) Other Intangible assets		-	-
	(d) Investment	5	-	-
	(e) Financial Assets		-	-
	(f) Deferred Tax Asset		-	-
	(g) Other non current assets		-	-
	TOTAL NON CURRENT ASSETS		134.53	192.54
(2)	CURRENT ASSETS			
	(a) Inventories	4	-	-
	(b) Financial Assets	8	-	-
	Trade receivables	6	-	-
	Cash and cash equivalent	7	532.50	403.32
	(c) Current tax assets	8	1,731.19	829.68
	(d) Other Current assets	8	-	-
	TOTAL CURRENT ASSETS		2,263.69	1,233.00
	TOTAL ASSETS		2,398.21	1,425.54
II.	EQUITY AND LIABILITIES			
(1)	EQUITY			
	(a) Equity share capital	9	60,442.50	60,439.50
	(a) Other equity	10	(66,903.33)	(62,722.29)
	TOTAL EQUITY		(6,460.83)	(2,282.79)
(2)	NON CURRENT LIABILITIES			
	(a) Financial liability		-	-
	(b) Provisions		-	-
	(c) Deferred Tax liabilities	11	-	-
	TOTAL NON CURRENT LIABILITIES		-	-
(3)	CURRENT LIABILITIES			
	(a) Financial liability (Payable to Promoter)	12	-	-
	(b) Trade Payable		-	-
	(c) Other current liabilities	12	8,840.51	3,593.32
	(d) Provisions	13	-	115.00
	(e) Current tax liabilities	12	18.54	-
	TOTAL CURRENT LIABILITIES		8,859.05	3,708.32
	TOTAL EQUITY AND LIABILITIES		2,398.21	1,425.54

Notes 1 to 32 form an integral part of the financial statements as per our report of even date attached.

For Mahesh C Solanki & Co
Chartered Accountants
FRN No.006228C

CA Vinay Kumar Jain
Partner /Memb No.232058
UDIN:
Place: Kozhikode, Kerala
Date: 30-05-2025



For Popees Cares Limited

Linta P Jose
(DIN: 06413031)
(Director)

Shaju Thomas
(DIN: 06412983)
(Director)

CS Divya PS
Company Secretary
M.No.: A66124



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

Corporate Office: Nahala Building, Near Emax Theatre, Velliparamba, Calicut Medical College, Kozhikode, Kerala-673 008

Statement of Profit and Loss for the year ended March 31, 2025

(Rupees in thousands)

	PARTICULARS	Note no	31st March 2025	31st March 2024
	Income			
(1)	Revenue from operations	14	-	-
(2)	Other Income		31.65	-
	Total Income		31.65	-
(3)	Expenses			
	Cost of Material Consumed		-	-
	Cost of Materials Consumed		-	-
	Purchase of stock in trade		-	-
	Changes in inventories of Finished goods	15	-	-
	Excise duty		-	-
	Employee Benefit Expenses	16	137.75	149.55
	Finance Cost		-	-
	Depreciation & Amortisation Expenses	03	68.01	33.21
	Other Expense	17	4,009.93	27,810.29
	Total Expenses		4,215.69	27,993.05
(4)	Profit before tax		(4,184.04)	(27,993.05)
(5)	Tax expense	18		
	Income tax		-	-
	Current tax		-	-
	Deferred tax		-	(3,528.38)
	Total Tax expenses		-	-
(6)	Profit for the period (after tax)		(4,184.04)	(24,464.67)
(7)	Other Comprehensive Income		-	-
(8)	Total Comprehensive Income (6+7)		(4,184.04)	(24,464.67)
(9)	Earnings per Share of RS.10/-each	19	(0.69)	(4.05)

Notes 1 to 32 form an integral part of the financial statements as per our report of even date attached.

For Mahesh C Solanki & Co
Chartered Accountants
FRN No.006228C

Vinay Kumar Jain
CA Vinay Kumar Jain
Partner /M No.232058
UDIN:
Place: Kozhikode, Kerala
Date: 30-05-2025



For Popees Cares Limited
Linta P Jose
Linta P Jose
(DIN: 06413031)
(Director)
Shaju Thomas
Shaju Thomas
(DIN: 06412983)
(Director)
CS Divya PS
CS Divya PS
Company Secretary
M.No.: A66124



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

Corporate Office: Nahala Building, Near Emax Theatre, Velliparamba, Calicut Medical College, Kozhikode, Kerala-673 008

Statement of Cash Flows for the year ended March 31, 2025

(Rupees in thousands)

	PARTICULARS	Note no	31st March 2025	31st March 2024
(A)	Cash Flow from Operation Activities			
	Net Profit before tax and extraordinary items		(4,184.05)	(27,993.05)
	Adjustments for:			
	Depreciation		68.01	33.21
	Bad debts written off		-	14,060.86
	Inventories written off		-	9,222.26
	Operating Profit before working capital charges		(4,116.04)	(4,676.72)
	Adjustments for:			
	Decrease / (Increase) in inventories		-	-
	Decrease / (Increase) in trade receivables		-	1,337.95
	Decrease / (Increase) in other current assets		(1,137.51)	(110.59)
	Decrease / (Increase) in loans and advances		236.00	-
	Decrease / (Increase) in trade payables		245.45	-
	Decrease / (Increase) in other current liabilities		5,020.28	3,365.63
	Decrease / (Increase) in provisions		(115.00)	115.00
	Cash generated from operations		133.18	31.28
	Interest paid		-	-
	Direct taxes paid		-	-
	Cash flow before extraordinary item		-	-
	Extraordinary item (Net)		-	-
	Net Cash from operating activities		133.18	-
(B)	Cash Flow from Investing Activities			
	Purchase of Fixed Assets		(10.00)	(225.75)
	Fixed Assets written off		-	80.10
	Investments Written Off		-	4.00
	Purchase of Investments		-	-
	Interest Received		-	-
	Dividend Received		-	-
	Net Cash used in Investing Activities		-	-
	Net Cash from operating activities		(10.00)	(141.65)
(C)	Cash Flow from Finance Activities			
	Proceeds from issue of share capital		6.00	-
	Proceeds from long term borrowings		-	-
	Dividend paid		-	-
	Net Cash used in Finance Activities		-	-
	Net Cash from Finance activities		6.00	-
	Net Increase in Cash & cash equipment [A+B+C]		129.18	(141.65)
	Cash and cash equivalent as at (Opening balance)		403.32	513.69
	Cash and cash equivalents as at (Closing balance)		532.50	372.04

Notes 1 to 32 form an integral part of the financial statements as per our report of even date attached.

For Mahesh C Solanki & Co
Chartered Accountants
FRN No.006228C

CA Vinay Kumar Jain
Partner / Memb No.232058
UDIN:
Place: Kozhikode, Kerala
Date: 30-05-2025



For Popees Cares Limited

Vinay P. Jose
(DIN: 06413031)
(Director)

Shanu Thomas
(DIN: 06412983)
(Director)

CS Divya PS
Company Secretary
M.No.: -A66124



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

Corporate Office: Sahala Building, Near Emax Theatre, Velliparamba, Calicut Medical College, Kozhikode, Kerala-673 008

Statement of Changes in Equity for the year ended March 31, 2025

Rupees in thousands

A. Equity share capital

(1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
60,439.50	-	-	3	60,442.50

(2) Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
60,439.50	-	-	-	60,439.50

B. Other equity

(1) Current Reporting Period

	Reserves and Surplus	Other comprehensive income	Total
	Retained Earnings	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of Current reporting period	(62,722.29)	-	(62,722.29)
Profit/(Loss) for the period	(4,184.05)	-	(4,184.05)
Other comprehensive income / (losses)	0	-	-
Total comprehensive income	(66,906.33)	-	(66,906.33)
Dividends	-	-	-
Balance at the end of the current reporting period	(66,906.33)	-	(66,906.33)

(2) Previous Reporting Period

	Reserves and Surplus	Other comprehensive income	Total
	Retained Earnings	Equity Instruments through Other Comprehensive Income	
Balance at the beginning of Previous reporting period	(38,257.62)	-	(38,257.62)
Profit/(Loss) for the period	(24,464.67)	-	(24,464.67)
Other comprehensive income / (losses)	0	-	-
Total comprehensive income	(62,722.29)	-	(62,722.29)
Dividends	-	-	-
Balance at the end of the Previous reporting period	(62,722.29)	-	(62,722.29)

Notes 1 to 32 form an integral part of the financial statements

As per our report of even date attached

For Mahesh C Solanki & Co.,

Chartered Accountants

FRNo.0062280

CA Vinay Kumar Jain

Partner Mem No. 232058

UDIN:

Place: Kozhikode, Kerala

Date: 30-05-2025



For Popees Cares Limited

Linta P Jose

(DIN: 0641303)

(Director)

Shaju Thomas

(DIN: 06412983)

(Director)

CS Divya PS

Company Secretary

M.No.: A66124



NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

Note:3 Property, Plant, Equipment & Intangible Assets Statement:									
Description	Gross Block			Depreciation			Net Block		
	As At 31.03.2023	Additions	Deletions	As At 31.03.2024	Upto 31.03.2023	Current Year Adjustments	As At 31.03.2024	As At 31.03.2024	As At 31.03.2023
Office Equipments	762.00	-	0.00	762.00	762.00	-	762.00	-	0.00
Electrical Fittings	94.85	-	0.00	94.85	94.85	-	94.85	-	0.00
Furniture & Fittings	584.33	-	0.00	584.33	584.33	-	584.33	-	0.00
Air Conditioner	80.75	-	0.00	80.75	80.75	-	80.75	-	0.00
Computer & Accessories	1,057.75	0.00	-	1,057.75	994.02	40.25	1,034.27	23.48	63.73
Intangible Assets	161.02	10.00	-	171.02	32.20	27.76	59.96	111.06	128.82
Total	2,740.70	10.00	0.00	2,750.70	2,548.15	68.01	2,616.16	134.54	192.55
Previous Year	-	-	-	2,740.70	-	-	2,548.15	192.55	-

Note:

Methods of depreciation adopted are as follows.

- Depreciation on tangible assets have been made in line with the requirement under Schedule II of the Companies Act 2013.
- Depreciation has been charged on written down value method for all assets under plant & Machinery, furniture & fixtures, computer and accessories, and electrical fittings after retaining residual value of 5% of the cost, over the useful lives of the assets prescribed in the Act.
- Intangible asset Trademark, Software, Website etc. is to be written off over 5 years.



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

PARTICULARS	31st March 2025	31st March 2024
Note No-4: Inventories		
Stock in trade	-	-
TOTAL	-	-
Note No-5: Investments		
Investment in Shares	-	-
TOTAL	-	-
Note No-6: Trade receivables		
Unsecured, Considered Good	-	-
TOTAL	-	-
Note No-7: Cash and Cash equivalent		
Balance with bank in current Accounts	296.28	167.10
Cash on hand	236.22	236.22
TOTAL	532.50	403.32
Note No-8: Other Current Assets		
Secured and considered good	-	-
Security Deposit	-	-
GST A/C	1,495.19	829.68
Advance to others	236.00	-
TOTAL	1,731.19	829.68
Note No-9: Equity share Capital		
Authorised shares		
2,00,00,000 Equity shares of Rs.10/- each	2,00,000.00	70,000.00
Issued shares		
60,66,700 Equity shares of Rs.10/- each	60,667.00	60,667.00
Subscribed and paid-up		
60,66,700 Equity shares of Rs.10/- each	60,667.00	60,667.00
Less : Calls unpaid	224.50	227.50
Add : Share Application Money Received	-	-
TOTAL	60,442.50	60,439.50
Note No-9(a): Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting period.		
A) No. of Equity Shares subscribed and paid-up		
At the beginning of the period	6,066.70	6,066.70
Add: Issued during the period	-	-
Outstanding at the end of the period	6,066.70	6,066.70
B) Amount paid up on the above shares		
At the beginning of the period	60,439.50	60,439.50
Add: Received during the period	3.00	-
Outstanding at the end of the period	60,442.50	60,439.50



POPEES CARES LIMITED
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NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

Note No-9(b): The company has only one class of equity shares having a par value of Rs.10/-each at Balance Sheet date. Each holder of equity shares is entitled to one vote per share.		
Note No-9(c): List of Shareholders holding more than 5% shares in the Company.		
	As at March 31,2025	
	No.of shares	Percentage
Equity shares:		
Shaju Thomas	9,83,926.00	16.22
Linta Purayidathil Jose	3,27,975.00	5.41
S.Kaliappan	5,08,200.00	8.38
	18,20,101.00	30.00
	As at March 31,2024	
	No.of shares	Percentage
Equity shares:		
S.Kaliappan	5,08,200.00	8.38
Vasanth Kumar	13,11,101.00	21.61
	18,19,301.00	29.99
	As at March 31,2025	
	No.of shares	Percentage
Note No-9(d): Shareholding of promoter and promoter group.		
Promoter Shaju Thomas (% of change during the year 100%)	9,83,926.00	16.22
Linta Purayidathil Jose (% of change during the year 100%)	3,27,975.00	5.41
Vasanth Kumar (% of change during the year -100%)	-	-
	13,11,901.00	
Note No-10: Other Equity		
General reserve		
Balance beginning of the financial year	250.00	250.00
Addition during the year	-	-
Securities premium reserve		
Balance at the beginning of the financial year	30,439.50	30,439.50
Addition during the year	3.00	-
Surplus / (deficit) in statement of Profit and Loss		
Balance at the beginning of the financial year	(93,411.79)	(68,947.12)
Addition during the year	(4,184.05)	(24,464.67)
TOTAL	(66,903.34)	(62,722.29)
Note No-11: Deferred tax Asset /(Liabilities)		
Balance at the beginning of the financial year	-	-
Deferred Tax Assets on		
Fixed Assets	-	-
Business Losses	-	-
Unabsorbed Depreciation	-	-
TOTAL	-	-
Note No-12: Other Current Liabilities		
Audit Fees payable	15.00	-
TDS Payable	18.54	91.23
GST Payable	-	-
Trade Payable	245.45	-
Other payables	173.72	239.88
Directors Loan	8,406.33	3,259.21
TOTAL	452.71	334.11
Note No-13: Provisions		
Provision for Audit Fees	-	115.00
TOTAL	-	115.00



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

Note No-14: Revenue from Operation		
Sale of fabric / Others	31.65	-
TOTAL	31.65	-
Note No-15: Changes in inventories		
Inventories at the end of the financial year	-	-
Inventories at the beginning of the financial year (It is written off fully)	-	-
TOTAL	-	-
Note No-16: Employee benefit expenses		
Salary	137.75	149.55
TOTAL	137.75	149.55
Note No-17: Other Expenses		
Rent	1,260.00	-
Bad Debts Written Off	-	14,060.86
Inventories Written off	-	9,222.26
Professional Charges	471.58	1,579.00
ROC Filing Charges	-	975.85
Annual listing fees	325.00	625.00
Printing & Stationery	-	331.60
Write Off	-	346.26
Audit Fee & Expenses	-	122.00
Tender Offer Expenses	-	100.00
Advertisement Charges	85.72	87.12
Fixed Assets Write Off	-	80.10
Annual custody fees	31.65	62.61
Companies Expenses	17.24	61.40
Reclassification Processing Fees	-	50.00
Regulatory Compliance Expenses	22.50	50.00
Rate & Taxes	28.72	34.60
E-Voting Charges	45.20	20.59
Miscellaneous Expenses	-	1.04
Internal Audit Fee	60.00	-
Fine & Penalty	1,436.91	-
Legal Expenses	24.82	-
Travelling Expenses	14.18	-
Electricity Charges	173.54	-
Office Expenses	8.53	-
Bank Charges	4.35	-
TOTAL	4,009.94	27,810.29
Note No-18: Tax Expenses		
Current tax	-	-
Current tax expense relating to previous years	-	-
B/T Deferred Tax Liability @ 1-4-2023 Written Off (income)	-	(3,528.38)
Tax effect recognised in OCI	-	-
TOTAL	-	(3,528.38)
Note No-19: Earnings per share of Rs.10/- each		
Net profit / (loss) for the year after tax	(4,184.05)	(24,464.67)
Dividend on cumulative preference shares not provided for	-	-
Paid up Equity Share Capital in values	60,442.50	60,439.50
Face value per share (in ₹)	10.00	10.00
Earnings per Equity Share of Rs.10/each	(0.69)	(4.05)



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rapees in thousands

20. Related party transactions

Disclosure as required by Ind AS 24 and Companies Act, 2013 "Related Party Disclosures" are given below:

Names of related parties

I. Key Managerial Personnel

- 1 Shaju Thomas, Director ***
- 2 Linta Purayidathil Jose, Director ***
- 3 Suresh Menon, Director ***
- 4 Divya PS, Company Secretary ***
- 5 Sivudas Chettoor, Director ***
- 6 Indu Kamala Ravindran, Director ***
- 7 Suresh Thekkemalaikkal Ramakrish Achary, Director ***

II. Enterprises over which directors have significant influence

- 1 POPEES BABY CARE PRODUCTS PRIVATE LIMITED
- 2 POPEES FASHIONS PRIVATE LIMITED
- 3 POPEES FASHIONS INDIA PRIVATE LIMITED
- 4 SEATALAL PROPERTIES PRIVATE LIMITED
- 5 OURKIDS MEDIA PRIVATE LIMITED
- 6 POPEES BABY CARE LLP
- 7 POPEES AUTOMOTIVE LLP
- 8 BIZLIKE PROJECTS LLP

Material transactions with related parties:

	Name of related Party	Nature	Opening Balance as on 01.04.24	Received during the above period	Paid during the above period	Closing balance as on 31.03.24
1	Shaju Thomas, Managing Director	Loan from Director	3,259.21	5,147.13		8,406.33
2						
3						
			3,259.21	5,147.13	-	8,406.33

*** Note

	Resignation date
Vasanth Kumar	09-11-2023
Arjunnaraja Vishnusankar, Director	09-11-2023
C Raj Mohan, CFO	09-11-2023
PR Krishnan, Company Secretary	09-11-2023
Josmin Jose, Company Secretary	27-04-2024
Rahul Mohan, CFO	03-07-2024
	Appointment Date
Shaju Thomas, Managing Director	09-11-2023
Linta Purayidathil Jose, Director	09-11-2023
Suresh Menon, Director	09-11-2023
Divya P.S, Company Secretary	16-01-2025
Sivudas Chettoor, Director	09-11-2023
Indu Kamala Ravindran	09-11-2023
Suresh Thekkemalaikkal Ramakrish Achary, Director	10-02-2024



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PL1029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

Rupees in thousands

20A Related Party Disclosure														
Particulars	Parent (as per ownership)		Subsidiaries		Associates / Joint ventures		Key Managerial Persons		Relative of Key Managerial Person		Other		Total	
	CY	PY	CY	PY	CY	PY	CY	PY	CY	PY	CY	PY	CY	PY
Borrowings	-	-	-	-	-	-	5,147.13	3,259.21	-	-	-	-	8,406.34	-
Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Placement of Deposits	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Advances	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Purchase of fixed assets /														
Other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest Paid	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest received	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Salary	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	5,147.13	-	-	-	-	-	3,259.21	-



POPEES CARES LIMITED
(Formerly known as Archana Software Limited)
CIN: L17120TN1994PLC029226)

NOTES FORMING PART OF FINANCIAL STATEMENTS

- 21 The Previous year's figures have been regrouped/ rearranged wherever necessary to conform to the current year's classification/disclosure
- 22 In the opinion of the management and to the best of their knowledge and belief, the value on realisation of Trade Receivables, Trade payables, Parties accounts and Other current assets in the ordinary course of business will not be less than the amounts at which they are stated in the Balance Sheet.
- 23 There is no liability on account of contracts to be executed on capital accounts as at the balance sheet date.
- 24 The company has not provided for current tax as the management is of the opinion that there is no taxable income during the year.
- 25 There are no transactions with struck off companies under section 248 or 560
- 26 No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
- 27 The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules
- 28 There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237 of the Companies Act 2013
- 29 The company has not advanced/loaned/invested or received funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- 30 There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
- 31 The company is not covered under section 135 of the Companies Act 2013
- 32 The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

As per our even date attached

For Mahesh C Solanki & Co.,

Chartered Accountants

FRNo.006228C

Vinay Kumar

CA Vinay Kumar Jain
Partner / Memb No.232058

UDIN:

Place: Kozhikode, Kerala

Date: 30-05-2025



For Popées Cares Limited

Linta P Jose
(DIN: 06413031)
(Director)

Shaju Thomas
(DIN: 06412983)
(Director)

CS Divya PS
CS Divya PS
Company Secretary
M.No.:-A66124

