



ERP SOFT SYSTEMS LIMITED

**21st
ANNUAL REPORT
2014-2015**

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ERP SOFT SYSTEMS LIMITED

CORPORATE INFORMATION

Board of Directors:

| | | |
|------------------------------|----|---|
| 1. Ms. K. Parvathi Reddy | -- | Managing director (DIN: 00827258) |
| 2. Mrs. D. Sarojanamma | -- | Executive Director (DIN: 05208974) |
| 3. Mrs. D. Kowsalyamma | -- | Executive Director (DIN: 00908641) |
| 4. Mr. K. Radhakrishna Reddy | -- | Director & CFO (DIN: 02634480) |
| 5. Mr. P.V. Srinivasa Rao | -- | Independent Director (DIN: 02280725) |
| 6. Mrs. R. Kamala Mohan | -- | Independent Director (DIN: 02596829) |

Company Secretary

| | | |
|-------------------------|----|-------------------|
| Mrs. P Shivaleela Reddy | -- | Company Secretary |
|-------------------------|----|-------------------|

Registered office:

ERP Soft Systems Limited
A-21, Anna Nagar
Chennai 600 102, India
Ph: 044 49526969.
info@erpsoft.com

USA:

Liberty Com LLC
303 West Capitol, Suite 325
Little Rock, Arkansas 72201, 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 | -- | Chairman |
| 2) Mrs. R. Kamala Mohan | -- | Member |
| 3) Mr. K. Radhakrishna Reddy | -- | Member |

ERP SOFT SYSTEMS LIMITED

Nomination & Remuneration Committee:

- | | | |
|---------------------------|----|----------|
| 1) Mr. P.V. Srinivasa Rao | -- | Chairman |
| 2) Mrs. R. Kamala Mohan | -- | Member |
| 3) Mrs. D. Kowsalyama | -- | Member |

Stakeholders Relationship Committee:

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

Risk Management Committee

- | | | |
|-------------------------|----|----------|
| 1) Mrs. R. Kamala Mohan | -- | Chairman |
| 2) Mrs. D. Sarojanamma | -- | Member |
| 3) Mrs. D. Kowsalyamma | -- | Member |

Independents Directors Committee

- | | | |
|---------------------------|----|----------|
| 1) Ms. R. Kamala Mohan | -- | Chairman |
| 2) Mr. P.V. Srinivasa Rao | -- | Member |

Bankers:

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

Listing:

- 1) BSE Limited

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 21st Annual General Meeting of the Shareholders of **M/s ERP SOFT SYSTEMS LIMITED** will be held on Monday, 28th day of September, 2015 at 11:00 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, 2015, 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 Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mrs. D. Kowsalyamma (DIN 00908641), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09.07.2015 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. D. Kowsalyamma as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For and on Behalf of the Board
ERP Soft Systems Limited

Sd/-

K. Parvathi Reddy
Managing Director
(DIN: 00827258)

Place: Chennai
Date: 28.08.2015

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. The Register of Members and Share Transfer Books of the Company will remain closed from 25.09.2015 to 28.09.2015 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. 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.
5. 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.
6. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
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 Limited, Share Transfer Agents of the Company for their doing the needful.

10. Electronic copy of the Annual Report for 2014-15 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 2014-2015 is being sent in the permitted mode.
11. Members may also note that the Notice of the 21st Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website **www.erpsoft.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. 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. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
13. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 24.09.2015.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
16. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Subsidiaries Companies

whose Annual Accounts have been consolidated with the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.

17. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. Members are requested to support this green initiative by registering/uploading their email addresses, in respect of shares held in dematerialized form with their respective Depository Participant and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agents.

18. 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 21st 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:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|------------------------|---|--|
| User ID | For CDSL: 16 digits beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID | Folio Number registered with the Company |
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders) | |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. | |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

* Members who have not updated their **PAN** with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Mohan with sequence number 1 then enter MO00000001 in the PAN Field.

please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

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

(viii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). Kindly note that this password is also to be 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.