



ANNUAL REPORT 2007 - 08



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CONTENTS

Corporate Information

Annual General Meeting (AGM) notice

Directors' Report

Management's Discussion and Analysis Report

Corporate Governance Report

Financials

Indian GAAP Financial Information

Unconsolidated Financial Statements

Auditors' Report

Financial Statements

Schedules to Financials

Notes to Accounts

Business Profile

Particulars under Section 212 of the Companies Act, 1956

Consolidated Financial Statements

Auditors' Report

Financial Statements

Schedules to Financials

Notes to Accounts

Unconsolidated Financial Statements of Subsidiary

Financial Statements

Schedules to Financials

Attendance Slip & Proxy Form

BOARD OF DIRECTORS

Mrs. K Parvathi
Managing Director

D S Reddy
Director

K Radha Krishna Reddy
Director

Dr. Sринi Ramaswamy
Director

Suresh Reddy Bomma
Director

Mrs. R.Kamalamohan
Director

Pavan Srinivas
Director

Shiva Duvvuru
Executive Director

EXTERNAL AUDITORS

Vijayaraghavan Associates:
Chartered Accountants
New No.51, Giri Road, T Nagar
Chennai 600 017

BANKERS

ICICI Bank Limited
Bazullah Road,
T.Nagar Branch
Chennai

REGISTERED OFFICE

"A" Block – 21, Anna Nagar
Chennai 600 102
Tamil Nadu

ERP SOFT SYSTEMS LIMITED
A-21 Anna Nagar, Chennai 600 102.
www.erpsoft.com

CORPORATE INFORMATION

Board of Directors

K.Parvathi
D.Srinivasulu Reddy
K.Radha Krishna Reddy
R.Kamala Mohan
Dr.Srini Ramaswamy
Suresh Reddy Bomma
Pavan Srinivas
Shiva Duvvuru

Company Secretary

Murugan

Chief Financial Officer

D.Srinivasulu Reddy

Compliance Officer

R.Kamala Mohan

Auditors

Vijayaraghavan & Associates

Bankers

ICICI Bank

Registrars & Transfer Agents

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

Registered Office

ERP Soft Systems Limited
A-21, Anna Nagar
Chennai 600 102, India

Offices

ERP Soft Systems Limited
City Center
Thirumalai Pillai Road, T.Nagar,
Chennai 600 102, India

Subsidiary Offices – North America

Libertycom LLC
103, Charleston Lane,
Little Rock, Arkansas 72223, USA



AGM NOTICE

Notice to members

NOTICE is hereby given that the fourteenth Annual General Meeting of ERP Soft Systems Limited will be held at A-21, Anna Nagar , Chennai 600 102 on Monday, December 29, 2008 at 11.00 a.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as on June 30, 2008, the Profit and Loss Account for the year ended on that date, and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Parvathi, who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Ms. Kamala Mohan, who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

"RESOLVED THAT M/s Vijayaraghavan & Associates , Chartered Accountants, be and are hereby appointed as the auditors of the company to hold office until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the board, in addition to reimbursement of out of pocket expenses."

Special Business:

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

"RESOLVED THAT Dr. Srini Ramaswamy be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Pavan Srinivas be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Suresh Reddy Bomma be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT Mr. Shiva Duvvuru be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board

K.Parvathi
Managing Director

annual report 2007-08

ERP SOFT SYSTEMS LIMITED

Registered Office:
A-21, Anna Nagar,
Chennai 600 102

November 28, 2008

Notes:

- a. The Register of Members and the Share Transfer Books of the Company will remain closed from December 18, 2008 to December 29, 2008, both days inclusive.
- b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THAT A PROXY NEED NOT BE A MEMBER.
- c. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- d. The members/proxies are requested to bring duly filled in Attendance Slips sent herewith for attending the meeting.
- e. The members are requested to notify promptly any change in their addresses to the Company's Registrars and Transfer Agents.
- f. The members seeking any information with regard to accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.

ADDITIONAL INFORMATION PURSUANT TO CLAUSE 49-VI OF THE LISTING AGREEMENT**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING:****Ms. Parvathi**

Parvathi is responsible for providing vision and direction to the board and has management responsibility at ERP Soft. She has more than 25 years of rich IT experience which includes her association with prominent IT Services Providers like HCL Technologies at various managerial capacities. Parvathi holds Post graduation and Master of Philosophy (M. Phil) from Madras University.

Directorship in other companies	ProtechSoft Systems Pvt Ltd
Chairmanship in committees of board of other companies	Nil
Membership in committees of board of other companies	Nil

Ms. Kamala Mohan

Kamala Mohan has over two decades experience in working as company executive in charge of finance, administration and client support. Board places on her the responsibility to see that investor's concerns are attended to immediately. Kamala manages investor protection and grievance redressal at a fast pace and she has ensured that grievances are attended to within forty eight hours at the maximum

Directorship in other companies	Nil
Chairmanship in committees of board of other companies	Nil
Membership in committees of board of other companies	Nil

annual report 2007-08

ERP SOFT SYSTEMS LIMITED

Dr. Srin Ramaswamy

Dr. Srin Ramaswamy is Chief Technology Advisor to ERP Soft. His career spans over two decades of rich technology expertise in global IT enterprises. He provides direction to various large and medium companies in public and private sector in United States. He has been associated with various Technology advisory committees. His research work has been funded by several companies, state and federal agencies such as the National Science Foundation. He has also been involved with the development of several successful start up ventures. His domain experience includes Technology analysis, planning, management, architecture and execution.

Dr. Ramaswamy was appointed as additional director of the company during the year 2007-08 and he retires at the AGM to be held on December 29th 2009. Being eligible he offers himself for being appointed as director at the AGM.

Directorship in other Indian companies	Nil
Chairmanship in committees of board of other companies	Nil
Membership in committees of board of other companies	Nil

Mr. Pavan Srinivas

Pavan Srinivas has rich experience in handling corporate, financial and legal compliance. He takes the total responsibility of ensuring financial and legal compliance of the organization. He manages the comprehensive corporate communication channels between board of directors and shareholders on all aspects of corporate governance. Being a professional Company Secretary, Srinivas is able to provide much needed guidance and support in ensuring corporate governance which is of utmost importance to ERP Soft.

Mr. Pavan Srinivas was appointed as additional director of the company during the year 2007-08 and he retires at the AGM to be held on December 29th 2009. Being eligible he offers himself for being appointed as director at the AGM.

Directorship in other Indian companies	Nil
Chairmanship in committees of board of other companies	Nil
Membership in committees of board of other companies	Nil

Mr. Suresh Reddy Bomma

Suresh Reddy is highly skilled in high technology areas that include multi media. Web and video solutions, Web media, cable technology, infrastructure solutions. He has over 20 years of experience in leading innovation. He is a US returned NRI and he is the promoter of innovative web centric offerings like Bomma.TV and several more in the offing. Suresh Reddy will provide direction and guidance for building technology infrastructure and channel offering of ERP Soft. Suresh Reddy holds Bachelors in Technology from S.V. University.

Mr. Pavan Srinivas was appointed as additional director of the company during the year 2007-08 and he retires at the AGM to be held on December 29th 2009. Being eligible he offers himself for being appointed as director at the AGM.

Directorship in other Indian companies	Nil
Chairmanship in committees of board of other companies	Nil
Membership in committees of board of other companies	Nil

ERP SOFT SYSTEMS LIMITED

Mr. Shiva Duvvuru

Shiva has over two decades of expertise in providing IT solutions, corporate management & strategy, financial planning, corporate auditing, international tax and accounting practices, information security and organizational management. In his illustrious career, he has worked with many national and international companies at various managerial capacities. Shiva has been a key member in formulating the world-class management practices and service delivery models at various organizations including ERPSOFT. Shiva has done some of the international acclaimed finance, management and IT courses such as :

Certified Public Accountants(CPA) certification course conducted by American Institute of Certified Public Accountants, from the State of Arkansas.

Cost & Works Accountants(ICWAI) course conducted by ICWAI.

Chartered Accountancy(CA) course conducted by the ICAI.

Certified Information Systems Auditor (CISA) certification course conducted by ISACA.

Certified Information Security Manager (CISM) certification course conducted by ISACA.

Certified in ERP Solutions like Oracle Applications / SAP.

Mr. Pavan Srinivas was appointed as additional director of the company during the year 2007-08 and he retires at the AGM to be held on December 29th 2009. Being eligible he offers himself for being appointed as director at the AGM.

Directorship in other Indian companies	Nil
Chairmanship in committees of board of other companies	Nil
Membership in committees of board of other companies	Nil

