



ERP SOFT SYSTEMS LIMITED

**27th
ANNUAL REPORT
2020-21**

ERP SOFT SYSTEMS LIMITED

Corporate Information

Board of Directors:

- | | |
|-------------------------------|---|
| 1. Mrs. K. Parvathi Reddy | - Managing Director (DIN: 00827258) |
| 2. Mrs. D. Sarojanamma | - Non-Executive Director
(DIN: 05208974) |
| 3.*Mr. K. Radha Krishna Reddy | - Whole-time Director &CFO
(DIN: 02634480) |
| 4. Mrs. R. Kamala Mohan | - Independent Director (DIN: 02596829) |
| 5. Mr.Babulu Gangisetty | - Independent Director (DIN: 06396852) |

*Resigned w.e.f. 04.12.2020

Chief Financial Officer:

- | | |
|----------------------------|-------------------------------|
| Mr. K. Radha Krishna Reddy | - Resigned w.e.f. 04.12.2020 |
| Mr. ILA Raveendra Babu | - Appointed w.e.f. 12.02.2021 |

Company Secretary & Compliance Officer:

Ms. Shivangi Choudhry

Registered Office:

10A Trankquill Nest,
Kamakoti Nagar,
3rd Main Road Pallikaranai,
Chennai, Kancheepuram, India
Ph: +91 73388 55022
info@erpsoft.com

Statutory Auditors:

*M/s. S. Vishnu & Co.,
Chartered Accountants,
23, Swagatham Apartments
16/23, Shenoy Road, Nangambakkam
Chennai-600 034

*Resigned w.e.f. 07.06.2021

**Mr. K. P. Vasantha kumar
AJ-116, Anna Nagar,
Chennai - 600040.

*Appointed w.e.f. 25.06.2021

CIN: L67120TN1994PLC029563

ISIN: INE308B01017

BANKERS

ICICI Bank Limited
A-78, Plot No 3211
Rd 3 Avenue, Anna Nagar Branch
Chennai - 600102

AUDIT COMMITTEE:

- | | | |
|-------------------------------|---|----------|
| 1. Mr. Babulu Gangisetty | - | Chairman |
| 2. Mrs. R. Kamala Mohan | - | Member |
| 3. *Mr. K. Radhakrishna Reddy | - | Member |
| 4. **Mrs. D. Sarojanamma | - | Member |

*Resigned w.e.f. 04.12.2020

**Appointed w.e.f 04.12.2020

NOMINATION & REMUNERATION COMMITTEE:

- | | | |
|--------------------------|---|----------|
| 1. Mr. Babulu Gangisetty | - | Chairman |
| 2. Mrs. R. Kamala Mohan | - | Member |
| 3. Mrs. D. Sarojanamma | - | Member |

STAKEHOLDER RELATIONSHIP COMMITTEE:

- | | | |
|-------------------------------|---|----------|
| 1. Mr. Babulu Gangisetty | - | Chairman |
| 2. Mrs. R. Kamala Mohan | - | Member |
| 3. *Mr. K. Radhakrishna Reddy | - | Member |
| 4. **Mrs. D. Sarojanamma | - | Member |

*Resigned w.e.f. 04.12.2020

**Appointed w.e.f 04.12.2020

INDEPENDENT DIRECTORS COMMITTEE

1. Mr. Babulu Gangisetty
2. Mrs. R. Kamala Mohan

LISTING

BSE Limited

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

CONTACT DETAILS

E-Mail : investorcare@erpsoft.com
Website: www.erpsoft.com
Phone : +91-7338855022

ERP SOFT SYSTEMS LIMITED

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of the ERP Soft Systems Limited will be held on Friday, the 24th day of September, 2021 at 10:30 a.m. through Video Conferencing/ Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2021 and 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 Mrs. D. Sarojanamma (DIN: 05208974) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Mr. K.P. Vasantha Kumar as Statutory Auditor and to fix his 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, Mr. K.P. Vasantha Kumar, Chartered Accountant, Chennai be and is hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. S. Vishnu & Co., Chartered Accountants w.e.f. 07.06.2021 to hold the office from the conclusion of this Annual General Meeting till the conclusion of Next Annual General Meeting of the Company to be held in the year 2022 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to him as may be determined by the Audit Committee in consultation with the Auditor from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, appropriate and desirable to give effect to the resolution.”

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

**Place: Chennai
Date: 14.08.2021**

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

NOTES:

1. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the auditors seeking appointment at the AGM and Explanatory statements as per section 102 of Companies Act, 2013, form part of this Notice.
2. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and extended circular dated January 13, 2021. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at all members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

ERP SOFT SYSTEMS LIMITED

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.erpsoft.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 18.09.2021 to 24.09.2021 (Both days inclusive).
9. Recent circular requires 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 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 (Aarthi Consultants Private Limited)
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 Aarthi Consultants Private Limited., 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. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
15. The Company has appointed M/s. Vivek Surana & Associates, Practicing Company Secretaries, as scrutinizer of the Company to scrutinize the voting process.
16. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. 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.
- 20. THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**
 - (i) The voting period begins on 21.09.2021 at 9.00 a.m. and ends on 23.09.2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17.09.2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.