



ERP SOFT SYSTEMS LIMITED

**24th
ANNUAL REPORT
2017-18**

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) |
| 7. # Mr. Babulu Gangisetty | - Additional Director (DIN: 06396852) |

*Resigned w.e.f 14.08.2018

#Appointed w.e.f 14.08.2018

COMPANY SECRETARY

Mrs. P. Shivaleela Reddy (Resigned w.e.f 20.04.2018)

REGISTERED OFFICE

ERP Soft Systems Limited
A-21, Anna Nagar
Chennai 600 102, India
Ph: 044 49526969, 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. S. Vishnu & Co.,
Chartered Accountants,
23, Swagatham Apartments
16/23, Shenoy Road,
Nungambakkam
Chennai-600 034

INTERNAL AUDITOR

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

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

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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

Aarthi 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 24th Annual General Meeting of the Shareholders of ERP Soft Systems Limited will be held on Friday, the 28th day of September, 2018 at 11:00 a.m. at 10-A, Tranquil Nest Building, 3rd Main Road, Kamakoti Nagar, Pallikaranai, Chennai, Tamil Nadu – 600100 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2018, the Statement of Profit & Loss and Cash Flow Statement (including the consolidated financial statements) 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 K. Radha Krishna Reddy, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. S. Vishnu & Co., as Statutory 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. S. Vishnu & Co., Chartered Accountants, Chennai be and is hereby appointed as the Statutory Auditors of the Company to hold the office **from the conclusion of this 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company** to be held in the year 2023 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MRS. RAJAN KAMALA MOHAN (DIN: 02596829) AS INDEPENDENT DIRECTOR OF THE COMPANY:**

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Rajan Kamala Mohan (DIN: 02596829), Director of the Company whose term expires on 31.03.2019 be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term from 01.04.2019 to 31.03.2024.”

“RESOLVED FURTHER THAT the Board is here by authorized to take all necessary steps as may be necessary to give effect to the above resolution including filing of all such necessary documents as may be required in this regard.”

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

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

**Place: Chennai
Date: 14.08.2018**

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 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 22.09.2018 to 28.09.2018 (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.
8. Recent regulations require submission of Aadhar/PAN number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar card/PAN details to the

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Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their Aadhar card/PAN details to the Company/ Registrar and Share Transfer Agents.

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 2017-18 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 2017-18 is being sent in the permitted mode.
15. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2017-18 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 (E-Voting Facility)

Pursuant to the provisions of Section 108 of the Act read with the rules there under and Regulation 44 of SEBI LODR Regulations, the Company is offering e-voting facility to its members in respect of the businesses to be transacted at the 24th Annual General Meeting scheduled to be held on Friday, the 28th day of September, 2018 at 11:00 a.m. at 10-A , Tranquil Nest Building, 3rd Main Road, Kamakoti Nagar, Pallikaranai, Chennai, Tamil Nadu – 600100.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Authorized Agency to provide e-voting facilities.

Commencement of e-voting: From 25.09.2018 at 9.00 a.m.

End of e-voting: Up to 27.09.2018 at 5.00 p.m.

The cut-off date (i.e. the record date) for the purpose of e-voting is 21.09.2018.

Please read the procedure and instructions for e-voting given below before exercising the vote.

This communication forms an integral part of the Notice dated 14.08.2018 for the AGM scheduled to be held on 28.09.2018 at 11.00 a.m. which is enclosed herewith and is also made available on the website of the Company www.erpsoft.com. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through CDSL for all shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Notice of the 24th Annual General Meeting of the Company dated 14.08.2018.

17. Procedure and instructions for e-voting

- (i) The voting period begins on 9.00 a.m. on 25.09.2018 and will end at 5.00 p.m. on 27.09.2018. 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 21.09.2018 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).