



ERP SOFT SYSTEMS LIMITED

**20th
ANNUAL REPORT
2013-2014**

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ERP SOFT SYSTEMS LIMITED

CORPORATE INFORMATION

Board of Directors:

1. Ms. K. Parvathi Reddy	--	Managing Director (DIN: 00827258)
2. Mr. P.V. Srinivasa Rao	--	Director (DIN: 02280725)
3. Ms. R. Kamala Mohan	--	Director (DIN: 02596829)
4. Mr. K. Radhakrishna Reddy	--	Director (DIN: 02634480)
5. Mrs. D. Sarojanamma	--	Director (DIN: 05208974)

Company Secretary

P Shivaleela Reddy -- Company Secretary

Chief financial officer:

Mr. K. Radhakrishna Reddy -- Chief financial officer

Registered office:

ERP Soft Systems Limited
A-21, Anna Nagar
Chennai 600 102, India
Ph: 044 26269578.
info@erpsoft.com

USA:

Liberty Com LLC303 West Capitol,
Suite 325
Little Rock, Arkansas72201, USA
info@libertycom.com
Phone 501-960-3302
Fax 206.309.0952

Auditors:

M/s. Vijayaraghavan and Associates

Internal Audit:

M/s Ashok Golechha & Co.

Audit Committee:

- 1) Mr. P.V. Srinivasa Rao
- 2) Ms. R. Kamala Mohan
- 3) Mr. K. Radhakrishna Reddy

Nomination & Remuneration Committee:

- 1) Mr. P.V. Srinivasa Rao
- 2) Ms. R. Kamala Mohan
- 3) Mr. K. Radhakrishna Reddy

Stakeholders Relationship Committee:

- 1) 1) Mr. P.V. Srinivasa Rao
- 2) Ms. R. Kamala Mohan
- 3) Mr. K. Radhakrishna Reddy

Bankers:

ICICI Bank Limited
T.Nagar Branch
Bazullah Road
Chennai – 600 017.

Listing:

- 1) BSE Limited
- 2) Madras stock exchange

Registrar & Share Transfer Agents:

Cameo Corporate Services Limited
Subramanian Building, First Floor
1, Club House Road,
Chennai.

CIN:

L67120TN1994PLC029563

Website:

www.erpsoft.com

Investor mail-id:

Investorcare@erpsoft.com

ERP SOFT SYSTEMS LIMITED

NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of M/s ERP SOFT SYSTEMS LIMITED will be held on Tuesday, the 30th day of September, 2014 at 10.00 a.m. at the registered office of the Company at A21 Anna Nagar, Chennai-600102 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31st, 2014, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Annexure and Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. D. Sarojanamma who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Vijayaraghavan and Associate, Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Ms. R. Kamala Mohan (DIN - 02596829), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 01.04.2014 up to 31.03.2019.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”)

and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. P.V. Srinivasa Rao (DIN - 02280725), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from 01.04.2014 up to 31.03.2019.”

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

Amendment of Articles of Association of the Company

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

a) In definition clause of Article 2 the following definition be inserted:

2(k) ‘Electronic mode’ means carrying out electronically-based, transactions whether main server is installed in India or not, including, but not limited to:

- i. business to business and business-to-consumer transactions, data interchange and other digital supply transactions;
- ii. offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India or from citizens of India;
- iii. financial statements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
- iv. online services such as telemarketing, telecommuting, education and information research; and all related data communication services;
- v. facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
- vi. posting of an electronic message board or network that the company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or

- vii. other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and
- viii. video conferencing, audio-visual mode, net conferencing and/or any other electronic communication facility.

c) A new Article 9(g) is being inserted under Article 9(f) which is as under:

“9(g) Voting by members through electronic mode

A member may exercise his vote at a General Meeting or Postal Ballot by electronic mode in accordance with Section 108 of the Companies Act, 2013 and rules made thereunder and shall be eligible to vote only once for a single resolution.”

d) A new article 11(d) is being inserted after Article 11(c) which is as under:

“11(d). Participation in Meeting of the Board by Directors through electronic mode

Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued/to be issued from time to time by competent/statutory authority(ies).”

e) A new article 18A is being inserted after Article 18 which is as under:

“18A. Service of documents through electronic mode

Notwithstanding anything contained in these Articles and as per Sections 20 & 134 of the Companies Act, 2013 read with rules made thereunder, a Company may serve copies of the Balance sheet, Statement of Profit and loss, Auditors' Report, Directors' Report, Notice of the General Meeting along with explanatory statements etc. and any other documents to the members through electronic mode, by following conditions laid down under the relevant Rules.”

- b) A new Article 22 is being inserted after Article 21 which is as under:

“22. Maintenance of registers and records in electronic mode

Notwithstanding anything contained in these Articles, Registers, Index, Agreement, Memorandum, Minutes, Books of Accounts or any other documents required to be kept by the Company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made thereunder.”

- f) A new Article 23 is being inserted after the new Article 22 which is as under:

23. “General Clause – Overriding effect of Companies Act, 2013”

The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and Regulations allowing what was not previously allowed under the Statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act, 2013 and rules made thereunder, the provisions of Companies Act, 2013 and rules made thereunder shall override the provisions of these existing Articles and these Articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013 if any.”

**For and on Behalf of the Board
ERP Soft Systems Limited**

**Sd/-
K. Parvathi
Managing Director
(DIN: 00827258)**

**Place: Chennai
Date: 13.08.2014**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27.09.2014 to 30.09.2014 (Both days inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. 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 the PAN to their Depository Participant with whom they are maintaining their demat

accounts. Members holding shares in physical form can submit their PAN details to the Company.

8. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
9. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Cameo Corporate Services Ltd., Share Transfer Agents of the Company for their doing the needful.
10. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-2014 is being sent in the permitted mode.
11. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id Investorcare@erpsoft.com

12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under: