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DIRECTORS

1. Dr. Ram Nemani	Director
2. Dr. Satyanarayana Y	Director
3. Dr. Murthy Mutyala	Director
4. Mr. M. Rambabu	Independent Director
5. Mr. A. Rambabu	Independent Director
6. Mr. Ch. Suresh	Independent Director
7. Ms. Rajeswari Immani	Independent Director
8. Mr. V.V. Nagendra	Executive Director
9. Mr. V. Bala Subramanyam	Executive Director

KEY MANAGERIAL PERSONNEL

1. Dr. Ram Nemani	CEO
2. Mr. V.V. Nagendra	Executive Director
3. Mr. V. Bala Subramanyam	Executive Director
4. Mr. Sunil Nemani	CFO

REGISTERED OFFICE:

6-3-1112, 3rd & 4th Floor, AVR Tower,
Behind Westside Showroom
Near Somajiguda Circle, Begumpet,
Hyderabad - 500 016.
Website: www.b2bsofttech.com
email: investorservice@b2bsofttech.com

BANKERS:

ICICI Bank Ltd.
Khairatabad, Hyderabad – 500 004

State Bank of Hyderabad,
Bellavista Branch,
Hyderabad – 500 082

STATUTORY AUDITORS:

UMAMAHESWARA RAO & CO.,
Chartered Accountants,
#5H, Krishna Apartments,
8-3-324, Ameerpet 'X' Roads,
Hyderabad - 500 073.

**SHARE TRANSFER AGENTS AND
DEMAT REGISTRARS:**

CIL SECURITIES LIMITED,
214, Raghava Ratna Towers, Chirag Ali Lane,
Hyderabad – 500 001
Ph. : 23202465, Fax : 23203028
E-mail : rta@cilsecurities.com



NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of the members of B2B SOFTWARE TECHNOLOGIES LIMITED will be held on Wednesday 30th September, 2015 at the registered office of the Company situated at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 at 11.00 A. M., to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statement:

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.

Item No. 2 – Re – Appointment of Director retiring by rotation:

2. To appoint a Director in place of Dr. Murthy Mutyala (DIN: 02394524) who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

Item No. 3 – Re – Appointment of Director retiring by rotation:

3. To appoint a Director in place of Dr. Ram Nemani (DIN: 01131212) who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

Item No. 4 – Ratification of Appointment of Auditors

4. To ratify the appointment of Auditors and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under and pursuant to the resolution passed by the members at the 20th AGM held on 30th September, 2014 the appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants (Registration No. 004453S) as the Auditors to hold office to till the conclusion of the 25th AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March, 2016 as may be determined by the Board of Directors and that such remuneration as may be agreed upon between the auditors and the Board of Directors.

SPECIAL BUSINESS:

Item No. 5 – Appointment of Ms. Rajeswari Immani as an Independent Director

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

Resolved that, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Ms. Rajeswari Immani (DIN: 07127791), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 28, 2015 and who holds office till the date of the 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 Ms. Rajeswari Immani (DIN: 07127791) as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 27th March, 2020, not liable to retire by rotation.

6. To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and subject to such approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors for renewal of the contract to be entered into with GeniusDoc for provision of the services relating to product development and resource allocation with effect from 1st January, 2016 on the terms and conditions as specified in the statement prescribed under Section 102 (1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution.



By order of the Board
For B2B Software Technologies Limited

Date: 14.08.2015
Place: Hyderabad

V. BALA SUBRAMANYAM
Executive Director
(DIN: 06399503)

Registered Office: 3rd & 4th Floor, AVR Towers, 6-3-1112,
Behind West Side Showroom, Begumpet, Hyderabad – 500016
Phone: 040-23372522, 23375926, Fax: 040-233223285
Email id: investorservice@b2bsofttech.com
Website: www.b2bsofttech.com | CIN: L72200TG1994PLC018351

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Pursuant to Clause 16 read with Section 91 of the Companies Act, 2013 the Register of Members and Register of Share Transfer Books of the Company will remain closed from 24.09.2015 to 30.09.2015 (both days inclusive).
3. Members holding shares in physical form are requested to intimate the change, if any, in their Registered Address to the Company quoting their Registered Folio.

If the shares are held in Demat form, intimation regarding the change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining the Demat Account.
4. Statement as required under the provisions of Section 102 (1) of the Companies Act, 2013 is enclosed to this notice.
5. Members / Proxies should bring the Attendance slips duly filled in for identification for attending the meeting.
6. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.
7. In accordance with Section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Annual Report (Audited Financial Statements, Directors Report, Auditors Report etc.) is being sent to the shareholders in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding) the Company's Registrar and Share Transfer Agents (in case of physical shareholding).

We, therefore request and encourage you to register your email ID in the records of your Depository Participant (in case of electronic holding) the Company's Registrar and Share Transfer Agents (in case of physical shareholding) mentioning your folio no./demat account details.

However, in case you wish to receive the above shareholder communication in paper form, you may write to the Company's Registrar and Share Transfer Agents, CIL Securities Limited, Unit: B2B Software Technologies Limited, , or send an email at mentioning your folio no. / demat account details.



The soft copy of the Annual Report 2014 – 2015 can also be downloaded from the company's website i.e., www.b2bsofttech.com.

8. Requests for transfer of physical shares received during the period of book closure shall be considered only after the reopening of Books.
9. Shareholders may avail the nomination facility under Section 72 of the Companies Act, 2013. The relevant nomination form as provided elsewhere in the report.
10. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details off PAN along with a Photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company.

11. E-Voting:

The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) for all shareholders to enable them to cast their votes electronically on the items mentioned in this notice of the 21st Annual General Meeting of the Company. The Company has appointed Mr. D.S.M. Ram, Practicing Company Secretary (Membership No. A14939, C.P. No. 4239) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting period begins on 26th September, 2015 at 9.00a. m., and ends on 29th September, 2015 at 5.00p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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 of 23rd of September, 2015.

The instructions for E-Voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.
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#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 instructions (IV).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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 <Company Name> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Note for Non-individual shareholders and custodians.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



PROFILE OF DIRECTORS RETIRING BY ROTATION AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:

PROFILE OF Dr. MURTHY MUTYALA (DIN 02394524):

Dr. Murthy Mutyala is a graduate in Medicine from Rangaraya College, Kakinada and he is presently Chief of Medicine and Chief of Staff, V.A. Medical Center, Marlin, Texas.

He has got many awards during his career including Gold Medal from the Chief Minister of Andhra Pradesh in the year 2008 and very actively involved in community services for the upliftment of poor people. He holds 3,51,150 equity shares in the company.

PROFILE OF Dr. RAM NEMANI (DIN 01131212):

Dr. Ram Nemani is the CEO and Director of the Company, He is a Non resident Doctor based in USA for more than 3 decades with vast experience in the field of IT and Medicine. He is also a strategic advisor to portals like Onestopmd.com, GeniusRx.com etc.

He holds several patents pending focused on healthcare incorporating Internet technologies. He has been on faculty as Assistant Professor of Medicine, Los Angeles, USA. He has held positions of Honours Director of Cardiac and intensive care unit at High Desert Hospital, Lancaster, C. A. He holds 24,58,760 equity shares in the company.

PROFILE OF Ms. RAJESWARI IMMANI (DIN 07127791):

Ms. Rajeswari Immani is a Graduate in Law and a Post Graduate in Psychology. She is politically well connected and served as Zilla Parishad Chairperson for several years in Godavari District. She also does lot of Social Activities on behalf of NGO. She does not hold any shares in the Company and she is not a Director in any other Company.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5:

The Board of Directors, at its meeting held on March 28, 2015, appointed Ms. Rajeswari Immani (DIN: 07127791) as an Additional Director of the Company with effect from March 28, 2015, pursuant to Section 161 of the Companies Act, 2013, read with Article 114 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Rajeswari Immani (DIN: 07127791) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, along with a deposit of Rs.1,00,000/- proposing the candidature of Ms. Rajeswari Immani for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Ms. Rajeswari Immani (DIN: 07127791) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Ms. Rajeswari Immani (DIN: 07127791) as an Independent Director of the Company for a period up to March 27, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She will not be liable to retire by rotation.

In the opinion of the Board, Ms. Rajeswari Immani, (DIN: 07127791) the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under and she is independent of the Management. A copy of the draft letter for the appointment of Ms. Rajeswari Immani (DIN: 07127791) as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.



No director, key managerial personnel or their relatives, except Ms. Rajeswari Immani (DIN: 07127791), to whom the resolution relates, are interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

Item No. 6:

Your company has entered into an agreement with GeniusDoc, Inc., for providing product development and resource allocation services in the year 2011. The agreement is valid for a period of 5 years and is due for renewal. In the best interest of the company and its share holders it is proposed to renew the agreement for a further period of 5 years on the below mentioned terms. Since it is a related party transaction under the provisions of section 188 of the companies act 2013 it is being placed before the members for their approval.

GeniusDoc, Inc., USA being a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, the transaction requires the approval of members by a special resolution pursuant to Section 188 of the Companies Act, 2013.

The particulars of the transaction pursuant to para 3 of Explanation (1) Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

1. Name of the related party: GeniusDoc, Inc., USA
2. Name of the director or key managerial personnel who is related: Dr. Ram Nemani, CEO & Director and Mr. Sunil Nemani, CFO are related.
3. Nature of relationship: Ms. Pratima Nemani, Director of the GeniusDoc Inc., is the daughter of Dr. Ram Nemani.
4. Nature, material terms, monetary value and particulars of the contract or arrangement: Company desires to enter into a business relationship pursuant to which Company would develop software applications for the Client including but not limited to testing, maintenance, network and support functions as requested by the Client.
Five years period of contact from 1st January, 2011 to 31st December, 2015 subject to cancellation by the company with three months notice. Renewal term automatic renewal for second five year term with the same terms and conditions. Payment for resources at direct resource cost plus 50% markup.
5. Any other information relevant to or important for the members to make a decision on the proposed transaction: No other director or key managerial personnel, except Dr. Ram Nemani, CEO & Director and Mr. Sunil Nemani, CFO being related to Pratima Nemani, Director of GeniusDoc, are interested in or concerned with the resolution.

The Board recommends the resolution set forth in Item no. 6 for approval of the members.

By order of the Board
For B2B Software Technologies Limited

Date: 14.08.2015

Place: Hyderabad

V. BALA SUBRAMANYAM
Executive Director
(DIN: 06399503)

Registered Office: 3rd & 4th Floor, AVR Towers,
6-3-1112, Behind West Side Showroom,
Begumpet, Hyderabad-500016
Phone: 040-23372522, 23375926, Fax: 040-233223285
Email id: investorservice@b2bsoftech.com
Website: www.b2bsoftech.com
CIN: L72200TG1994PLC018351

**DIRECTORS' REPORT**

To,
The Members,
B2B Software Technologies Limited

Your Directors hereby present the Twenty First Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2015 and the report of the Auditors thereon.

FINANCIAL RESULTS:

(In Rupees)

	Standalone		Consolidated	
PARTICULARS	2014 – 2015	2013 – 2014	2014 – 2015	2013 – 2014
Revenue from operations	54,572,549	47,272,600	82,919,783	72,349,239
Other Income	2,484,645	2,301,888	2,484,645	2,301,888
TOTAL INCOME	57,057,194	49,574,488	85,404,428	74,651,127
Total Expenditure	49,735,031	43,432,952	78,040,635	67,801,638
Profit / (Loss) before exceptional Items	7,322,163	6,141,536	7,363,793	6,849,489
Exceptional Items	---	---	---	---
Profit / (Loss) before extraordinary items	7,322,163	6,141,536	7,363,793	6,849,489
Extraordinary items	---	---	---	---
Profit / (Loss) before tax	7,322,163	6,141,536	7,363,793	6,849,489
Less: Provision for tax	---	---	---	---
Fringe Benefit Tax	---	---	---	---
Deferred Tax	---	---	---	---
Profit / Loss after tax for the year	7,322,163	6,141,536	7,363,793	6,849,489
Basic and Diluted EPS	0.63	0.53	0.64	0.59

Industry Structure and development

Microsoft Dynamics is a growing business and global organizations identify Microsoft Dynamics as the preferred vendor for their next ERP investment. Microsoft Dynamics [customer relationship management \(CRM\)](#) and [enterprise resource planning \(ERP\)](#) software connects people, processes, and systems. With easy to use, fast to implement tools to manage financials, supply chain, and operations. Microsoft Dynamics is sold by a global network of solution specialists, known as partners or resellers.

State of Company affairs

B2B is one of the Microsoft Partner specialized in providing Implementation services for Microsoft Dynamics ERP in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises.

As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology.

B2B has developed several Add-on's namely Quality, HR & Payroll, Plant Maintenance and Life sciences Vertical for Microsoft Dynamics on NAV and AX.



LISTING OF EQUITY SHARES:

The Company's Equity shares are presently listed on BSE Limited and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2014 – 2015.

TRANSFER TO RESERVES:

Your Company has accumulated losses amounting to Rs.72,561,661/- brought forward from the previous years. The profit of Rs.7,322,163/- earned during the year has been adjusted against the losses and the accumulated losses are reduced to Rs.65,567,354/-. Hence your company does not propose to transfer any amount to the Reserves.

CHANGE IN NATURE OF BUSINESS, IF ANY:

During the year under review, there has been no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There are no material changes and commitments in the business operations of the Company from the Financial year ended 31st March, 2015 to the date of signing of the Directors Report.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY:

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of the subsidiary in the prescribed format AOC – 1 is appended as Annexure 1 to the Board's report. The statement also provides the details of performance, financial positions of each of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of the subsidiary, are available on our website www.b2bsoftech.com. These documents will also be available for inspection during business hours at our registered office.

CORPORATE GOVERNANCE:

The Corporate Governance Report and a certificate by the Statutory Auditors regarding compliance of the conditions of corporate governance by your Company as stipulated in clause 49 of the Listing Agreement with Stock Exchanges, are annexed to this Report.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All the Independent Directors have given declarations of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

MEETING OF INDEPENDENT DIRECTORS:

The performance of the Individual Directors on the Board and the Committees thereof is done by the Board and the Independent Directors in their exclusive meeting done as per the policy formulated by the Board in this regard.

VIGIL MECHANISM:

In terms of the provisions of Section 177 of the Companies Act, 2013 your Company has formulated a Whistle Blower Policy as a Vigil Mechanism. This mechanism aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. All permanent employees of the Company are covered under the policy.



This mechanism is for the employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board, the Committees of the Board and Individual Directors is done on annual basis.

The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

CHANGES IN DIRECTORS:

INDUCTIONS:

On the recommendations of the nomination and remuneration committee, the Board appointed Ms. Rajeswari Immani (DIN: 07127791) as an Independent Director on the Board with effect from 28th March, 2015. We seek your support in confirming the appointment of Ms. Rajeswari Immani (DIN: 07127791) in the ensuing Annual General Meeting.

RE – APPOINTMENTS:

As per the provisions of the Companies Act 2013, Dr. Murthy Mutyala (DIN: 02394524) and Dr. Ram Neman (DIN: 01131212) retire at the ensuing Annual General Meeting and being eligible, seek their re-appointment. The Board recommends their re-appointment.

None of the independent directors will retire at the ensuing Annual General Meeting.

RESIGNATIONS:

None of the Directors have resigned during the year under review.

CHANGES IN KEY MANAGERIAL PERSONNEL:

Dr. RAM NEMANI:

During the year, the Board of your Company has appointed existing Director Dr. Ram Nemani as Chief Executive Officer (CEO) with effect from 1st October, 2014 which was approved by the Audit Committee and the Nomination and Remuneration Committee.

EXECUTIVE DIRECTORS :

Mr. V. Bala Subramanyam was appointed as Executive Director with effect from 1st October, 2014 for a period of 3 years. Mr. V.V. Nagendra was redesignated as the Executive Director of the company with effect from 1st October, 2014 for a period of 3 years. The said appointments were approved by the members in the AGM held on 30.09.2014.

Mr. SUNIL NEMANI:

During the year, the Board of your Company has appointed existing Director Mr. Sunil Nemani as the Chief Financial Officer (CFO) with effect from 1st October, 2014 which was approved by the Audit Committee and the Nomination and Remuneration Committee.



NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review 8 (Eight) Board meetings were held on the following dates:

- a. 28.05.2014
- b. 06.08.2014
- c. 23.08.2014
- d. 30.09.2014
- e. 25.10.2014
- f. 16.12.2014
- g. 12.02.2015
- h. 28.03.2015

The intervening gap between any two Board Meetings was within the period prescribed under the provisions of the Companies Act, 2013. All the recommendations given by the Audit Committee are accepted by the Board.

INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- i. in the preparation of the annual accounts for the financial year 2014 – 15, the applicable accounting standards have been followed and there are no material departures;
- ii. selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- iii. and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. prepared the annual accounts on a going concern basis;
- v. laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

There have been no loans, guarantees & investments under Section 186 of the Act during the financial year 2014 – 15.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fall under any of the criteria specified under the provisions of Companies Act, 2013. Hence the Company has not constituted any committee and is required to furnish information required under the provisions of the said Act.



COMMITTEES OF THE BOARD:

Audit Committee

The Audit Committee constitutes of Mr. M. Rambabu, Mr. A. Rambabu, Mr. Ch. Suresh, Ms. Rajeswari Immani, Dr. Murthy Mutyala and Dr. Ram Nemani. The Board of Directors have accepted all the recommendations given by the Audit Committee. The terms and reference of Audit Committee and details of meetings are given in the Corporate Governance Report.

Nomination and Remuneration Committee:

The Nomination and Remuneration Committee consists of Mr. A. Rambabu, Mr. M. Rambabu, Mr. Ch. Suresh and Dr. Murthy Mutyala. The terms of reference and the policy are provided in the Corporate Governance Report.

TRANSACTIONS WITH RELATED PARTIES:

There were no related party transactions during the year except that entered in the ordinary course of business and on arms length basis. There were no materially significant related party transactions between your Company and the Directors, promoters, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of company at large.

Form AOC – 2 for disclosure of particulars of contracts / arrangements, entered into by your company with related parties is attached herewith as Annexure – II.

Risk and Risk Mitigations :

Microsoft Dynamics being a growing business, new entrants into the market and competition will continue to exert pricing pressure undermining industry profitability. Strategic positioning and generating higher level of economic value by continuing to build IP and offer value added services around verticals and add-on's is mandatory.

Scale of operations is limited to the existing level unless a fresh funding route is identified. The Board of Directors of your company have not identified any risks which will affect the going concern nature of the company.

TECHNOLOGY ABSORPTION, ENERGY CONSERVATION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with clause (m) of sub section (3) of Section 134 of the Companies Act, 2013 is annexed herewith as Annexure – III to this report.

PARTICULARS OF EMPLOYEES:

The information and statement required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 (1) and 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are provided in Annexure – IV and forms part of this report.

The Nomination and remuneration committee of the Company has affirmed that the remuneration is as per the Remuneration policy of the Company.

Your Directors take this opportunity to record their deep appreciation of the continuous support and contribution from all employees of the Company.

EXTRACT OF ANNUAL RETURN:

As required under Sub-Section (3) of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return in Form MGT – 9 forms part of this report as Annexure – V.

**DEPOSITS:**

During the year under review your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

AUDITORS:**Statutory Auditors:**

At the Annual General Meeting held on September 30, 2014 M/s. Umamaheswara Rao & Co., Chartered Accountants, were appointed as the Statutory Auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2019. In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants, as the statutory auditors of the Company is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

There are no specifications, reservations, adverse remarks on disclosures by the Statutory Auditors in their report. They have not reported any incident of fraud to the Audit Committee of the Company during the year under review.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Mrs. K. Jhansi Laxmi, Company Secretary in Whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2014 – 2015. The Secretarial Audit report is annexed herewith as Annexure – VI

Reply to observation raised by the Secretarial Auditor:

Owing to the Financial position of the Company, we are not able to find a Whole Time Company Secretary who is suitable for our size of Company. The Company is still in process of search of a Whole Time Company Secretary.

DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

During the financial year 2014-15, the Company has not received any complaints on sexual harassment.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the assistance and co-operation extended by the Bankers, STPI, Customs and Central Excise and various State and Central Government Agencies. Your Directors also thank all the Customers, Members and Employees for their valuable support and confidence in the Company.

For and on behalf of the Board

Place : Hyderabad
Date : 14.08.2015

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

V.V. NAGENDRA
Executive Director
DIN: 0231729



**Annexure – I to the Directors Report
Form AOC - 1**

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule – 5 of Companies (Accounts) Rules, 2014]
Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part “A” Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the Company	B2B Softech Inc., USA
2.	Reporting period for the subsidiary concerned if different from the holding company's reporting period	N. A.
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	62.5908
4.	Share Capital	3381120
5.	Reserves & Surplus	1043
6.	Total Assets	4550038
7.	Total Liabilities	4550038
8.	Investments	-
9.	Turnover	28347234
10.	Profit before taxation	41630
11.	Provision for taxation	-
12.	Proposed dividend	-
13.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement

- Names of the subsidiaries, which are yet to commence operations: NIL
- Names of the subsidiaries which have been liquidated or sold during the year: NIL

PART “B”: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:-

The Company does not have any associate companies and Joint Ventures. Hence the information required under this head is not being furnished.

V.Bala Subramanyam
Executive Director
DIN: 06399503

Dr.Y.Satyanarayana
Director
DIN: 00360679

Place: Hyderabad
Date: 18th May 2015

Sunil Nemani
Chief Financial Officer

Dr. Ram Nemani
CEO & Director
DIN: 01131212

**Annexure – II to the Directors Report****Form No. AOC-2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]]

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
 - a) Name(s) of the related party and nature of relationship
 - b) Nature of contracts/arrangements/transactions
 - c) Duration of the contracts/arrangements/transactions
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - e) Justification for entering into such contracts or arrangements or transactions
 - f) Date(s) of approval by the Board
 - g) Amount paid as advances, if any
 - h) Date on which the special resolution was passed in general meeting as required under first provision to Section 188
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Genius Doc	Mr. Sunil Nemani	Dr. Ram Nemani
Nature of contracts / arrangements / transactions	Product Development and resource allocation	Appointment as Chief Financial Officer	Appointment as Chief Executive Officer
Duration of the contracts / arrangements / transactions	01 st Jan 2011 to 31 st Dec 2015.	Three years	Three years
Salient terms of the contracts or arrangements or transactions including the value, if any	Subject to cancellation by the company with three months notice. Renewal term automatic renewal for second five year term with the same terms and conditions. Payment for resources at direct resource cost plus 50% markup.	Reimbursement of travel and local living expenses, Provision of Car, Driver and Boarding while onsite for the business of the Company. They have waived to receive remuneration	Reimbursement of travel and local living expenses, Provision of Car, Driver and Boarding while onsite for the business of the Company. They have waived to receive remuneration
Date(s) of approval by the Board, if any	14.02.2011	23.08.2014	23.08.2014
Amount paid as advances, if any	Nil	Nil	Nil

For and on behalf of the Board

Place : Hyderabad
Date : 14.08.2015

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

V.V. NAGENDRA
Executive Director
DIN: 00231729



Annexure – III to the Directors Report

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report

A. CONSERVATION OF ENERGY:

- the steps taken or impact on conservation of energy
- the steps taken by the company for utilizing alternate sources of energy
- capital investment on energy conservation equipments

B. RESEARCH AND DEVELOPMENT:

- Specific areas in which research & development is carried out: NIL
- Benefits derived: NIL
- Future plan of Action: NIL
- Expenditure on R & D: NIL

C. TECHNOLOGY ABSORPTION:

- Efforts in brief made towards Technology absorption, adoption and innovation : NIL
- Benefits derived as result of the above efforts e.g., product improvement, cost reduction, production development, import substitution etc. : NIL

D. In case of imported technology, imported during the last 5 years reckoned from the beginning of the financial year, following information may be furnished:

- Technology Imported : NIL
- Year of Import : NIL
- Has technology fully absorbed areas where this has not been taken place, reasons thereof and plan of action : NIL

E. FOREIGN EXCHANGE EARNINGS AND OUTGO:

a. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans:

- Reaching Microsoft Partners for Add-on sales by enrolling them as resellers.
- Reaching Microsoft Partners for Resource placement requirements onsite and off shore development works
- Signing up exclusive agreement with partners for specific countries for Add-on sales.

b. Total Foreign Exchange used and earned:

Sl. No.	Particulars of the transaction	2014 – 2015 (in Rs.)	2013 – 2014 (in Rs.)
1.	Total Foreign Exchange earnings	31,328,797	31,270,955
2.	Foreign Exchange outgo	-	-
	a. on account of import	-	-
	b. on account of import of Equipment	-	-
	c. on account of Travel	-	-
	d. on account of payment of dividend	-	-
	Total Foreign Exchange outgo	-	-

For and on behalf of the Board

Place : Hyderabad

Date : 14.08.2015

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

V. V. NAGENDRA
Executive Director
DIN: 00231729



Annexure – IV to the Directors Report

Particulars of employees pursuant to Section 134 (3) (q) and Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2015

Sl. No.	Requirements of Rule 5 (1)	Details
1.	Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2014 – 15	Mr. V. V. Nagendra 9.37:1 Mr. V Bala Subramanyam 9.60:1 (Annualised) Dr Ram Nemani NA Dr. Y Satyanarayana NA Dr. Murthy Muthayala NA Mr. M. Rambabu NA Mr. A. Rambabu NA Mr. CH Suresh NA Ms. Rajeshwari Immani NA
	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2014 – 15	DIRECTORS Dr. Ram Nemani NA Dr. Y Satyanarayana NA Dr. Murthy Muthayala NA Mr. M Rambabu NA Mr. A Rambabu NA Mr. CH Suresh NA Ms. Rajeshwari Immani NA KEY MANAGERIAL PERSONNEL Dr. Ram Nemani NA Mr. V. V. Nagend ra 5.22 Mr. V. Bala Subramanyam 5.85 Mr. Sunil Nemani NA
3.	The percentage increase in the median remuneration of employees in the financial year 2014 – 15	-36.74
4.	The number of permanent employees on the rolls of the Company as on 31 st March, 2015	75
5.	The explanation on the relationship between average increase in remuneration and company performance	The Company's profit before tax for the year grew by 19.22% in comparison to a 2.60% average increase in remuneration of all employees of the Company.
6.	Comparison of the remuneration of the Key Managerial Personnel against performance of the Company	The Company's profit before tax for the year grew by 19.22% in comparison to 5.50% overall increase in remuneration of key managerial personnel of the Company.
7.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies.	Market Capitalisation as at 31.03.2015 showed a increase of 2.32% when compared to the previous year. Price earnings ratio showed a increase of 1.79% compared to the previous year. The Company came with an initial public Offer in the year 1994 at a price of Rs.10/-.



8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in the salaries of employees other than the managerial personnel in the financial year 2014-15 was 2.60% in comparison with 5.50% increase managerial remuneration.		
9.	Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company	Key Managerial Personnel	Remuneration increase	Comparison with respect to profit
		V. Nagendra	5.22	19.22
		V. Bala Subramanyam	5.85	19.22
10.	The key parameters for any variable component of remuneration availed by the Directors	There is no Component of Variable pay in the remuneration being paid to the Executive Directors of the Company. None of the other Directors, other than the Executive Directors receive any remuneration.		
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	None of the Employee draws salary which is more than any director.		
12.	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended 31 st March, 2015 is as per the Remuneration policy of the Company.		

Statement pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2015

(A) Personnel who are in receipt of remuneration aggregating not less than Rs.60,00,000 per annum and employed through out of the financial year						
Name	Designation & Nature of Duties	Remuneration (Gross)	Qualification	Date of Commencement of Employment	Age in Years	Last Employment
NIL						

(B) Personnel who are in receipt of remuneration aggregating not less than Rs.5,00,000 per month and employed for part of the financial year						
Name	Designation & Nature of Duties	Remuneration (Gross)	Qualification	Date of Commencement of Employment	Age in Years	Last Employment
NIL						

For and on behalf of the Board

Place : Hyderabad
Date : 14.08.2015

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

V.V. NAGENDRA
Executive Director
DIN: 0231729

**Annexure V to the Directors Report****Form No. MGT – 9**

Extract of Annual Return

as on the financial year ended on 31.03.2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN:- L72200TG1994PLCO18351

ii) Registration Date: 20.09.1994

iii) Name of the Company: B2B SOFTWARE TECHNOLOGIES LIMITED

iv) Category / Sub – Category of the Company: Indian Non Government Company and Company Limited by Shares

v) Address of the Registered Office of the Company and contact details:

D. No. 6-3-1112, 3rd& 4th Floor, AVR Towers, Behind Westside Showroom,
Near Somajiguda Circle, Begumpet, Hyderabad – 500016, Telangana.

Tel: 23372522 /23375926Fax: 23322385

Email: investorservice@b2bsoftech.com | Website:www.b2bsoftech.com,

vi) Whether Listed Company: YES

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

CIL SECURITIES LTD

214,RaghavaRatna Towers, Chirag Ali Lane, Hyderabad - 500001

Phone No - 040-66612090 / 23202465 / 23203155

Email : rta@cilsecurities.com

II. PRINCIPAL BUSIENSS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Computer programming, consultancy and related activities	620	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
1.	B2B Softech Inc., USA	NA	Subsidiary	100%	2(87)



III. Share holding pattern (Equity)

i) Category wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	36570	367880	404450	3.49%	36570	367880	404450	3.49%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt (s)	1511000	0	1511000	13.04%	1511000	0	1511000	13.04%	0.00%
d) Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (1):	1547570	367880	1915450	16.53%	1547570	367880	1915450	16.53%	0.00%
(2) Foreign									
a) NRIs – Individuals	467016	4982670	5449686	47.04%	1630656	3819030	5449686	47.04%	0.00%
b) Other – Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corporate	0	1290900	1290900	11.14%	0	1290900	1290900	11.14%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (2):	467016	6273570	6740586	58.18%	1630656	5109930	6740586	58.18%	0.00%
Total Shareholding of Promoter (A) = (A) (1)+(A) (2)	2014586	6641450	8656036	74.72%	3178226	5477810	8656036	74.72%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (B) (1):	0	0	0	0.00%	0	0	0	0.00%	0.00%
2. Non Institutions:									
a) Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Indian	99389	1000	100389	0.87%	77098	1000	78098	0.67%	-0.19%
ii) Overseas	0	0	0						
b) Individuals									
Individual shareholders holding nominal share capital upto Rs.1 lakh	556626	178421	735047	6.34%	533109	178121	711230	6.14%	-0.21%
Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1151228	342700	1493928	12.89%	1197336	342700	1540036	13.29%	0.40%
Others (specify) B2B ESOP TRUST	0	600000	600000	5.18%	0	600000	600000	5.18%	0.00%
Sub Total (B) (2):	1807243	1122121	2929364	25.28%	1807543	1121821	2929364	25.28%	0.00%
Total Public Shareholding (B) = (B) (1)+(B)(2)	1807243	1122121	2929364	25.28%	1807543	1121821	2929364	25.28%	0.00%
C. Shares held by Custodians for GDRs and ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	3821829	7763571	11585400	100.00%	4985769	6599631	11585400	100.00%	0.00%



(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As at 01-04-2014)			Shareholding at the end of the year (As at 31-03-2015)			% change in shareholding during the year
		No. of shares	% of the total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of the total shares of the Company	% of shares pledged / encumbered to total shares	
1	RAMA CHANDRA RAO NEMANI	2458760	21.22%	-	2458760	21.22%	-	NO CHANGE
2	RAVILEELA GRANITES LTD	1511000	13.04%	-	1511000	13.04%	-	
3	RAM NEMANI DEF. BEN. PENSION PLAN TRUST	1087600	9.39%	-	1087600	9.39%	-	
4	JANAKIRAMA VARMA MEKA	1085270	9.37%	-	1085270	9.37%	-	
5	SHARMILA NEMANI	496700	4.29%	-	496700	4.29%	-	
6	SUNIL NEMANI	373600	3.22%	-	373600	3.22%	-	
7	MURTHY MUTHYALA	351150	3.03%	-	351150	3.03%	-	
8	VINITHA P VARMA	250300	2.16%	-	250300	2.16%	-	
9	PRATHIMA NEMANI	233400	2.01%	-	233400	2.01%	-	
10	P RAVINDRA REDDY	212110	1.83%	-	212110	1.83%	-	
11	VARMA J MEKA DEF.BEN. PENSION PLAN TRUST	203300	1.75%	-	203300	1.75%	-	
12	J VASANTHA	119610	1.03%	-	119610	1.03%	-	
13	CHENDRA L J MEKHA	78370	0.68%	-	78370	0.68%	-	
14	ANJANEYULU KROTHAPALLI	75840	0.65%	-	75840	0.65%	-	
15	PRADEEP NEMANI	40026	0.35%	-	40026	0.35%	-	
16	DR K LAHIRI	21580	0.19%	-	21580	0.19%	-	
17	HARSHINI	18000	0.16%	-	18000	0.16%	-	
18	SAMANTHAREDDY	15900	0.14%	-	15900	0.14%	-	
19	NEELAM JAYANTH REDDY	7900	0.07%	-	7900	0.07%	-	
20	KRISHNA VARMA MEKA	6270	0.05%	-	6270	0.05%	-	
21	P LEELAVATHI	2510	0.02%	-	2510	0.02%	-	
22	N LAVANYA REDDY	2500	0.02%	-	2500	0.02%	-	
23	S RAMESH	2000	0.02%	-	2000	0.02%	-	
24	R SUBBARAMI REDDY	1010	0.01%	-	1010	0.01%	-	
25	L PRATAP REDDY	1000	0.01%	-	1000	0.01%	-	
26	SRINIVAS REDDY P	300	0.00%	-	300	0.00%	-	
27	J MADAN MOHAN REDDY	10	0.00%	-	10	0.00%	-	
28	N CHINNAPPA REDDY	10	0.00%	-	10	0.00%	-	
29	ARUN RAJ	10	0.00%	-	10	0.00%	-	
TOTAL		8,656,036	74.72%	0.00%	8,656,036	74.72%	0.00%	0.00%

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

There has been no change in the Shareholding of the Promoters during the financial year 2014 – 2015



(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As at 01-04-2014)		Date	Increase / Decrease in shareholding	Reason	Shareholding at the end of the year (As at 31-03-2015)	
		No. of shares	% of the total shares of the Company				No. of shares	% of the total shares of the Company
1	PENMETSA SATYAVATI VARMA	662400	5.72%	-	-	Nil Movement	662400	5.72%
2	MARNI RAMA DEVI	234700	2.03%	-	-	Nil Movement	234700	2.03%
3	ADISESHA B REDDY	197000	1.70%	-	-	Nil Movement	197000	1.70%
4	CHUNDRU LAVANYA LATHA	72002	0.62%	-	-	Nil Movement	72002	0.62%
5	KOPPISETTI VENKATA RAMANA	60000	0.52%	-	-	Nil Movement	60000	0.52%
6	MARAM REDDY RAJARAM REDDY	43400	0.37%	-	-	Nil Movement	43400	0.37%
7	RUKMANI DEVI BANGAD	25649	0.22%	-	-	Nil Movement	25649	0.22%
8	M NEELA REDDY	25000	0.22%	-	-	Nil Movement	25000	0.22%
9	MADHUSUDHANA REDDY MALIGI	20000	0.17%	-	-	Nil Movement	20000	0.17%
10	SUMAN PRAKASH SHAH	18488	0.16%	-	-	Nil Movement	18488	0.16%
11	MANISH DHINGRA	0	0.00%	6/30/2014	564	Transfer	564	0.00%
		564	0.00%	7/25/2014	1450	Transfer	2014	0.02%
		2014	0.02%	8/1/2014	481	Transfer	2495	0.02%
		2495	0.02%	8/22/2014	1585	Transfer	4080	0.04%
		4080	0.04%	9/5/2014	600	Transfer	4680	0.04%
		4680	0.04%	9/12/2014	300	Transfer	4980	0.04%
		4980	0.04%	9/30/2014	100	Transfer	5080	0.04%
		5080	0.04%	11/14/2014	210	Transfer	5290	0.05%
		5290	0.05%	11/21/2014	274	Transfer	5564	0.05%
		5564	0.05%	12/5/2014	63	Transfer	5627	0.05%
		5627	0.05%	12/12/2014	2852	Transfer	8479	0.07%
		8479	0.07%	12/19/2014	1273	Transfer	9752	0.08%
		9752	0.08%	12/31/2014	6341	Transfer	16093	0.14%
		16093	0.14%	1/9/2015	980	Transfer	17073	0.15%
		17073	0.15%	1/16/2015	1769	Transfer	18842	0.16%
		18842	0.16%	1/23/2015	5476	Transfer	24318	0.21%
		24318	0.21%	2/6/2015	100	Transfer	24418	0.21%
		24418	0.21%	2/13/2015	6000	Transfer	30418	0.26%
		30418	0.26%	2/27/2015	690	Transfer	31108	0.27%
	GRAND TOTAL	1,548,406	13.37%		31,108		1,579,514	13.63%



(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year (As at 1st April, 2014)		Cumulative shareholding during the year 1st April, 2014 to 31st March, 2015	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
DIRECTORS					
1.	Dr. Ram Nemani	24,58,760	21.22	24,58,760	21.22
2.	Dr. Murthy Muthyala	3,51,150	3.03	3,51,150	3.03
3.	Dr. Y. Satyanarayana	—	—	—	—
4.	Mr. M. Rambabu	—	—	—	—
5.	Mr. A. Rambabu	—	—	—	—
6.	Mr. CH. Suresh	—	—	—	—
7.	Mr. V.V. Nagendra	—	—	—	—
8.	Mr. V. Bala Subramanyam	—	—	—	—
9.	Ms. I. Rajeswari	—	—	—	—
	KEY MANAGERIAL PERSONNEL				
1.	Dr. Ram Nemani [Director & CEO]	24,58,760	21.22	24,58,760	21.22
2.	Mr. V.V. Nagendra [Executive Director]	—	—	—	—
3.	Mr. V. Bala Subramanyam [Executive Director]	—	—	—	—
4.	Mr. Sunil Nemani [CFO]	3,73,600	3.22	3,73,600	3.22

V. INDEBTEDNESS:

The Company has not made any borrowings during the financial year 2014 – 2015. The Company also does not have outstanding borrowings as at the beginning of the financial year.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Directors and / or Manager:

Sl. No.	Particulars of Remuneration	Mr. V V Nagendra DIN:00231729 Managing Director (01.04.2014 to 30.09.2014)	Mr. V V Nagendra DIN:00231729 Executive Director (from 01.10.2014)	Mr. V Bala Subramanyam DIN: 06399503 Executive Director (from 01.10.2014)	Total Amount
	Gross Salary				
(a)	Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	744,300	953,880	953,880	2,652,060
(b)	Value of perquisites u/s 17 (2) Income Tax Act, 1961	30,849	159,508	124,198	314,555
(c)	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission - as % of Profit - others, specify	-	-	-	-
	Others, please specify	-	-	-	-
	Total (A)	775,149	1,113,388	1,078,078	2,966,615
	Ceiling as per the Act				



B. REMUNERATION TO OTHER DIRECTORS:

Sl. No	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	Mr. M. Rambabu DIN: 03473901	Mr. A. Rambabu DIN: 03473906	Mr. Ch. Suresh DIN: 03473921	
	Fee for attending board/committee meetings	20,000	20,000	20,000	60,000
	Commission	-	-	-	-
	Others	-	-	-	-
	TOTAL (1)	20,000	20,000	20,000	60,000
2	Other Non-Executive Directors	Dr. Ram Nemani DIN: 01131212	Dr. Y Satyanarayana DIN: 00360679	Dr. Murthy Mutyala DIN: 02394524	
	Fee for attending board/committee meetings	5,000	5,000	10,000	20,000
	Commission	-	-	-	-
	Others	-	-	-	-
	TOTAL (2)	5,000	5,000	10,000	20,000
	TOTAL (B) = (1+2)	25,000	25,000	30,000	80,000
	Total managerial remuneration (A+B)	-	-	-	-
	Overall ceiling as per the Act (@11% of profits calculated under section 198 of the Companies Act, 2013)	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:

Sl. No	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CEO	CFO	
		Dr. Ram Nemani	Mr. Sunil Nemani	
1	Gross Salary			
	(a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-
	(C) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat equity	-	-	-
	Commission - as % of profit	-	-	-
4	- Others	-	-	-
5	Others (Retirals)	-	-	-
	TOTAL	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

No penalties, punishments were imposed either on the Company or any of its officers during the year under review. Neither the Company nor its Directors have filed any applications for compounding of offences.



ANNEXURE VI TO DIRECTORS REPORT

Secretarial Audit Report

For the Financial Year Ended 31-03-2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
B2B SOFTWARE TECHNOLOGIES LIMITED
3RD AND 4TH FLOOR, AVR TOWERS,
6-3-1112, BEHIND WEST SIDESHOWROOM,
NEAR SOMAJIGUDA CIRCLE, BEGUMPET
HYDERABAD,
Telangana

I had conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by B2B SOFTWARE TECHNOLOGIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by B2B SOFTWARE TECHNOLOGIES LIMITED ("The Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (No activities during the audit period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit Period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee benefits) Regulations, 2014 notified on 28th October, 2014; (Not applicable to the Company during the Audit Period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Period)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period)

I have also examined compliance with the applicable clauses of the following:



- i) Secretarial Standards issued by the Institute of Company Secretaries of India (not notified, hence not applicable to the Company during the audit period).
 - ii) The Listing Agreement entered into by the Company with BSE Limited (except Clause 49 of the Listing Agreement).
- During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

The Company has not appointed whole-time company secretary as per the provisions of the Companies Act, 1956/2013 and the rules made thereunder.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

K. Jhansi Laxmi
Company Secretary in Practice
CP No:10744

Place: Secunderabad
Date:14/08/2015

"ANNEXURE A"

To,
The Members,
B2B SOFTWARE TECHNOLOGIES LIMITED
3RD AND 4TH FLOOR, AVR TOWERS,
6-3-1112, BEHIND WEST SIDESHOWROOM,
NEAR SOMAJIGUDA CIRCLE, BEGUMPET, HYDERABAD
My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

K. Jhansi Laxmi
Company Secretary in Practice
CP No:10744

Place: Secunderabad
Date:14/08/2015



MANAGEMENT DISCUSSION AND ANALYSIS

B2B - Health Care Division

The Healthcare Information Technology industry continued to evolve in 2014 with new coding standards coming to the forefront. Perhaps the most noteworthy change is the transition to ICD-10, a far more comprehensive coding standard than its predecessor, ICD-9. In addition, GeniusDoc has made strides to expand on its electronic prescribing functionality by including the ability to prescribe controlled substances (EPCS) as well as send clinical messages.

The initial flurry of Meaningful Use incentives is drawing to a close, thus putting many physicians at a crossroads. Either tolerate their EHR for the foreseeable future or undertake the painful process of finding and implementing a new EHR throughout their practice. Fortunately, GeniusDoc has been able to reap the benefits of its favorable reputation in the medical community as several practices have moved on from less desirable EHRs to GeniusDoc based largely on word of mouth. Consequently, this transition has helped GeniusDoc expand its reach into previously untapped regions like the Pacific Northwest (i.e. Washington) and the Southeast (i.e. Alabama). The last few years have also featured a wave of hospitals buying out private practices as well as consolidation. The movement towards hospital settings has not fazed GeniusDoc as practices have gone to great lengths to ensure that they are still able to use the application despite the change in ownership. The increase in consolidation has allowed the company to leverage its existing customer base as physicians and practices are joining GeniusDoc affiliated practices.

One of the hallmarks of GeniusDoc is its commitment to constantly improving the product both internally through customer feedback and externally by integrating third parties into the application. Beyond servicing the expected medical needs of practices, GeniusDoc has matured into an incredibly robust practice management application capable of accommodating multiple workflows. In fact, many practices have incorporated the GeniusDoc Patient Portal into their workflow to reduce the burden on front office staff as well as improve transparency with patients. Moreover, several practices have leveraged the tools inside of GeniusDoc to streamline patient visits (i.e. Dashboard, Synopsis, etc.) by tapping into a horde of readily available information.

GeniusDoc collaborated with notable credit card processor, TransFirst, to develop an integrated solution that streamlines payment workflow in front offices. Along those lines, GeniusDoc also worked with an appointment reminder service, Callpointe, to relieve the burden placed on front offices to constantly reach out to patients to confirm patient appointments.

In short, the future continues to look bright for GeniusDoc as the product continues to mature and evolve while the customer base grows.

B2B in the Microsoft Dynamics world

B2B is India's leading provider of business consulting services delivering exceptional service and sustainable value through consulting, software and IT implementation in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises.

As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology.

With more than 180+ client engagements, B2B leverages its deep expertise in Microsoft Dynamics and Microsoft technology to deliver a competitive edge to organizations worldwide.

B2B LIFT is certified by Third Party Consulting Company for GMP.

Our Reseller base is consistently increasing with more than 150 add-on sales in India and Abroad. Our Reseller base abroad spreads across, Singapore, Philippines, Malaysia, Vietnam, Sri Lanka, Australia, South Africa, UAE, Kenya and Middle East.

B2B development team has developed HR & Payroll add-ons specific to different countries for Microsoft Dynamics Partners on NAV and AX.

- ♦ Our expertise and understanding of Microsoft's suite of products combined with our industry knowledge and consulting experience enables us to quickly focus on selling and providing services related to Microsoft Dynamics Products

Our relationship with Microsoft has contributed to our ability to expand and maintain our worldwide presence, enabled us to provide input on product enhancement and gain access to Microsoft resources that facilitate product placement and services opportunities in the market

Risk and Risk Mitigations:

Microsoft Dynamics being a growing business, new entrants into the market and competition will continue to exert pricing pressure undermining industry profitability, Strategic positioning and generating higher level of economic value by continuing to build IP and offer value added services around verticals and add-on's is mandatory.

Scale of operations is limited to the existing level unless a fresh funding route is identified.



CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Corporate Governance philosophy is woven around its total commitment to the ethical practices in the conduct of its business.

The Corporate Governance policies of your Company recognizes the accountability of the Board vis-à-vis its various constituents including Customers, Shareholders, Investors, Employees, Government and other Regulatory Authorities, with prime objective to deliver "Superior Shareholder Value".

The schedule of implementation of Corporate Governance Code mentioned in Clause 49 of the Listing Agreement lays down certain mandatory requirements, which your Company has implemented. Your Directors are pleased to report the same.

2. BOARD OF DIRECTORS:

Composition and Functions:

The Board consists of 9 Directors with considerable professional experience and expertise in various fields. The Board of Directors has the ideal composition with more than half the directors being non-executive directors. Since the Company has a non-executive Chairman, the Board's composition meets the stipulated requirement of at least one-third of the Board comprising independent directors.

None of the non-executive directors have any pecuniary relationship or transactions with the Company, except receiving sitting fee for attending each Board Meeting.

The number and dates of the Board Meetings held during the year under review:

8 (Eight) Board Meetings were held during the financial year 2014 – 2015 on the following dates:

1. 28.05.2014
2. 06.08.2014
3. 23.08.2014
4. 30.09.2014
5. 25.10.2014
6. 16.12.2014
7. 12.02.2015
8. 28.03.2015

During the year under review the time gap between any two consecutive meetings did not exceed four months.

The details of the attendance of directors at meetings of the Board and annual general meeting, held during the year (April 2014 to March 2015), along with the details of Committee memberships and their other directorships are furnished below:



Name of the Director and category of Directorship	Attendance particulars		No. of other directorships and committee memberships	
	Board Meetings	Last AGM	Other Directorships	Committee Memberships
Dr. Murthy Mutyala (Promoter and Non-Executive Director)	2	No	Nil	Nil
Dr. Ram Nemani (Promoter and Non-executive Director)	1	No	Nil	1
Dr. Y. Satyanarayana (Promoter and Non-Executive Director)	2	Yes	Nil	2
Mr. V. V. Nagendra (Non Promoter and Executive Director)	8	No	1	1
Mr. V. Bala Subramanyam (Non Promoter and Executive Director)\$	4	No	1	Nil
Mr. A. Rambabu (Non Promoter and Independent Director)	8	Yes	Nil	2
Mr. M. Rambabu (Non Promoter and Independent Director)	8	Yes	Nil	3
Mr. Ch. Suresh (Non Promoter and Independent Director)	8	Yes	Nil	2
Ms. Immani Rajeswari (Non Promoter and Independent Woman Director)#	Nil	No	Nil	2

\$ appointed as Director with effect from 01.10.2014 after obtaining the approval of members in the Annual General Meeting held on 30.09.2014

appointed as Independent Woman Director with effect from 28.03.2015 in the Board Meeting held on 28.03.2015

Shares held by Non – Executive Directors in the Company

Sl. No.	Name of the Director	No. of shares held
1.	Dr. Murthy Mutyala	3,51,150
2.	Dr. Ram Nemani	24,58,760
3.	Dr. Y. Satyanarayana	NIL
4.	Mr. V. V. Nagendra	NIL
5.	Mr. V. Bala Subramanyam	NIL
6.	Mr. A. Rambabu	NIL
7.	Mr. M. Rambabu	NIL
8.	Mr. Ch. Suresh	NIL
9.	Ms. Immani Rajeswari	NIL



FAMILIRISATION PROGRAMME

Senior management personnel of the Company make presentations to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc. and seek their opinions and suggestions on the same.

The Directors are also briefed on their specific responsibilities and duties that may arise from time to time.

Presentations are made to new Director who joins the Board with a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading, Policy on Related Party Transactions, Policy on Remuneration, Whistle blower policy.

3. AUDIT COMMITTEE:

(a) Terms of reference:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is



suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(b) Composition, Meetings and attendance during the financial year.

Name of the Member	Category	Attendance at the meetings held on				
		28.05.14	06.08.14	23.08.14	25.10.14	12.02.15
Mr. M. Rambabu	Independent Non Executive [Chairman]	Yes	Yes	Yes	Yes	Yes
Mr. A. Rambabu	Independent Non Executive	Yes	Yes	Yes	Yes	Yes
Mr. Ch. Suresh	Independent Non Executive	Yes	Yes	Yes	Yes	Yes
Ms. Immani Rajeswari	Independent Non Executive	No	No	No	No	No
Dr. Ram Nemani	Promoter Non Executive	No	No	No	No	No
Dr. Murthy Mutyala	Promoter Non Executive	No	No	No	Yes	No
Dr. Y. Satyanarayana	Promoter Non Executive	Yes	Yes	No	No	No

\$ appointed as Director and Member of the Committee with effect from 28th March, 2015

The representatives of the statutory auditors and internal auditors are the permanent invitees and they have attended all the meetings held during the year. The CFO has attended all the Audit Committee meetings subsequent to his appointment. Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of.

4. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has been constituted during the financial year and their terms of reference are as under:

(a) Terms of Reference:

1. Identify persons who are qualified to become Directors in accordance with the criteria laid down;
2. Lay down the criteria for appointment at senior management level;
3. Recommend to the Board, appointment and removal of Directors;
4. To vet and approve recommendations from the Executive Directors for the appointment and succession of senior managers;
5. Formulate a criteria for evaluation of every Director's performance;
6. Formulate criteria for determining qualifications, positive attributes and independence of a Director;
7. Recommend to the Board a policy relating to remuneration for Directors, Key Managerial Personnel & other employees;
8. Assess, approve or recommend the training and development requirements of Directors and senior management as recommended by the Executive Directors;
9. Devising a policy on Board diversity.

**(b) Composition, Meetings and attendance during the financial year:**

Name of the Member	Category	Attendance at the meetings held on		
		23.08.14	12.02.15	28.03.2015
Mr. A. Rambabu	Independent Non Executive [Chairman]	Yes	Yes	Yes
Mr. M. Rambabu	Independent Non Executive	Yes	Yes	Yes
Mr. Ch. Suresh	Independent Non Executive	Yes	Yes	Yes
Dr. Murthy Mutyala	Promoter Non Executive	No	No	No

Remuneration Policy**Purpose**

The remuneration policy defines the compensation or remuneration philosophy of the organisation. It specifies about the drivers of the philosophy, where the Company positions itself in the overall industry/market related percentile, who are the comparators for the purpose of remuneration.

Scope

It covers the executive directors and management level employees of the Company comprising of senior management, middle management and junior management.

Compensation Philosophy

The Company's compensation philosophy is driven by:

- Business performance
- Ability to pay
- Market/industry positioning vis-a-vis our relevant competitors

Employee compensation positioning is determined by his/her performance as assessed on the basis of the applicable performance management system, as in vogue from time to time.

Policy Definition

Remuneration policy of the Company has been designed to attract, retain and motivate the employees and directors of the quality required to run the Company successfully. The remuneration is directly linked to the individual performance and is measurable on specified benchmarks as set by the Company.

The remuneration consists of fixed pay components as mentioned under:

- (i) Basic salary;
- (ii) Fixed allowances & perquisites;
- (iii) Retiral benefits.

The Company's performance management system differentiates the executives under four categories and they are accordingly rated based on the agreed key result areas. The reward is linked to the performance rating.



The review of the compensation structure in line with the market is done periodically as may be required but at least once in three years. All other perquisites and benefits are reviewed at least once in three years.

Criteria for selection and appointment of directors

The Nomination and Remuneration Committee is responsible for identifying, screening, recommending to the board a candidate for appointment as director. Based on the recommendation of the Committee, the Board identifies the candidate for the position of director. While identifying the candidate, inter alia the following are taken into consideration:

- a. Qualification, experience and expertise;
- b. Skills, abilities and personal contribution;
- c. Commitment to spare time to attend board/committee and other meetings as may be necessary;
- d. Diversity of perspectives brought to the existing board;
- e. Existing composition of the board.

The qualification of the candidate is scrutinised by the Committee taking into account educational degree, college/institution, professional qualification if any, etc. In addition, there is also a criteria regarding minimum work experience and the positive attributes such as leadership quality, level of maturity, management capabilities, strategy vision, past records of misconduct, problem solving abilities, etc., on which the candidate is judicially scrutinised.

In case of an internal candidate, the senior management employee is also evaluated on the above criteria before being recommended for promotion as a director. While considering re-appointment of the directors, their performance evaluation report is taken into account.

In case of independent director, the independence, integrity, expertise, experience and interest pecuniary or otherwise as per the statutory provisions are also assessed before appointment.

(c) Details of Remuneration to Directors:

Following is the details of sitting fees paid to the Independent and Non Executive Directors of the Company for attending Board Meetings:

Sl. No.	Name of the Director	Sitting Fees paid in Rs.
1.	Dr. Murthy Mutyala	10,000
2.	Dr. Ram Nemani	5,000
3.	Dr. Y. Satyanarayana	5,000
4.	Mr. A. Rambabu	20,000
5.	Mr. M. Rambabu	20,000
6.	Mr. Ch. Suresh	20,000

**(d) Remuneration paid to the Whole Time Directors of the Company:**

Name and designation of the Director	Salary	Benefits	Variable pay	Service contracts	Notice Period	Total
V. V. Nagendra, Managing Director (01.04.2014 to 30.09.2014)	744,300	30,849	-	Appointed for 5 years	As per rules of Company	775,149
V. V. Nagendra, Executive Director (from 01.10.2014)	953,880	159,508	-	Appointed for 3 years	As per rules of Company	1,113,388
V. Bala Subramanyam (from 01.10.2014)	953,880	124,198	-	Appointed for 3 years	As per rules of Company	1,078,078

In addition, the following perquisites / benefits are provided which are not included in the above monetary limit:

- Company's contribution towards Provident Fund and Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Encashment of Leave at the end of his tenure. The same however, shall not to be included in the computation of limits for the remuneration of perquisites aforesaid

There were no severance fees or stock option plan for the Executive/ Non-Executive Directors. The appointment of Whole Time Directors is made for a period of three years on the terms and conditions contained in the respective resolutions passed by the Members in the General Meeting.

The Company has no stock option scheme and hence no stock options have been granted to the Directors.

(e) Criteria for performance evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, criteria for performance evaluation of individual directors, Board as a whole as well as the Board Committees has been formulated.

Performance of the Directors were evaluated on broad criteria such as contribution and value addition to the Board and Committees thereof; contribution to the Company and management to achieve its plans, goals, corporate strategy and risk mitigation; level of preparedness; level of participation in the Board and Committee meetings.

Independent Directors were also assessed based on their performance vis-à-vis Code for Independent Directors under Schedule IV of the Companies Act, 2013. A structured format for evaluation of the Directors on the above parameters has been prepared for the purpose. Director being evaluated does not participate in the evaluation process.

The performance of Board Committees was evaluated by the Board on the basis of their achievement of charter and role of each Committee. The performance of Board as a whole was evaluated by the Independent Directors on the basis of its duties and responsibilities as per terms of reference. The evaluation also assesses the Board composition, need for induction/change in Directors, Board's role in contributing to the growth and progress of the Company.

The overall outcome from the evaluation was that the Board and its individual director are performing effectively and that the Board is well supported to focus on strategy, governance and compliance.

**5. STAKE HOLDERS RELATIONSHIP COMMITTEE:**

The members of the Stakeholders Relationship Committee are as follows:

Sl. No	Name of the Member	Designation
1.	Mr. Ch. Suresh	Chairman
2.	Mr. M. Rambabu	Member
3.	Mr. V. V. Nagendra	Member

The Share Transfer Committee approves the transfer of shares, where shares are held in physical form and issues duplicate share certificates as per the provisions of the Companies Act, 1956 read with the Securities Contract (Regulations) Act, 1956 and other applicable Acts/Rules in this regard. The Committee also reviews the status of shares dematerialized and all other matters related to shares. There were no complaints received during the year. One Meeting was held on 20.11.2014 where all the members of the committee were present

The Committee meets as often as is required to approve various matters relating to transfers, transmissions, issue of duplicate share certificate etc. There are no requests for share transfers pending for the year under review.

This Committee also looks into the redressal of shareholder and investor complaints like transfer of shares, non-receipt of Dividends/rights/bonus/split share certificate, replacement of lost / stolen / mutilated share certificate, non-receipt of Annual report, other related issues etc. There were no complaints received from investors during the year. There are no investor complaints pending for the year under review.

Name and designation of the compliance officer: Mr. N. Balaraju, Manager – Administration & Commercial.

INDEPENDENT DIRECTORS MEETING

During the year, the Independent Directors met on 12th February, 2015 without the attendance of non-independent directors and management team, inter alia to discuss their roles and responsibilities about the process of evaluation of non-executive directors, Board as a whole and the Chairman.

They also assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties and found them to be satisfactory. The said meeting was attended by all the Independent Directors.

SUBSIDIARY COMPANY

The Company does not have any material non-listed subsidiary company as defined in Clause 49 of the Listing Agreement with the stock exchanges. Hence, no policy for determining material subsidiaries is required to be framed.

RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimisation procedures. The Company is not required to constitute a separate Risk Management Committee in terms of SEBI circular No.CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014.



6. AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE:

As required by Clause 49 of the Listing Agreement, the Auditors' certification is provided elsewhere in the Annual Report.

7. DISCLOSURES:

(i) Related party Transactions:

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company as contained under Section 188 of the Companies Act, 2013. Suitable disclosures as required by the Accounting Standards [AS18] have been made in the notes to the financial statements.

The Company has also formulated a policy for determining the material related party transactions and the details of such policy are available on the Company's website at:

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31st March, 2015. The details of related party transactions are disclosed in Note No. **24** of Notes on Financial Statements to the Accounts in the Annual Report and also in Form AOC – 2 attached with the Boards' Report.

(ii) Strictures and Penalties

No strictures or penalties have been imposed on the Company by the stock exchanges or by the Securities and Exchange Board of India [SEBI] or by any statutory authority on any matters related to capital markets during the last three years.

(iii) Vigil Mechanism/Whistle Blower Policy

In terms of Section 177(9) and 177(10) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a Whistle Blower Policy is formulated to encourage all employees & directors of the Company to report any unethical behaviour, actual or suspected fraud or violation of the 'Code of Conduct and Ethics Policy' of the Company. The said policy also has provisions for providing a secure environment to such employees acting in good faith and safeguarding them from any adverse action by the management.

The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concerns.

In case of disclosure against any director or in case of no corrective action or non – receipt of response on the disclosure within 30 days, the whistle blower has the right to directly approach the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee in this regard.

(iv) Code of Conduct

Your Board of Directors has laid down Code of Conduct & Ethics Policy which is applicable to all Board Members and senior management of the Company. This is also posted on the website of the Company. The Code lays down the standard of conduct to be followed by all the Directors and designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with the stakeholders. The Code also contains the duties of Independent Directors as laid down in the Companies Act, 2013.



(v) Accounting Treatment

In preparation of the financial statements, the Company has followed the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

(vi) Management

- (a) The Management Discussion and Analysis is part of Directors' Report to the Members is provided elsewhere in the Annual Report
- (b) For the year ended 31st March, 2015 your Company's Board has obtained declarations from the senior management relating to any material, financial and commercial transactions where they have personal interest that may have a potential conflict with the interests of the Company at large.

(vii) Shareholders' Information

The quarterly results are sent to the stock exchanges on which the Company's shares are listed so as to display the same on its own web-site. During the year there were no presentations made by the Company to analysts.

To expedite the process of share transfers, your Board has delegated the power to Registrar and Transfer Agents - M/s. CIL Securities Limited.

(viii) Prohibition of Insider Trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 (as amended from time to time) the Company has adopted a Policy for prohibition of Insider Trading for Directors and specified employees.

The Policy provides for periodic disclosures and pre-clearance for dealing in Company's shares and prohibits such transaction by the Directors and specified employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

(ix) CEO/CFO CERTIFICATION

The CEO [Whole Time Director]/CFO certification for the year ended 31st March, 2015 has been attached at the end of this report. Similarly, the CEO [Whole Time Director]/CFO have also given quarterly certification on financial results while placing the quarterly financial results before the Board in terms of Clause 41 of the Listing Agreement entered into with stock exchanges.

(x) Adoption of Mandatory and Non-Mandatory Requirements of Clause 49

The Company has complied with all the mandatory requirements of Clause 49. As part of non-mandatory requirements, the Non-Executive Chairman is allowed to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. Also, the post of Chairman and Managing Director/CEO is held by separate persons.



Other non-mandatory requirements are being reviewed for implementation.

8. GENERAL BODY MEETINGS:

Location and date/time of last three Annual General Meetings

Year	Location	Date	Time
2013 – 2014	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	30.09.2014	11.00 A. M.
2012 – 2013	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	30.09.2013	11.00 A. M.
2011 – 2012	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	28.09.2012	11.00 A. M.

The following Special Resolutions were passed by the members at the last three Annual General Meetings:

Annual General Meeting held on 30th September, 2014

Two Special Resolutions were passed as mentioned herein:

1. Appointment of Mr. V. Bala Subramanyam as an Executive Director of the Company
2. Appointment of Mr. V. V. Nagendra as an Executive Director of the Company

Annual General Meeting held on 30th September, 2013

No special resolutions were passed

Annual General Meeting held on 28th September, 2012

No special resolutions were passed

No special resolution requiring a postal ballot was passed during the last three years.

9. MEANS OF COMMUNICATION:

No half-yearly reports were sent to the shareholders. Quarterly results are published in the Financial Express and Andhra Prabha

The results of the Company are displayed on www.b2bsofttech.com No presentations were made to Investors during the year

Management Discussion and Analysis forms part of the Annual Report and is provided elsewhere in this report.

**10. GENERAL SHAREHOLDER INFORMATION:****A. Details of the ensuing Annual General Meeting**

Date	Day	Time	Venue
30.09.2015	Wednesday	11.00 A. M.	Registered Office

B. Financial Calendar: 1st April, 2015 to 31st March, 2016

1st Quarterly results	Half yearly results	3rd Quarter	4th Quarter
August, 2015	October, 2015	February, 2016	May, 2016

C. Date of Book Closure:

24.09.2015 to 30.09.2015 (both days inclusive).

D. Dividend Payment Date:

No Dividend is recommended for the financial year 2014 – 2015

E. Listing on Stock Exchanges and Stock code:

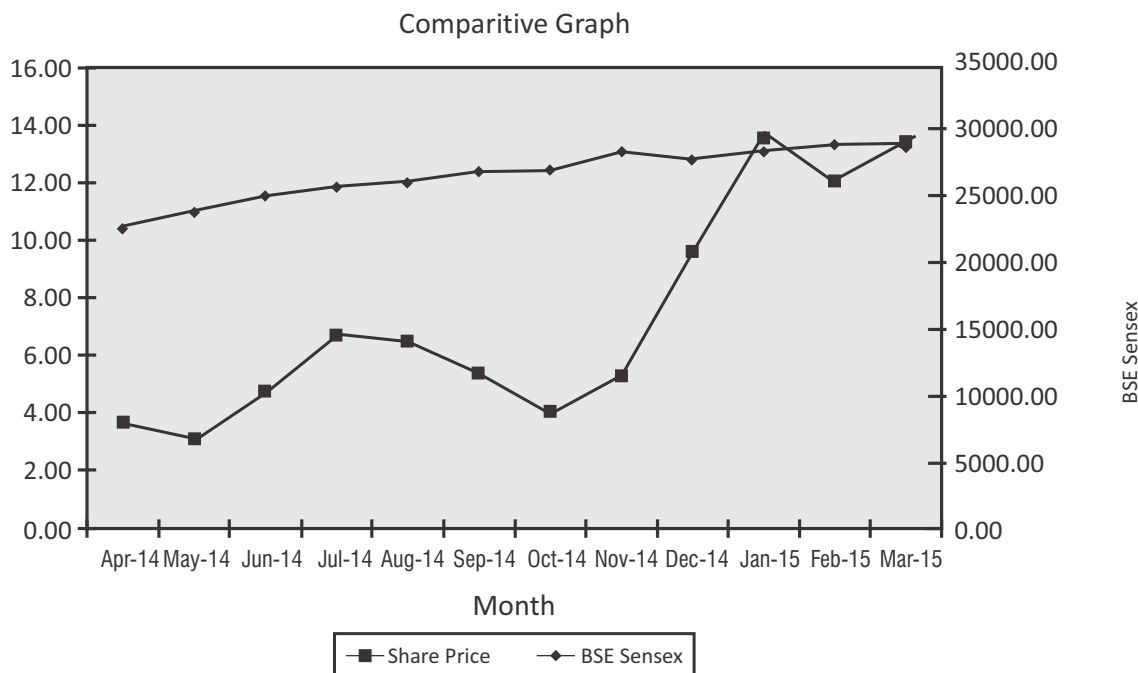
The shares of the Company are listed on The Bombay Stock Exchange Limited, Mumbai and the Stock Code is 531268.

F. Market Price Date: High/Low during each month in last financial year (2014 – 2015)

PERIOD	The Bombay Stock Exchange Limited, Mumbai	
	HIGH	LOW
April 2014	4.19	3.11
May 2014	3.25	2.96
June 2014	6.30	3.15
July 2014	6.93	6.37
August 2014	6.79	6.04
September 2014	6.05	4.70
October 2014	4.52	3.55
November 2014	6.58	3.90
December 2014	12.13	6.90
January 2015	14.45	12.37
February 2015	13.42	10.40
March 2015	14.50	11.97



G. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc:



H. Registrar and Transfer Agents:

CIL Securities Limited is the Registrar and Share Transfer agents of the Company. For any queries regarding transfer of shares and demat of share, shareholders may contact:

CIL Securities Limited,
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids, Hyderabad – 500 001
Ph. Nos.23203156 and 23202465
Fax: 66661277 and 23203028 e-mail: rta@cilsecurities.com

I. Share Transfer System:

Pursuant to the appointment of CIL Securities Limited as Common Agency for undertaking Company's electronic and physical share registry work, all the requests for share transfers received by the Company are sent to the Registrar. Similarly some of the shareholders send the requests for share transfers directly to the Registrar.

Normally the shares, without any technical objections, are transferred and the certificates are sent to the shareholders within 30 days from the date of receipt of the request. The requests, which contain technical objections are rejected and rejection letters along with the requests are sent to the shareholders within 15 days from the date of receipt of the request.

**J. Distribution of shareholding:**

Forfeited Shares: 15400 Equity Shares

No. of shares slab	No. of shareholders				No. of shares					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
upto 5000	704	960	1664	96.69%	186171	2.82%	474346	9.51%	660517	5.70%
50001 - 10000	1	13	14	0.81%	6270	0.10%	98057	1.97%	104327	0.90%
10001 - 20000	4	12	16	0.93%	67910	1.03%	154767	3.10%	222677	1.92%
20001 - 30000	1	2	3	0.17%	25600	0.39%	46629	0.94%	72229	0.62%
30001 - 40000	0	1	1	0.06%	0	0.00%	31108	0.62%	31108	0.27%
400001 - 50000	1	2	3	0.17%	43400	0.66%	88030	1.77%	131430	1.13%
50001 - 100000	0	4	4	0.23%	0	0.00%	286212	5.74%	286212	2.47%
100001 & above	11	5	16	0.93%	6270280	95.01%	3806620	76.35%	10076900	86.98%
Total	722	999	1721	100%	6599631	100%	4985769	100%	11585400	100%

Shareholding pattern as on 31st March, 2015

Sl. No.	Category	No. of Shares	%
1	Promoters & Associates	8,656,036	74.72
2	Private Body Corporates	78,098	0.67
3	Indian Public	2,576,949	22.24
4	Non-resident individuals & OCBs	274,317	2.37
	TOTAL	11,585,400	100%

K. Dematerialization of shares and liquidity:**Name of Demat Registrars:****CIL Securities Limited,**

214, Raghava Ratna Towers, Chirag Ali Lane,

Abids, Hyderabad – 500 001. Ph. Nos. 23203156 and 23202465

Fax: 66661277 and 23203028. e-mail: rta@cilsecurities.com

International Securities Identification Number (ISIN): INE151B01011

The Company has entered into Agreements with NSDL and CDSL, and as on 31.03.2015, 49,85,769 Equity Shares have been dematerialized, constituting 43.03% of the total equity. As per the directives of Securities and Exchange Board of India (SEBI), the Company's shares are covered under the compulsory dematerialization list and are transferable through the depository system.

L. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs, ADRs/ warrants or any convertible instruments.

Development Centre / Registered Office / Address for correspondence

B2B SOFTWARE TECHNOLOGIES LIMITED,

3rd and 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom,

Near Somajiguda Circle, Begumpet, Hyderabad – 500016

investorservice@b2bsofttech.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP)



DECLARATION

As provided under Clause 49 of the Listing Agreement with the stock exchanges, this is to confirm that all the Board Members and senior management personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2015.

For B2B Software Technologies Limited

Place : Hyderabad

Date: 14.08.2015

V. Bala Subramanyam

Executive Director

DIN: 06339503

EXECUTIVE DIRECTOR & CFO CERTIFICATION

We, V. Bala Subramanyam, Executive Director and Sunil Nemani, Chief Financial Officer of B2B Software Technologies Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct and ethics.
- C. We are responsible for establishing and maintaining internal controls for financial and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
 - a) there are no significant changes in internal control over financial reporting during the year;
 - b) there are no significant changes in accounting policies during the year
 - c) there are no instances of significant fraud of which they have become aware of that involves management or other employees who have significant role in the Company's internal control system over financial reporting

V. BALA SUBRAMANYAM

Executive Director

DIN: 06399503

Place : Hyderabad

Date: 14.08.2015

SUNIL NEMANI

Chief Financial Officer



AUDITORS' REPORT ON CORPORATE GOVERNANCE

To
The Members of B2B Software Technologies Limited

We have examined the compliance of conditions of Corporate Governance by **B2B Software Technologies Limited** for the year ended on March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For Umamaheswara Rao & Co.,
Chartered Accountants

R RDakshinamurthy
Partner
ICAI MRN 211639
FRN 004453S

Place: Hyderabad
Date: 14.08.2015



INDEPENDENT AUDITORS' REPORT

The Members

M/s B2B Software Technologies Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of ***M/s B2B Software Technologies Limited*** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash flow statement for the year ended 31st March 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

Management is responsible for the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in section 133 of Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:.

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Profit and Loss Account, of the profit for the year ended on March 31, 2015;
- (c) in the case of Cash Flow Statement, of the cash flows for the year ended March 31, 2015.



Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditors' Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we enclose in the Annexure statement on the matters specified in paragraphs 3 and 4 of the said order.
2. As required by section 143(3) of the Act, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law, have been kept by the company, in so far as appears from our examination of such books of the company;
 - iii. The Balance Sheet, Statement of Profit & Loss Account and Cash Flow Statements dealt with by this report are in agreement with the books of accounts of the Company;
 - iv. In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash flow statement dealt with by this report comply with the Accounting standards referred to in section 133 of Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules, 2014;
 - v. On the basis of written representations received from the directors, as on 31st March, 2015, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2015 from being appointed as a director in terms of sub-section (2) of Sec. 164 of the Companies Act, 2013;
 - vi. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Umamaheswara Rao & Co.,
Chartered Accountants

Place: Hyderabad

Date: 18.05.2015

R R Dakshinamurthy
Partner
Membership No: 211639



Annexure to Auditors' Report

Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" in our report of even date:

In our opinion and according to the information and explanations given to us:

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a fixed programme of Physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Management has physically verified the fixed assets during the year. No material discrepancies were noticed on such verification.
2. The Clause relating to Inventories is not applicable to the company, as the Company has not carried out any manufacturing activity.
3. The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and for the sale of services. During the course of our audit, no major weakness has been noticed in the internal control system.
5. The Company has not accepted any Deposits from the public and consequently the directives issued by Reserve Bank of India; the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under are not applicable.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activity carried out by the company.
7. a) According to the information and explanations given to us and on the basis of examination of books of accounts, the Company has been regular in depositing Provident Fund, Employees State Insurance Dues, Service tax, VAT, Income tax and Sales tax with appropriate authorities. According to the information and explanations given to us, no undisputed dues payable in respect of Provident fund, Employees State Insurance, Income Tax, sales tax, VAT customs duty, service tax and Cess were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
b) According to the records of the company examined, there were no dues in respect of Provident Fund, Employees State Insurance Dues, Service tax, VAT.
c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The accumulated losses of the company are more than fifty percent of its Net worth. The company has not incurred cash losses during the Current financial year as well as in the immediately preceding year.
9. The Clause relating to payment of dues to any financial institution/Bank/Debtenture holders is not applicable, as the company has not borrowed any loans from any financial institution/Bank/Debtenture holders.
10. According to the information and explanations provided to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. The company did not have any term loans outstanding during the year and as such clause (xiii) of the Order is not applicable.
12. During the year no frauds have been noticed or reported on/by the company.

For Umamaheswara Rao & Co.,
Chartered Accountants

Place: Hyderabad
Date: 18.05.2015

R R Dakshinamurthy
Partner
Membership No: 211639



Balance Sheet as at March 31, 2015

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No	As at 31.03.2015	As at 31.03.2014
I.EQUITY & LIABILITIES			
Shareholder's Funds			
(i) Share Capital	3	115,931,000	115,931,000
(ii) Reserves & Suplus	4	(65,567,354)	(72,561,661)
Current liabilities			
(i) Trade Payables	5	1,474,247	1,243,219
(ii) Other Current Liabilities	6	5,918,881	5,628,300
(iii) Short term Provisions	7	5,577,874	5,405,145
Total		63,334,648	55,646,003
II.ASSETS			
Non-Current Assets			
(i) Fixed assets			
(a) Tangible Assets	8	2,700,036	1,636,243
(b) Intangible Assets	8	3,758	6,091
(ii) Non-current investments	9	3,381,120	3,381,120
(iii) Long term loans and advances	10	6,748,514	6,808,305
Current assets			
(i) Current Investments	11	7,339,028	5,560,490
(ii) Inventories - Work in Progress	12	322,005	462,434
(iii) Trade Receivables	13	11,411,686	8,447,136
(iv) Cash and cash equivalents	14	27,404,575	26,141,801
(v) Short term Loans and advances	15	4,023,929	3,202,383
Total		63,334,648	55,646,003
See accompanying notes to financial statements	1 & 2		

As per our report of even date

For Umamaheswara Rao & Co.,

Chartered Accountants

Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy

Partner

Membership No: 211639

V.Bala Subramanyam

Executive Director

DIN: 06399503

Dr.Y.Satyanarayana

Director

DIN: 00360679

Place: Hyderabad

Date: 18.05.2015

Sunil Nemani
Chief Financial Officer

Dr. Ram Nemani
CEO & Director
DIN: 01131212



Profit and Loss Account for the Year ended March 31,2015

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No	Year ended	Year ended
		31.03.2015	31.03.2014
I. Revenue from operations	16	54,572,549	47,272,600
II. Other Income	17	2,484,645	2,301,888
III. Total Revenue (I+II)		57,057,194	49,574,488
IV. Expenses			
Purchases of Software Products	18	6,744,552	4,550,243
Changes in Inventory - WIP		140,430	(123,854)
Employee benefit expenses	19	32,356,828	31,049,361
Administration and other Expenses	20	9,283,485	7,422,296
Depreciation and amortization expense	8	1,209,736	534,906
Total Expenses		49,735,031	43,432,952
V.Profit/(Loss) before exceptional items and tax (III - IV)		7,322,163	6,141,536
VI. Exceptional items		-	-
VII.Profit before extraordinary items and tax (V - VI)		7,322,163	6,141,536
VIII.Extraordinary Items		-	-
IX.Profit before tax (VII- VIII)		7,322,163	6,141,536
X. Tax Expense / (Income)			
Current tax		-	-
Deferred tax		-	-
XI. Profit/(Loss) for the year		7,322,163	6,141,536
XII.Earnings per Equity Share			
a) Basic Earning Per Share		0.63	0.53
b) Diluted Earning Per Share		0.63	0.53
See accompanying notes to financial statements	1 & 2		

As per our report of even date
For Umamaheswara Rao & Co.,
Chartered Accountants
Firm Registration No: 004453S

R.R.Dakshinamurthy
Partner
Membership No: 211639

Place: Hyderabad
Date: 18.05.2015

For and on behalf of the Board

V.Bala Subramanyam **Dr.Y.Satyanarayana**
Executive Director *Director*
DIN: 06399503 DIN: 00360679

Sunil Nemani Dr. Ram Nemani
Chief Financial Officer CEO & Director
DIN: 01131212



Schedules forming part of the Accounts

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	As at 31.03.2015	As at 31.03.2014
3.Share Holders Funds		
(i) Share Capital		
<i>Authorised Capital :</i>		
1,20,00,000 (31st March 2014 : 1,20,00,000) Equity Shares of Rs.10 each	120,000,000	120,000,000
<i>Issued, Subscribed and Paid up Capital :</i>		
11,585,400 (31st March 2014 : 11,585,400) Equity Shares of Rs.10 each fully paid up	115,854,000	115,854,000
Add : Shares Forfeited (Paid up value Rs.77000/-)	77,000	77,000
	115,931,000	115,931,000
Notes:		
a) Details of Share Holders having more than 5% of Shares	No of Shares	No of Shares
1.Rama Chandra Rao Nemani	2,458,760	2,458,760
(% of holding)	21.22%	21.22%
2.Ravileela Granites Limited	1,511,000	1,511,000
(% of holding)	13.04%	13.04%
3.Ram Nemani Def. Ben. Pension Plan Trust	1,087,600	1,087,600
(% of holding)	9.39%	9.39%
4.Janakirama Varma Meka	1,085,270	1,085,270
(% of holding)	9.37%	9.37%
5.Penmetsa Satyavati Varma	662,400	662,400
(% of holding)	5.72%	5.72%
6.B2B Esop Trust	600,000	600,000
(% of holding)	5.18%	5.18%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	11,585,400	11,585,400
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	11,585,400	11,585,400
4. Reserves & Surplus		
Profit & Loss a/c		
Opening balance	(72,561,661)	(78,703,197)
Add : Profit / (Loss) during the year	7,322,163	6,141,536
Retained Earnings	(327,856)	-
Amount available for appropriations	(65,567,354)	(72,561,661)
5. Trade Payables		
<i>(Unsecured and considered good)</i>		
Dues to parties other than micro, small and medium enterprises	1,474,247	1,243,219
	1,474,247	1,243,219
6. Other Current Liabilities		
Outstanding expenses	3,288,920	3,080,448
Statutory liabilities Liabilities	315,690	406,148
Security Deposit	2,314,271	2,141,704
	5,918,881	5,628,300
7. Short-term Provisions		
Provision for Gratuity	5,454,000	5,106,000
Provision for Annual Key Result Area	123,874	299,145
	5,577,874	5,405,145



8. Fixed Assets -2014-15

Amount in Rupees

Sl. No.	Description	Gross Block			Depreciation			Net Block	
		As at 01.04.2014	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2015	As at 01.04.2014	For the period	As at 31.03.2015	As at 31.03.2014
	Tangible								
1	Computers	5,297,814	614,700	3,067,860	2,844,654	4,855,664	564,324	2,360,601	442,150
2	Servers	874,786	-	-	874,786	670,263	105,659	775,922	204,523
3	Furniture and Fixtures	628,656	-	-	628,656	560,254	9,616	569,870	68,402
4	Office Equipment	1,792,885	47,299	230,680	1,609,504	1,203,679	468,902	1,483,558	589,206
5	Vehicles	2,187,266	2,276,055	2,187,266	2,276,055	1,855,304	386,757	343,667	331,962
	Intangible								
6	Copy Rights	18,600	-	-	18,600	12,509	2,333	14,842	6,091
	Total	10,800,007	2,938,054	5,485,806	8,252,255	9,157,673	1,537,591	5,548,460	1,642,334
	Previous Year	10,297,970	502,037	-	10,800,007	8,622,766	534,906	9,157,672	1,675,204

Out of the total current year depreciation of Rs.15,37,591/-

Rs.12,09,735 has been charged to current year profit & Loss A/c

Rs.3,27,856 has been charged to opening reserves in compliance with Schedule II of the Companies Act 2013.

Charged To P&L	1,209,735
Adjusted against Reserves	327,856
Total	1,537,591



Schedules forming part of the Accounts (Contd...)

Particulars	As at 31.03.2015	As at 31.03.2014
9. Non-current Investments (Unquoted, Investment in Equity shares)		
Investment in Subsidiary		
B2B Softech Inc.,		
72,000 Equity Shares of US Dollar 1 each, fully paid-up	3,381,120	3,381,120
Other Investments		
B2B Infotech Pte Ltd		
200,000 Equity Shares of Singapore Dollar 1 each, fully paid-up	5,510,797	5,510,797
Less: Provision for Diminution in the Value of Investment	(5,510,797)	(5,510,797)
	-	-
B2B Software Technologies Kassel GmbH		
(121,431 Euro)	6,250,862	6,250,862
Advances for Addl investment in Subsidiary Companies - Pending allotment		
B2B Software Technologies Kassel GmbH - Euro 5556	286,877	286,877
Less: Advance received against sale of investment in subsidiary	(1,292,636)	(1,292,636)
Less: Provision for Loss on Sale of Investment	(3,937,554)	(3,937,554)
Less: Provision for Diminution in the Value of Investment	(1,307,549)	(1,307,549)
	-	-
B2B Infotech SDN BHD		
(2,50,000 Equity Shares of Malaysian RM 1 each fully paid up)	548,856	548,856
Less: Provision for Diminution in the Value of Investment	(548,856)	(548,856)
	-	-
Total of Non-current Investments	3,381,120	3,381,120
10. Long-term Loans and Advances (Unsecured and considered good)		
Loan to B2B ESOP Trust	6,000,000	6,000,000
Security Deposits	748,514	808,305
	6,748,514	6,808,305
11. Current Investments (quoted, fully paidup)		
UTI Mutual Fund	518,256	518,256
ICICI Mutual Funds	6,820,772	5,042,234
Total Quoted Current Investments	7,339,028	5,560,490
(Aggregate market value of quoted investments - Rs 73,39,028)		
12. Inventories - Work in Progress (As certified by the management)	322,005	462,434
	322,005	462,434
13 . Trade Receivables (Unsecured and considered good)		
Debts outstanding for a period exceeding six months	-	3,535,670
Other debts	15,047,022	8,447,136
Less: Provision for Doubtful Debts	(3,635,336)	(3,535,670)
	11,411,686	8,447,136
14. Cash and Cash Equivalents		
Cash on hand	8,660	1,976
Balances with scheduled banks		
- On Current accounts	4,133,028	7,119,269
- On Fixed Deposits	23,262,887	19,020,556
	27,404,575	26,141,801
15. Short-term Loans and Advances (Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	1,092,819	365,935
IT Refund Due	2,931,110	2,836,448
	4,023,929	3,202,383



Schedules forming part of the Accounts (Contd...)

Particulars	As at 31.03.2015	As at 31.03.2014
16. Revenue from operations		
Export Income		
Sale of Software Products	-	978,524
Income from Software services	32,298,137	28,671,186
Domestic Income		
Sale of Software Products	12,726,012	8,312,922
Income from Software Services	9,548,400	9,309,968
	54,572,549	47,272,600
17. Other Income		
Dividend from Mutual Fund	360,890	281,626
Interest on Deposits	2,081,483	1,982,855
Other Income	-	20,400
Interest TDS Refund	90,130	40,005
Exchange Fluctuation Gain/ (Loss)	(264,872)	(22,998)
Profit/Loss Assets	217,013	-
	2,484,645	2,301,888
18. Purchases of Software Products		
Software Products	6,744,552	4,550,243
	6,744,552	4,550,243
19. Employee benefit expenses		
Salaries, Wages and Bonus*	29,894,934	29,044,102
Contribution to Provident Fund and other Funds	1,785,728	1,711,204
Staff Welfare Expenses	676,166	294,055
	32,356,828	31,049,361
*includes Director Remuneration		
Salary	2,652,060	1,460,640
Contribution to Provident Fund and other Funds	314,555	9,360
20. Administrative and other Expenses		
Rent	2,071,210	1,926,732
Rates and Taxes	637,042	337,199
Insurance	71,246	63,896
Travelling Expenses	1,950,185	834,555
Communication Expenses		
- Internet Charges	389,945	300,411
- Telephone	94,931	128,656
- Postage & Courier	16,040	11,381
Printing and Stationery	10,706	14,388
Electricity Charges	864,950	959,685
Advertisement	177,960	76,481
Repairs and Maintenance		
- Machinery	142,228	139,292
- Vehicles-	524,283	305,825
Professional and Consultancy Charges	1,137,350	329,722
Auditors Remuneration	160,000	160,000
Directors Sitting Fee	80,000	85,000
Provision for Bad Debts	99,666	436,907
Membershipfee & Seminar Expenses	231,752	543,379
Security Charges	131,600	144,800
Office Maintenance	492,391	623,988
	9,283,485	7,422,296



Schedules forming part of the Accounts (Contd...)

Notes to Financial Statements:

(All amounts in Indian Rupees, except share data and where otherwise stated)

21. Contingent Liabilities

Details of all cases pending

Name of the Statue	Nature of dues	Amount to the extent Not paid (in Lacs)	Period to which the amount relates Financial Year	Form where dispute is pending
NIL				

22. Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2015	March 31, 2014
Software Services	31,328,797	31,270,955

23. Expenditure in Foreign Currency (on payment basis)

Particulars	March 31, 2015	March 31, 2014
International Telephone Charges	-	-

24. Disclosure is made as per the requirement of the Accounting Standard 18 on related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidiary Company

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ram Nemani	CEO & Director
V.V.Nagendra	Executive Director
V. Bala Subramanyam	Executive Director
Sunil Nemani	CFO

c) Parties where key managerial person has significant influence

Name of the party	KMP	Relation of KMP
Genious Doc Inc	Dr.Ram Nimani	Director

ii) Transactions during the year

Name of the Related party	March 31, 2015	March 31, 2014
(a) With Genius Doc Inc		
Export of Software Services	24,617,103	23,168,216
(b) With Key Management Personnel		
Managerial Remuneration	2,966,615	1,460,640

iii) Balances Outstanding at the Year End

Name of the Related party	March 31, 2015	March 31, 2014
(a) With Genius Doc Inc		
Receivables	6,869,462	5,806,982
(b) With Key Management Personnel		
Managerial Remuneration		90,087

25. Earning/(loss) Per Share as per Accounting Standard 20

The Computation of EPS as per AS 20 is set out below:

	March 31, 2015	March 31, 2014
Profit/ (Loss) after Tax	7,322,163	6,141,536
Weighted average number of equity shares	11,585,400	11,585,400
Basic and diluted Earning Per Share	0.63	0.53
(Nominal value of equity shares: Rs. 10 each)		

26. Investment in Mutual Funds of Unit Trust of India & ICICI Prudential

	March 31, 2015	March 31, 2014
	Amount	Amount
Opening Balance	5,560,490	3,612,223
Add: Purchases	12,278,538	8,348,267
Less: Sale	10,500,000	6,400,000
Closing Balance	7,339,028	5,560,490

* Net Asset Value as on 31.03.2015 is Rs 73,39,028/-



27. There are no taxable profits for the current year after availing the brought forward losses as per the provisions of The Income tax act, 1961. Thus Provision for income tax has not been made for the current year.

28. The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel GmbH. The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for diminution in the value of investment.

29. The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation. The Company has made a provision for diminution in the value of investment to the extent of 100% of the carrying amount.

30. The Company is primarily engaged in Information Technology and related services. There are no other reportable segments in terms of Accounting Standard 17 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

31. Deferred tax asset/liability is not determined and accounted as per Accounting Standard-22 issued by ICAI as the related benefits on tax losses are considered

32. Employee Benefits

During the year the company has made a provision of Rs.884,454/- for gratuity based on Actuarial Valuation. The company has not created any assets to meet this obligation. Disclosure as required by Accounting Standard - 15 'Employee Benefits'

Particulars	March 31, 2015	March 31, 2014
1 Changes in Present Value of Obligation		
Present value of obligation as at the beginning of the year	5,105,784	4,573,784
Interest Cost	408,000	366,000
Current service cost	102,000	(550,000)
Benefits paid	(207,000)	446,000
Actuarial gain/(loss) on obligations	44,000	1,162,000
Present value of obligations at the end of the year	5,452,784	5,105,784
2 Changes in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits Paid	-	-
Actuarial gain/(loss) on plan assets	-	-
Fair value of plan assets at the end of the year	-	-
3 Assets Recognised in Balance Sheet		
Present value of obligation as at the end of the year	5,452,784	5,105,784
Fair value of plan assets at the end of the year	-	-
Funded Status	5,452,784	5,105,784
Net asset/(liability) recognised in balance sheet	5,452,784	5,105,784
4 Expenses Recognised in Statement of Profit & Loss		
Current service cost	102,000	(550,000)
Interest Cost	408,000	366,000
Settlement Cost	(207,000)	(446,000)
Net Actuarial (gain)/loss recognised in the year	44,000	1,162,000
Expenses Recognised in Statement of Profit & Loss	347,000	532,000
5 Assumptions		
Discount	8%	8%
Escalation	6%	6%

**Notes to Financial Statements**

(All amounts in Indian Rupees, except share data and where otherwise stated)

1 Nature of operations

B2B Software Technologies is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in undivided Andhra Pradesh, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development

2 Significant Accounting Policies**2.1 Accounting convention**

The Financial Statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles in India (GAAP) and comply with the mandatory Accounting Standards as specified in the Companies (Accounting Standards) Rules 2006 ('Rules'), other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable, the provisions of Companies Act, 1956, the provisions of the Companies Act 2013 (to the extent notified) and guidelines issued by Securities and Exchange Board of India.

2.2 Use of estimates

The Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure relating to contingent assets and contingent liabilities as on date of financial statements and the reported amounts of income and expenses during the period. Actual results could differ from the estimates. Examples of such estimates include provision for doubtful debt, future obligation under employee retirement benefit plan, income taxes, useful life of fixed assets, etc. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.3 Cash flows

Cash flows are reported using the indirect method, where by the net profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated and presented separately.

2.4 Revenue recognition

Revenue from Consultation services consists of revenue earned from services performed on a time and material basis and time bound fixed - price engagements. In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, revenue is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known. In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

2.5 Fixed assets

Fixed assets are stated at cost of acquisition. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for its intended use. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets.

Depreciation is computed based on the useful life of the assets as prescribed in schedule II of the Companies Act 2013. Depreciation is calculated using written down value Method. Depreciation is calculated on a pro-rata basis from the date of installation / capitalization till the date the assets are sold or disposed.

The company owns Intellectual Property Right relating to its service business and the carrying amount thereof is disclosed in the schedule of Fixed Assets. This would be amortised on a written down value method over a period of 10 years

2.6 Foreign currency transactions

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

At the Balance Sheet date, foreign currency monetary items are reported using the closing/contracted rate. Non monetary items denominated in foreign currency are reported at the exchange rate ruling at the date of transaction.

All exchange differences are recognised as income or expense in the period in which they arise.

2.7 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.8 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.9 Earnings per share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss after tax attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.10 Provisions and contingencies

The Company recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.



Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	31.03.2015	31.03.2014
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	7,322,163	6,141,536
Adjustments for :		
Depreciation	1,209,736	534,906
Income from Investment - Dividends	(360,890)	(281,626)
Exchange differences on translation of foreign currency cash and cash equivalents	264,872	22,998
Operating profit before working capital changes	8,435,880	6,417,814
Adjustments for changes in working capital :		
(Increase)/Decrease in Accounts Receivables	(2,964,550)	(286,782)
(Increase)/Decrease in Loans and Advances	(821,546)	(460,861)
(Increase)/Decrease in Work in Progress	140,429	(123,854)
Increase / (Decrease) in Trade and Other Payables	521,609	(1,263,929)
Increase / (Decrease) in Provision	172,729	651,822
Cash generated from operations	5,484,551	4,934,210
Less: Taxes Paid	-	-
Net Cash from Operating Activities	5,484,551	4,934,210
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(2,938,055)	(502,036)
Sale of Fixed Assets	339,002	-
Purchase of Mutual Funds	(12,278,538)	(8,348,267)
Sale of Mutual Funds	10,500,000	6,400,000
Decrease in Long Term Loans & Advances	59,791	-
Income from Investment - Dividends	360,890	281,626
Net Cash used in Investing Activities	(3,956,910)	(2,168,676)
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	-	-
Exchange differences on translation of foreign currency cash and cash equivalents	(264,872)	(22,998)
D. cash equivalents		
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	1,262,770	2,742,536
Cash and Cash equivalents at the beginning of the year	26,141,804	23,399,267
Cash and Cash equivalents at the end of the year	27,404,575	26,141,804

As per our report of even date

For Umamaheswara Rao & Co.,

Chartered Accountants.

Firm Registration No: 004453S

R.R.Dakshinamurthy

Partner

Membership No: 211639

Place: Hyderabad

Date: 18.05.2015

On behalf of the Board of Directors

V.Bala Subramanyam

Executive Director

DIN: 06399503

Sunil Nemani

Chief Financial Officer

Dr.Y.Satyanarayana

Director

DIN: 00360679

Dr. Ram Nemani

CEO & Director

DIN: 01131212



Independent Auditors' Report on Consolidated Financial Statements

To,
The Members
M/s B2B Software Technologies Limited .

Report on the Consolidated Financial Statements.

We have audited the accompanying consolidated financial statements of B2B Software Technologies Limited ('herein referred to as "the Holding Company") and its subsidiary comprising of the Balance Sheet as at March 31, 2015, consolidated profit and loss account, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Boards of Directors of the group companies are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Holding Company's management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in



conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date. :

Other Matters

1. We did not audit the financial statements / financial information of subsidiary namely, B2B Softech Inc. United States of America, whose financial statements reflect total assets of Rs.45,50,101/- as at 31st March 2015, total revenue of Rs.283,47,234/- and net cash flows amounting to Rs.4,40,331/- for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 41,653 for the year ended 31st March, 2015, as considered in the consolidated financial statements, whose financial statements / financial information have not been audited by us.
These financial statements / financial information have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors.
2. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and the subsidiary company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the Directors as on March 31, 2015, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2015 from being appointed as a Director in terms of Section 164 (2) of the Act.
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Umamaheswara Rao & Co.,
Chartered Accountants
(R R. Dakshinamurthy)
Partner
M No 211639
FRN 0044535
Place: Hyderabad
Date: 18.05.2015



Annexure to Independent Auditors' Report on Consolidated Financial Statements

Referred to in paragraph 1 **Report on Other Legal and Regulatory Requirements** in our Report of even date to the members of **B2B Software Technologies Limited**, on the consolidated financial statements of the group for the year ended 31st March 2015:

Our reporting on the Order includes the report on the Holding Company audited by us. The order is not applicable to the Foreign Subsidiary which has been audited by the other auditors. Our report in respect of this entity is based solely on the reports of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.

In our opinion and according to the information and explanations given to us:

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a fixed programme of Physical verification of its fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Management has physically verified the fixed assets during the year. No material discrepancies were noticed on such verification.
2. The Clause relating to Inventories is not applicable to the company, as the Company has not carried out any manufacturing activity.
3. The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of fixed assets and for the sale of services. During the course of our audit, no major weakness has been noticed in the internal control system.
5. The Company has not accepted any Deposits from the public and consequently the directives issued by Reserve Bank of India; the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under are not applicable.
6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activity carried out by the company.
7. a) According to the information and explanations given to us and on the basis of examination of books of accounts, the Company has been regular in depositing Provident Fund, Employees State Insurance Dues, Service tax, VAT, Income tax and Sales tax with appropriate authorities. According to the information and explanations given to us, no undisputed dues payable in respect of Provident fund, Employees State Insurance, Income Tax, sales tax, VAT customs duty, service tax and Cess were outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
b) According to the records of the company examined, there were no dues in respect of Provident Fund, Employees State Insurance Dues, Service tax, VAT.
c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The accumulated losses of the company are more than fifty percent of its Net worth. The company has not incurred cash losses during the Current financial year as well as in the immediately preceding year.
9. The Clause relating to payment of dues to any financial institution/Bank/Debenture holders is not applicable, as the company has not borrowed any loans from any financial institution/Bank/Debenture holders.
10. According to the information and explanations provided to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. The company did not have any term loans outstanding during the year and as such clause (xiii) of the Order is not applicable.
12. During the year no frauds have been noticed or reported on/by the company.

For Umamaheswara Rao & Co.,
Chartered Accountants
(R R. Dakshinamurthy)
Partner
M No 211639
FRN 004453S
Place: Hyderabad
Date: 18.05.2015



Consolidated Balance Sheet as at March 31, 2015

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No	As at 31.03.2015	As at 31.03.2014
I.EQUITY & LIABILITIES			
Shareholder's Funds			
(i) Share Capital	3	115,931,000	115,931,000
(ii) Reserves & Suplus	4	(65,524,679)	(72,059,608)
(ii) Foreign Currency Translation Reserve		1,126,246	946,128
Current liabilities			
(i) Trade Payables	5	1,474,247	1,243,219
(ii) Other Current Liabilities	6	5,918,881	5,628,300
(iii) Short term Provisions	7	5,577,874	5,405,145
Total		64,503,569	57,094,184
II.ASSETS			
Non-Current Assets			
(i) Fixed assets			
(a) Tangible Assets	8	2,727,576	2,214,484
(b) Intangible Assets	8	3,758	6,091
(ii) Non-current investments	9	-	-
(iii) Long term loans and advances	10	6,748,514	6,808,305
Current assets			
(i) Current Investments	11	7,339,028	5,560,490
(ii) Inventories - Work in Progress	12	322,005	462,434
(iii) Trade Receivables	13	11,849,822	9,054,146
(iv) Cash and cash equivalents	14	31,488,938	29,785,850
(v) Short term Loans and advances	15	4,023,929	3,202,383
Total		64,503,569	57,094,184
See accompanying notes to financial statements			

As per our report of even date
For Umamaheswara Rao & Co.,
Chartered Accountants
 Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
 Membership No: 211639

V.Bala Subramanyam
Executive Director
 DIN: 06399503

Dr.Y.Satyanarayana
Director
 DIN: 00360679

Hyderabad
 Date : 18.05.2015

Sunil Nemani
 Chief Financial Officer

Dr. Ram Nemani
 CEO & Director
 DIN: 01131212



Consolidated Profit and Loss Account for the Year ended March 31,2015

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No	Year ended	Year ended
		31.03.2015	31.03.2014
I. Revenue from operations	16	82,919,783	72,349,239
II. Other Income	17	2,484,645	2,301,888
III. Total Revenue (I+II)		85,404,428	74,651,127
IV. Expenses			
Purchases of Software Products	18	6,744,552	4,550,243
Changes in Inventory - WIP		140,429	(123,854)
Employee benefit expenses	19	58,295,154	55,552,192
Administration and other Expenses	20	11,599,025	7,655,399
Financial costs		-	-
Depreciation	8	1,261,475	167,659
Total Expenses		78,040,635	67,801,638
V.Profit/(Loss) before exceptional items and tax (III - IV)		7,363,793	6,849,489
VI. Exceptional items		-	-
VII.Profit/(Loss) before tax (V - VI)		7,363,793	6,849,489
VIII. Tax Expense / (Income)			
Current tax		-	-
Deferred tax		-	-
IX. Profit/(Loss) for the year		7,363,793	6,849,489
X.Earnings per Equity Share			
Basic and Diluted (Face value - Rs.10 per share)		0.64	0.59
See accompanying notes to financial statements			

As per our report of even date
For Umamaheswara Rao & Co.,
Chartered Accountants
 Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
 Membership No: 211639

V.Bala Subramanyam
Executive Director
 DIN: 06399503

Dr.Y.Satyanarayana
Director
 DIN: 00360679

Hyderabad
 Date : 18.05.2015

Sunil Nemani
 Chief Financial Officer

Dr. Ram Nemani
 CEO & Director
 DIN: 01131212



Schedules forming part of the Consolidated accounts

Particulars	As at 31.03.2015	As at 31.03.2014
3.Share Holders Funds		
(i) Share Capital		
<i>Authorised Capital :</i>		
1,20,00,000 (31st March 2013 : 1,20,00,000) Equity Shares of Rs.10 each	120,000,000	120,000,000
<i>Issued, Subscribed and Paid up Capital :</i>		
11,585,400 (31st March 2013 : 11,585,400) Equity Shares of Rs.10 each fully paid up	115,854,000	115,854,000
Add : Shares Forfeited (Paid up value Rs.77000/-)	77,000	77,000
	115,931,000	115,931,000
Notes:		
a) Details of Share Holders having more than 5% of Shares	No of Shares	No of Shares
1.Rama Chandra Rao Nemani	2,458,760	2,458,760
(% of holding)	21.22%	21.22%
2.Ravileela Granites Limited	1,511,000	1,511,000
(% of holding)	13.04%	13.04%
3.Ram Nemani Def. Ben. Pension Plan Trust	1,087,600	1,087,600
(% of holding)	9.39%	9.39%
4.Janakirama Varma Meka	1,085,270	1,085,270
(% of holding)	9.37%	9.37%
5.Penmetsa Satyavati Varma	662,400	662,400
(% of holding)	5.72%	5.72%
6.B2B Esop Trust	600,000	600,000
(% of holding)	5.18%	5.18%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	11,585,400	11,585,400
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	11,585,400	11,585,400
4. Reserves & Surplus		
Profit & Loss a/c		
Opening balance	72,560,616	78,909,096
Add : (Profit) / Loss during the year	(7,363,793)	(6,849,488)
Less: Amount drawn	-	-
Retained Earnings	327,856	-
Amount available for appropriations	65,524,679	72,059,608
5. Trade Payables		
<i>(Unsecured and considered good)</i>		
Dues to other than micro and small enterprises	1,474,247	1,243,219
	1,474,247	1,243,219
6. Other Current Liabilities		
Outstanding expenses	3,604,610	3,486,596
Security Deposit	2,314,271	2,141,704
	5,918,881	5,628,300
7. Short-term Provisions		
Provision for Gratuity	5,454,000	5,106,000
Provision for Annual Key Result Area	123,874	299,145
	5,577,874	5,405,145



8. Fixed Assets - 2014-15

Description	Gross Block			Depreciation			Amount in Rupees	
	As at 01.04.2014	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2015	As at 01.04.2014	For the period	As at 31.03.2015	As at 31.03.2014
i) Tangible								
Computers	798,146	614,700	10,701	1,402,145	297,975	521,256	819,231	500,170
Furniture and Fixtures	994,969	-	-	994,969	807,895	100,746	908,641	197,286
Office Equipment	922,974	98,970	-	1,021,944	645,614	250,383	895,997	1,053,895
Vehicles	2,276,055	-	-	2,276,055	-	386,757	343,667	2,276,055
Sub-total(i)	4,992,143	713,670	10,701	5,695,112	1,751,484	1,259,142	2,967,536	4,027,406
ii) Intangible								
Copy Rights	18,600	-	-	18,600	12,509	2,333	14,842	6,091
Sub-total(ii)	18,600	-	-	18,600	12,509	2,333	14,842	6,091
Total(i+ii)	5,010,743	713,670	10,701	5,713,712	1,763,993	1,261,475	2,982,378	4,033,497
Previous Year	12,920,270	418,759		13,339,029	10,619,445	452,392	11,071,837	2,300,825



Schedules forming part of the Consolidated accounts

Particulars	As at 31.03.2015	As at 31.03.2014
9. Non-current Investments		
<i>(Unquoted, Investment in Equity shares)</i>	-	-
Other Investments		
B2B Infotech Pte Ltd		
200,000 Equity Shares of Singapore Dollar 1 each, fully paid-up	5,510,797	5,510,797
Less: Provision for Diminution in the Value of Investment	(5,510,797)	(5,510,797)
	-	-
B2B Software Technologies Kassel GmbH		
(121,431 Euro)	6,250,862	6,250,862
Advances for Addl investment in Subsidiary Companies - Pending allotment		
B2B Software Technologies Kassel GmbH - Euro 5556	286,877	286,877
Less: Advance received against sale of investment in subsidiary	(1,292,636)	(1,292,636)
Less: Provision for Loss on Sale of Investment	(3,937,554)	(3,937,554)
Less: Provision for Diminution in the Value of Investment	(1,307,549)	(1,307,549)
	-	-
B2B Infotech SDN BHD		
(2,50,000 Equity Shares of Malaysian RM 1 each fully paid up)	548,856	548,856
Less: Provision for Diminution in the Value of Investment	(548,856)	(548,856)
	-	-
Total of Non-current Investments	-	-
10. Long-term Loans and Advances		
<i>(Unsecured and considered good)</i>		
Loan to B2B ESOP Trust	6,000,000	6,000,000
Other Deposits	748,514	808,305
	6,748,514	6,808,305
11. Current Investments		
<i>(quoted, fully paidup)</i>		
UTI Mutual Fund	518,256	518,256
ICICI Mutual Funds	6,820,772	5,042,234
Total Quoted Current Investments	7,339,028	5,560,490
<i>(Aggregate market value of quoted investments - Rs 68,20,772/-.)</i>		
12. Inventories - Work in Progress	322,005	462,434
<i>(As certified by the management)</i>	322,005	462,434
13 . Trade Receivables		
<i>(Unsecured and considered good)</i>		
Debts outstanding for a period exceeding six months		3,535,670
Other debts	15,485,157	9,054,146
Less: Provision for Doubtful Debts	(3,635,336)	(3,535,670)
	11,849,822	9,054,146
14. Cash and Cash Equivalents		
Cash on hand	4,093,023	1,976
<i>Balances with scheduled banks</i>		
- On Current accounts	4,133,028	7,119,269
- On EEFC accounts	-	3,644,050
- On Fixed Deposit accounts	23,262,887	19,020,556
	31,488,938	29,785,850
15. Short-term Loans and Advances		
<i>(Unsecured and considered good)</i>		
Advances recoverable in cash or in kind for value to be received	1,092,819	365,935
IT Reund Due	2,931,110	2,836,448
	4,023,929	3,202,383



Schedules forming part of the Consolidated accounts

Particulars	As at 31.03.2015	As at 31.03.2014
16. Revenue from operations		
Export Income		
Sale of Software Products	978,524	978,524
Income from Consultancy Services	31,319,613	53,747,825
Domestic Income		
Sale of Software Products	41,073,246	8,312,922
Income from Consultancy Services	9,548,400	9,309,968
	82,919,783	72,349,239
17. Other Income		
Dividend from Mutual Fund	360,890	281,626
Interest on Deposits	2,081,483	1,982,855
Miscellaneous Income	-	20,400
Interest TDS Refund	90,130	40,005
Exchange Fluctuation Gain/ (Loss)	(264,872)	(22,998)
Profit/Loss Assets	217,013	
	2,484,645	2,301,888
18. Purchases of Software Products		
Software Products	6,744,552	4,550,243
	6,744,552	4,550,243
19. Employee benefit expenses		
Salaries, Wages and Bonus*	55,833,260	51,522,723
Contribution to Provident Fund and other Funds	1,785,728	1,711,204
Staff Welfare Expenses	676,166	2,318,264
	58,295,154	55,552,192
20. Administrative and other Expenses		
Rent	2,071,210	1,926,732
Rates and Taxes	728,202	401,018
Insurance	2,274,156	69,522
Travelling Expenses	1,950,185	834,555
Communication Expenses		
- Internet Charges	389,945	300,411
- Telephone	94,931	132,111
- Postage & Courier	16,040	11,381
Printing and Stationery	10,706	14,388
Electricity Charges	864,950	959,685
Advertisement	177,960	76,481
Repairs and Maintenance		
- Machinery	142,228	139,292
- Vehicles-	524,283	305,825
Professional and Consultancy Charges	1,158,821	489,924
Auditors Remuneration	160,000	160,000
Directors Sitting Fee	80,000	85,000
Provision for Bad Debts	99,666	436,907
Membershipfee,Meeting&Seminar Charges	231,852	543,379
Security Charges	131,600	144,800
Office Maintenance	492,291	623,988
	11,599,025	7,655,399



Notes to Financial Statements:

(All amounts in Indian Rupees, except share data and where otherwise stated)

21. Contingent Liabilities

Details of all cases pending

Name of the Statue	Nature of dues	Amount to the extent Not paid (in Lacs)	Period to which the amount relates Financial Year	Form where dispute is pending
		Nil		

22. Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2015	March 31, 2014
Software Development Services- Export	31,328,797	31,270,955

23. Expenditure in Foreign Currency (on payment basis)

Particulars	March 31, 2015	March 31, 2014
Commission	-	-
Purchase of Software	-	-
International Telephone Charges	-	46,809

24. Disclosure is made as per the requirement of the Accounting Standard 18 on related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidiary Company

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ram Nemani	Director
V.V.Nagendra	Executive Director
V. Bala Subramanyam	Executive Director
Sunil Nemani	CFO

c) Parties where key managerial person has significant influence

Name of the party	KMP	Relation of KMP
GeniusDoc Inc	Dr.Ram Nimani	Director

ii) Transactions during the year

Name of the Related party	March 31, 2015	March 31, 2014
(a) With GeniusDoc Inc		
Consultancy Services	24,617,103	23,168,216
(b) With Key Management Personnel		
Managerial Remuneration	2,966,615	1,460,640
iii) Balances Outstanding at the Year End		
Name of the Related party		
(a) With Genius Doc Inc		
Receivables	6,869,462	5,806,982
(b) With Key Management Personnel		
Managerial Remuneration		90,087

25. Earning/(loss) Per Share as per Accounting Standard 20

The Computation of EPS as per AS 20 is set out below:

	March 31, 2015	March 31, 2014
Profit/ (Loss) after Tax	7,363,793	6,849,489
Weighted average number of equity shares	11,585,400	11,585,400
Basic and diluted Earning Per Share	0.64	0.59

26. Investment in Mutual Funds of Unit Trust of India & ICICI Prudential

Opening Balance	5,560,490	3,612,223
Add: Purchases	12,278,538	8,348,267
Less: Sale	10,500,000	6,400,000
Closing Balance	7,339,028	5,560,490

* Net Asset Value as on 31.03.2015 is Rs 73,39,028/-

27. There are no taxable profits for the current year after availing the brought forward losses as per the provisions of The Income tax act, 1961.

Thus Provision for income tax has not been made for the current year.

28. The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel GmbH. The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for diminution in the value of investment.

29. The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation. The Company has made a provision for diminution in the value of investment to the extent of 100% of the carrying amount.

30. The Company is primarily engaged in Information Technology and related services. The segment report of B2B Software Technologies Limited and its subsidiary has been prepared in accordance with the AS 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India and notified by Companies (Accounting Standards) Rules, 2006.

Sl.No	Particulars	For the Year ended	
		3/31/2015	3/31/2014
		Audited	Audited
1	Segment Revenue		
	a) India	545.73	472.73
	b) USA	282.42	250.77
	Total	828.15	723.50
	Less : Inter segment revenues	-	-
	Net Segment Revenue	828.15	723.50
	Segment Results before tax and interest		
	a) India	55.42	38.40
	b) USA	0.42	7.08
	c) Other Income	22.26	23.02
	Total	78.10	68.50
	Less : Interest Expenses	-	-
	Less : Other un-allocable expenditure net off un-allocable income.	-	-
	Total Profit/(Loss) Before Tax	78.10	68.50
	Capital Employed		
	a) India	469.82	399.88
	b) USA	45.50	43.28
	Total	515.32	443.16

31. Deferred tax asset/liability is not determined and accounted as per Accounting Standard-22 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

**Notes to Financial Statements**

(All amounts in Indian Rupees, except share data and where otherwise stated)

1 Nature of operations

B2B Software Technologies is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in undivided Andhra Pradesh, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development

2 Significant Accounting Policies**2.1 Accounting convention**

The Financial Statements have been prepared and presented under the historical cost convention on the accrual basis of accounting in accordance with Generally Accepted Accounting Principles in India (GAAP) and comply with the mandatory Accounting Standards as specified in the Companies (Accounting Standards) Rules 2006 ('Rules'), other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable, the provisions of Companies Act, 1956, the provisions of the Companies Act 2013 (to the extent notified) and guidelines issued by Securities and Exchange Board of India.

2.2 Use of estimates

The Preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure relating to contingent assets and contingent liabilities as on date of financial statements and the reported amounts of income and expenses during the period. Actual results could differ from the estimates. Examples of such estimates include provision for doubtful debt, future obligation under employee retirement benefit plan, income taxes, useful life of fixed assets, etc. Any revision to accounting estimates is recognised prospectively in current and future periods.

2.3 Cash flows

Cash flows are reported using the indirect method, where by the net profit before tax is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated and presented separately.

2.4 Revenue recognition

Revenue from Consultation services consists of revenue earned from services performed on a time and material basis and time bound fixed - price engagements. In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, revenue is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known. In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

2.5 Fixed assets

Fixed assets are stated at cost of acquisition. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for its intended use. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets.

Depreciation is computed based on the useful life of the assets as prescribed in schedule II of the Companies Act 2013. Depreciation is calculated using written down value Method. Depreciation is calculated on a pro-rata basis from the date of installation / capitalization till the date the assets are sold or disposed.

The company owns Intellectual Property Right relating to its service business and the carrying amount thereof is disclosed in the schedule of Fixed Assets. This would be amortised on a written down value method over a period of 10 years

2.6 Foreign currency transactions

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

At the Balance Sheet date, foreign currency monetary items are reported using the closing/contracted rate. Non monetary items denominated in foreign currency are reported at the exchange rate ruling at the date of transaction.

All exchange differences are recognised as income or expense in the period in which they arise.

2.7 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.8 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.9 Earnings per share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss after tax attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.10 Provisions and contingencies

The Company recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.



Consolidated Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	31.03.2015	31.03.2014
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	7,363,793	6,849,489
Adjustments for :		
Interest	-	-
Depreciation	1,261,475	167,659
Income from Investment - Dividends	(360,890)	(281,626)
Interest on Fixed Deposit	(2,081,483)	(1,982,855)
Exchange differences on translation of foreign currency cash and cash equivalents	264,872	22,998
Operating profit before working capital changes	6,447,766	4,775,665
Adjustments for changes in working capital :		
(Increase)/Decrease in Accounts Receivables	(2,795,676)	(319,031)
(Increase)/Decrease in Loans and Advances	(821,546)	(460,861)
(Increase)/Decrease in Work in Progress	140,429	(123,854)
Increase / (Decrease) in Trade and Other Payables	521,609	(1,263,927)
Increase / (Decrease) in Provision	172,729	651,822
Cash generated from operations	3,665,311	3,259,813
Interest received from Fixed Deposit	2,081,483	1,982,855
Net Cash from Operating Activities	5,746,794	5,242,668
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(2,938,055)	(502,036)
Sale of Fixed Assets	339,002	-
Purchase of Mutual Funds	(12,278,538)	(8,348,267)
Sale of Mutual Funds	10,500,000	6,400,000
Decrease in Long Term Loans & Advances	59,791	-
Income from Investment - Dividends	360,890	281,626
Net Cash used in Investing Activities	(3,956,910)	(2,168,676)
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	-	-
D. Exchange differences on translation of foreign currency cash and cash equivalents	(86,797)	364,062
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	1,703,087	3,438,054
Cash and Cash equivalents at the beginning of the year	29,785,851	26,347,797
Cash and Cash equivalents at the end of the year	31,488,938	29,785,851

As per our report of even date

For Umamaheswara Rao & Co.,

Chartered Accountants

Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy

Partner

Membership No: 211639

V.Bala Subramanyam

Executive Director

DIN: 06399503

Dr.Y.Satyanarayana

Director

DIN: 00360679

Hyderabad

Date : 18.05.2015

Sunil Nemani

Chief Financial Officer

Dr. Ram Nemani

CEO & Director

DIN: 01131212



Form No. SH - 13.

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies
(Share Capital and Debentures) Rules, 2014)

To

B2B SOFTWARE TECHNOLOGIES LIMITED,

3rd & 4th Floor, AVR Towers, 6-3- 1112,

Behind West Side Showroom, Near Somajiguda Circle,

Begumpet, Hyderabad - 500 016.

I / We _____ the holder (s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (In respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No(s)	Distinctive No(s)

(1) PARTICULARS OF NOMINEE / S :-

- (a) Name :
- (b) Date of Birth :
- (c) Father's / Mother's / Spouse's Name :
- (d) Occupation :
- (e) Nationality :
- (f) Address :

(g) Email id :

(h) Relationship with the Security holder :

(2) IN CASE OF NOMINEE IS A MINOR :-

- (a) Date of Birth :
- (b) Date of attaining majority :
- (c) Name of Guardian :
- (d) Address of Guardian :

Name :

Address :

Name(s) of the Security Holder (s) :

Signature :

Signature of Witness with Name and Address



Form No. SH - 14

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014]

To

B2B SOFTWARE TECHNOLOGIES LIMITED,

3rd & 4th Floor, AVR Towers, 6-3- 1112,

Behind West Side Showroom, Near Somajiguda Circle,

Begumpet, Hyderabad - 500016.

I / We hereby cancel the nomination (s) made by me / us in favour of _____ (name and address of the nominee (s) in respect of the below mentioned securities.

OR

I / We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (In respect of which nomination is cancelled / varied)

Nature of Securities	Folio No.	No. of Securities	Certificate No(s)	Distinctive No(s)

(1) PARTICULARS OF NOMINEE / S :-

(a) Name :

(b) Date of Birth :

(c) Father's / Mother's / Spouse's Name :

(d) Occupation :

(e) Nationality :

(f) Address :

(g) Email id :

(h) Relationship with the Security holder :

(2) IN CASE OF NOMINEE IS A MINOR :-

(a) Date of Birth :

(b) Date of attaining majority :

(c) Name of Guardian :

(d) Address of Guardian :

Signature :

Name(s) of the Security Holder (s) :

Signature of Witness with Name and Address

**B2B SOFTWARE TECHNOLOGIES LIMITED,**

3rd & 4th Floor, AVR Towers, 6-3- 1112, Behind West Side Showroom, Near Somajiguda Circle,
 Begumpet, Hyderabad - 500 016. Tel : 040-23372522, 23375926. Fax: 040-23322385.
 Email : investorservice@b2bsofttech.com | Website : b2bsofttech.com

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP DULY COMPLETED WITHOUT FAIL AND
 HAND IT OVER AT THE ENTRANCE FOR OBTAINING ENTRY PASS

I / We hereby record my / our presence at the 21st Annual General Meeting of B2B SOFTWARE TECHNOLOGIES LIMITED held at 3rd and 4th Floor, AVR Towers, 6-3-1112, Behind West Side Showroom, Near Somajiguda Circle, Begumpet, Hyderabad - 500 016. on Wednesday the 30th of September, 2015 at 11 : 00 AM

Name of the Shareholder : _____

Folio No. / Client ID / DP ID : _____

Name of the Proxy / representative, if any : _____

I certify that I am a registered Shareholder / Proxy for the Shareholder of the Company.

Signature of the Shareholder / Proxy

- Notes:**
1. Attendance slip which is not complete in all respects shall not be accepted.
 2. The registration counter will remain open between 10.00 AM to 11.00 AM
 3. Joint Shareholders may obtain additional attendance slip on request.

MGT -11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

B2B SOFTWARE TECHNOLOGIES LIMITED,

3rd & 4th Floor, AVR Towers, 6-3- 1112, Behind West Side Showroom, Near Somajiguda Circle,
 Begumpet, Hyderabad - 500 016. Tel : 040-23372522, 23375926. Fax: 040-23322385.
 Email : investorservice@b2bsofttech.com | Website : b2bsofttech.com

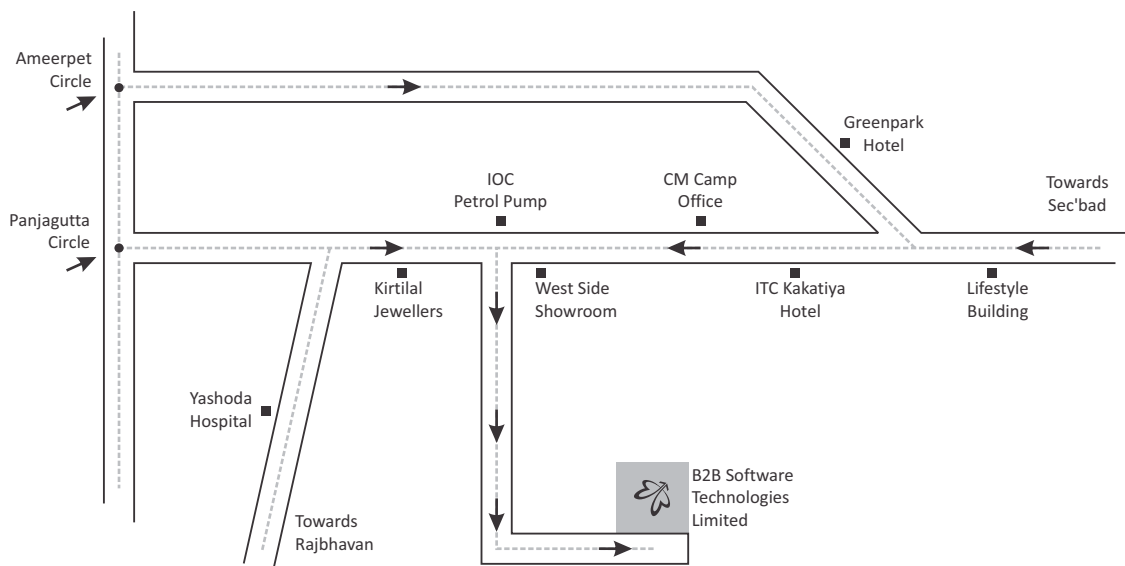
Name(s) of the Member(s)
Registered Address
Email ID
Folio No. / Client ID
DP ID

I/We being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name	
Address	
E-Mail Id	
Signature	on failing him:
1. Name	
Address	
E-Mail Id	
Signature	on failing him:
1. Name	
Address	
E-Mail Id	
Signature	on failing him:

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 21st Annual General meeting of the Company to be held on the Wednesday the 30th of September, 2015 at 11 AM , at 3rd and 4th Floor, AVR Tower, 6-3- 1112, Behind West Side Showroom, Near Somajiguda Circle, Begumpet, Hyderabad - 500016. and any adjournment thereof in respect of such resolutions are indicated overleaf :

Contd...

**Route Map:**

Resolution No.	Resolution	For	Against
Ordinary Business:			
1.	Consideration and adoption of Standalone and Consolidated financial statements, Board's Report and Report of Auditors thereon		
2.	Re appointment of Dr. Murthy Mutyala who retires by rotation and being eligible offers himself for re-appointment		
3.	Re appointment of Dr. Ram Nemani who retires by rotation and being eligible offers himself for re-appointment		
4.	Ratification of appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration		
Special Business:			
5.	Appointment of Ms. Rajeswari Immani as an Independent Director of the Company not liable to retire by rotation		
6.	Approval for entering into related party transactions with GeniusDoc under the provisions of Section 188 of the Companies Act, 2013.		

Signed this _____ day of _____, 2015

Signature of the Shareholder:

Signature of the Proxy holder(s) :

Affix Re 1/-
Revenue
Stamp

NOTE : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.