



ERP SOFT SYSTEMS LIMITED

**23rd
ANNUAL REPORT
2016-2017**

ERP SOFT SYSTEMS LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|-------------------------------|--|
| 1. Mrs. K. Parvathi Reddy | - Managing Director (DIN: 00827258) |
| 2. Mrs. D. Sarojanamma | - Whole-time Director (DIN: 05208974) |
| 3. Mrs. D. Kowsalyamma | - Whole-time Director (DIN: 00908641) |
| 4. Mr. K. Radha krishna Reddy | - Whole-time 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

REGISTERED OFFICE

ERP Soft Systems Limited
A-21, Anna Nagar
Chennai 600 102, India
Ph: +91 73388 55022
info@erpsoft.com

USA:

LibertyCom LLC
124, West Capitol, Suite # 712
Little Rock, Arkansas 72201, USA
info@libertycom.com
Phone 501-960-3302

CORPORATE IDENTITY NUMBER

L67120TN1994PLC029563

AUDITORS

M/s. Vijayaraghavan & Associates,
Chartered Accountants,
51, Giri Road,
T.Nagar, Chennai - 600 017

INTERNAL AUDIT

M/s Ashok Golechha & Co,
Chartered accountants,
No.33, Clemens Road,
1st Floor, Purasaiwalkam,
Chennai - 600 007

BANKERS

ICICI Bank Limited
T.Nagar Branch
Bazullah Road
Chennai – 600 017
&
ICICI Bank Limited
A-78, Plot No 3211,
3rd Avenue, Anna Nagar Branch,
Chennai – 600102

AUDIT COMMITTEE:

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

NOMINATION & REMUNERATION COMMITTEE:

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

STAKEHOLDER RELATIONSHIP COMMITTEE:

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

INDEPENDENT DIRECTORS COMMITTEE:

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

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RISK MANAGEMENT COMMITTEE:

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

REGISTRAR & SHARE TRANSFER AGENTS

Aarathi Consultants Private Limited

1-2-285, Domalguda

Hyderabad – 500029

Tel No.: 04027638111/27634445

Fax: 040-27632184

E-mail: aarthiconsultants@gmail.com

LISTED AT : BSE Limited

ISIN : INE308B01017

WEBSITE : www.erpsoft.com

INVESTOR E-MAIL ID : Investorcare@erpsoft.com

ERP SOFT SYSTEMS LIMITED

NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the Shareholders of M/s. ERP Soft Systems Limited will be held on Thursday, 28th day of September, 2017 at 11:00 A.M. at No 10A, Tranquillnest, Kamakoti Nagar 3rd Main Road, Pallikaranai - Chennai 600100 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. D. Kowsalyamma (DIN 00908641) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. Sirobushanam & Co., Chartered accountants, Chennai as Statutory Auditors in place of retiring auditors and to fix their remuneration and for the purpose to consider and if, thought fit, to pass with or without modification(s), the following Ordinary Resolution thereof:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, and pursuant to recommendation of Audit Committee, M/s Sirobushanam & Co., Chartered accountants, Chennai., Statutory Auditors, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditors M/s Vijaya Raghavan & Associates and to hold the office for term of five(5) consecutive years, **from the conclusion of this 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company**, subject to ratification as to the said appointment at every Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix the remuneration plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them during the course of audit, as Board of Directors/Audit Committee may fix in this behalf.”

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

Sd/-

**K. Parvathi Reddy
Managing Director
(DIN: 00827258)**

**Place: Chennai
Date: 28.08.2017**

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 Registered Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

2. Explanatory Statement in respect of the Item No. 3 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 23.09.2017 to 28.09.2017 (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. 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.

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8. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Aarthi Consultants Private Ltd)
9. 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.
10. 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. Aarthi Consultants Private Ltd., Share Transfer Agents of the Company for their doing the needful.
11. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
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. Electronic copy of the Annual Report for 2016-2017 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 2016-2017 is being sent in the permitted mode.
15. Members may also note that the Notice of the Annual General Meeting

and the Annual Report for 2016-2017 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

16. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 22.09.2017, are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 9.00 a.m. on 25.09.2017 and will end at 5.00 p.m. on 27.09.2017. The Company has appointed Mr. Vivek Surana, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

The instructions for e-voting are as under:

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

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 9.00 a.m. on 25.09.2017 and will end at 5.00 p.m. on 27.09.2017. 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 22.09.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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 8 digits of the sequence number 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 in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <ERP Soft Systems Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be