



**B2B SOFTWARE**

TECHNOLOGIES LTD

PEOPLE . VALUES . TECHNOLOGIES



**ANNUAL REPORT 2021 - 2022**

**28<sup>th</sup> ANNUAL REPORT**

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## SECRETARIAL AUDITOR

D.S.M. Ram  
Proprietor DSMR & Associates  
Company Secretaries  
# 6-3-668/10/42, Plot No.42, 2nd Floor,  
Durga Nagar Colony, Punjagutta,  
Hyderabad - 500082.

## DIRECTORS

1. Dr. Satyanarayana Y(DIN-00360679)	Director
2. Mr. A. Rambabu (DIN-03473906)	Independent Director
3. Mr. M. Rambabu (DIN-03473901)	Independent Director
4. Ms. Rajeswari Immani (DIN-07127791)	Independent Women Director
5. Mr. Ch.Suresh (DIN-03473921)	Director
6. Mr. V. Bala Subramanyam (DIN-06399503)	Executive Director

## KEY MANAGERIAL PERSONNEL

1. Dr. Ramachandra Rao Nemani	C.E.O.
2. Mr. V. Bala Subramanyam	Executive Director
3. Mr. Sunil Nemani	C.F.O.
4. Mrs. Jyothi Mantri (ACS 53222)	Company Secretary & Compliance Officer

**STATUTORY AUDITORS:**  
UMAMAHESWARA RAO & CO.,  
Chartered Accountants,  
# 5H, Krishna Apartments,  
8-3-324, Ameerpet, 'X' Road,  
Hyderabad - 500 073.

**INTERNAL AUDITORS:**  
M.V. Vijaya Kumar & Co.,  
6-3-609/14/1,  
Anand Nagar Colony,  
Khairatabad,  
Hyderabad - 500 004.

## BANKERS:

**ICICI Bank Ltd.**  
Khairatabad,  
Hyderabad - 500 004

**State Bank of Hyderabad,**  
Bellavista Branch,  
Hyderabad - 500 082

## 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 : advisors@cilsecurities.com

## REGISTERED OFFICE:

6-3-1112, 3rd Floor, AVR Tower, Behind Westside Showroom  
Near Somajiguda Circle, Begumpet, Hyderabad - 500 016.  
Website: [www.b2bsoftech.com](http://www.b2bsoftech.com) | E: [investorservice@b2bsoftech.com](mailto:investorservice@b2bsoftech.com)  
CIN : L72200TG1994PL018351

**B2B SOFTWARE TECHNOLOGIES LIMITED**

Registered Office: 3<sup>rd</sup> Floor, AVR Towers, 6-3-1112, Behind West Side Showroom, Near Somajiguda Circle,  
Begumpet, Hyderabad – 500016 Phone: 040 – 23372522, 23375926, Fax: 040 – 233223285  
Email id: investorservice@b2bsofttech.com Website: www.b2bsofttech.com  
CIN: L72200TG1994PLC018351

**NOTICE**

Notice is hereby given that the Twenty Eight Annual General Meeting of the members of **B2B SOFTWARE TECHNOLOGIES LIMITED** (CIN: L72200TG1994PLC018351) will be held on Monday the 26<sup>th</sup> Day of September, 2022 at 10.00 A.M, through Electronic mode (Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

**ORDINARY BUSINESS:****Item No. 1 – Adoption of Financial Statements:**

1. To consider, approve and adopt:
  - (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, the following resolutions as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013, the audited financial statement of the Company for the financial year ended March 31<sup>st</sup> 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.

**RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act, 2013, the audited consolidated financial statement of the Company for the financial year ended March 31<sup>st</sup> 2022 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

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

2. To appoint a Director, in place of Mr. Suresh Chode (DIN: 03473921) who retires by rotation and being eligible, offers himself for reappointment:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Suresh Chode (DIN: 03473921), who retires by rotation at this meeting being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**Item No. 3 – To Appoint Jawahar and Associates (F.R. No: 0012815) as the Statutory Auditors:**

3. To appoint Statutory Auditors and to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act 2013 and upon recommendation by the members of the Audit Committee M/s. Jawahar and Associates (F.R. No: 0012815), Chartered Accountants be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s Umamaheswara Rao & Co. Chartered Accountants (consequent to the expiry of their term as laid down under the provisions of the Companies Act, 2013 and the rules made there under), for a term of five consecutive years starting from the conclusion of 28<sup>th</sup> Annual General Meeting until the conclusion of 33<sup>rd</sup> Annual General Meeting without the requirement of further ratification by the members in the terms of the provisions of the Companies Act 2013, at such remuneration as may be fixed by the Board of Directors upon recommendations by the Audit Committee.”

**SPECIAL BUSINESS:****Item No 4: Payment of Performance Bonus to Mr. Bala Subramanyam Vanapalli, Whole time Director (DIN: 06399503) for the Financial Year 2021-22:**

4. To Consider, and if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), pursuant to the authorization granted by the members in the Annual General Meeting held on 26th September, 2020 at the time of re-appointment of Mr. Bala Subramanyam Vanapalli Whole time Director (DIN: 06399503) and as recommended by the members of the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of performance bonus of an amount of Rs 28,67,432 /- to Mr. Bala Subramanyam Vanapalli, Wholetime Director (DIN: 06399503) of the Company for the Financial Year 2021-22.”

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

**Item No 5: Re-classification of Members of Promoter Group of the Company:**

5. To Consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of regulation 31A of SEBI (Listing obligations and Disclosure Requirements) regulations, 2015 and any other relevant provisions, including any modification(s) or re-enactments(s) thereof for the time being in force, and subject to necessary approvals from the Stock Exchanges and other appropriate Statutory authorities, as may be necessary, the approval of members be and is hereby accorded for re-classification of following persons forming part of Promoter Group from “Promoter & Promoter Group Category” to “Public category”

Sl. No	Name of the promoter	No. of Shares Held	% of Holding
1.	Janakirama Varma Meka	10,85,270	9.37
2.	Chandralekha Meka	40,000	0.35

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and is hereby authorized to intimate Stock Exchanges post Members' approval and to submit a reclassification application to the Stock Exchanges within the permitted time and execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds, matters and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution.

**RESOLVED FURTHER THAT** a copy of the aforesaid resolution certified by any Director or the Company Secretary of the Company be provided to the concerned persons/authorities as may be necessary.

By order of the Board  
For B2B Software Technologies Limited

Date : 10<sup>th</sup> August, 2022

Place : Hyderabad

SD/-  
**V. BALA SUBRAMANYAM**  
Executive Director  
DIN: 06399503

Registered Office: 3<sup>rd</sup> Floor, AVR Towers,  
6-3-1112, Behind West Side Showroom,  
Near Somajiguda Circle, Begumpet, Hyderabad – 500016  
Phone: 040 – 23372522, 23375926, Fax: 040 – 233223285  
Email id: investorservice@b2bsofttech.com Website: www.b2bsofttech.com  
CIN: L72200TG1994PLC018351

## NOTES:

- a. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated, May 5, 2020, read with General Circular No. 02/2022 dated May 5, 2022 and other circulars issued in this regard (“MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) has vide its Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 and other circulars issued in this regard (“SEBI Circulars”) (collectively referred to as “Circulars”), permitted companies to conduct their Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of Members at a common venue till December 31, 2022. In accordance with the Circulars and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has convened its 28<sup>th</sup> Annual General Meeting (“AGM”) to be conducted through VC/OAVM.
- b. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for certain businesses set out in the Notice is annexed hereto.
- c. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re-appointment or variation in terms of remuneration, is provided as part of this Notice. The Company has received the requisite consents/declarations for the re-appointment under the Act and the rules made there under.
- d. Since the AGM is being held through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM.
- e. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- f. The Company has appointed **Mr. D.S.M. Ram, Proprietor of DSMR & Associates (C.P. No. 4239) Company Secretary in Practice** as the scrutinizer for scrutinizing the entire e- voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
- g. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- h. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- i. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. The Proxy Form as well as the Attendance Slip are therefore, not annexed to this Notice.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://b2bsoftech.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

- j. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
- k. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from April 1, 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
- l. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.b2bsoftech.com](http://www.b2bsoftech.com) and on the website of the Company's Registrar and Transfer Agents, [www.cilsecurities.com](http://www.cilsecurities.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.
- m. Members desiring any information on the Accounts are requested to write to the Company at least one week (7 days) before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.
- n. **Electronic Dispatch of Annual Report and Process for Registration of e-mail id:**

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made there under and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the 28th AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 28th AGM and the Annual Report 2021-22 are also available on the Company's website <https://b2bsoftech.com> website of the Stock exchanges i.e. BSE Limited: [www.bseindia.com](http://www.bseindia.com). The Notice is also disseminated on the website of CDSL (agency providing the remote e-voting facility and e-voting during the AGM) at [www.evotingindia.com](http://www.evotingindia.com).

For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, Members may register the email IDs using the facility provided by the Company through the following link available on its website: <https://www.cilsecurities.com>. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form.



**o. IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:**

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Non-availability of the same on or after April 1, 2023 will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025

Further, SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub division/ Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4, as available on the Company's website at <https://b2bsoftech.com>

- p. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
- q. Pursuant to the provisions of Section 72 of the Act read with the rules made there under, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the Registrar and Share Transfer Agent. The relevant nomination form is appended to this notice. Further, in terms of SEBI Circular dated February 24, 2022, all existing shareholders holding shares in trading and demat accounts shall provide their choice of nomination on or before March 31, 2023, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts before the aforementioned date by contacting their respective Depository Participant(s)
- r. 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.

Investor Grievance Redressal: The Company has designated an e-mail ID i.e [investorservice@b2bsoftech.com](mailto:investorservice@b2bsoftech.com) to enable the investors to register their complaints/send correspondence, if any.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on **Friday, the 23<sup>rd</sup> September, 2022 at 9.00 AM and ends on Sunday, the 25<sup>th</sup> September, 2022 at 5.00 PM**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19<sup>th</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easy / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
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"> <li>Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of B2B Software Technologies Limited.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorservice@b2bsoftech.com](mailto:investorservice@b2bsoftech.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **seven (7) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investorservice@b2bsoftech.com](mailto:investorservice@b2bsoftech.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) **days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [investorservice@b2bsoftech.com](mailto:investorservice@b2bsoftech.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository

Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

#### **Declaration of Results:**

- 1) The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- 2) Based on the scrutinizer's report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- 3) The results declared along with the scrutinizer's report, will be hosted on the website of the Company at <https://b2bsofttech.com> and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

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

**Information pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re- appointment of Directors:**

<b>Name of the Director</b>	<b>Suresh Chode</b>	<b>Bala Subramanyam Vanapalli</b>
Category	Director	Whole Time Director
DIN	03473921	06399503
Date of Birth and Age	05/05/1984, 38	15/05/1970 (52 Years)
Qualification	Postgraduate	Master's degree in industrial Instrumentation and Management
Nature of Expertise/Experience	He is talented in his academic. He also has Knowledge of latest technologies and analyzing the market in FMCG and goods Sector.	He has more than 20 years of experience with over 10 years in ERP area and has been the Practice head with B2B Software Technologies Limited. He has been instrumental in steering the loss making company into the profit zone.
First Appointment on Board	28/08/2019	Appointed for a period of 3 years w.e.f 1st October, 2014 to 30th September, 2017. Re-appointed for a further period of 3 years w.e.f 1st October, 2017 to 30th September, 2020. Re-appointed for a further period of 3 years w.e.f 1st October, 2020 to 30th September, 2023

Terms and Conditions of Appointment / Re-appointment	Proposed to be re-appointed as Director of the Company liable to retire by rotation	Proposed to be re- appointed as Whole Time Director of the Company
Remuneration last drawn (including sitting fees, if any)	Rs.50,000 as sitting fees	30,00,000/- Annually Apart from the above monthly salary an Annual Performance Bonus would be paid for every year starting from financial year 2020– 2021, which would be decided at the time of considering the Annual Financial Results. Other Perquisites: Rs.35,000/- per month
Remuneration proposed to be paid	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.	30,00,000/- Annually Apart from the above on the salary and Annual Performance Bonus would be paid for every year starting from financial year 2020 – 2021 which would be decided at the time of considering the Annual Financial Results. Other Perquisites: Rs.35,000/- per month
Shareholding in the Company as on March 31, 2022	220	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any other Director or Key Managerial Personnel	Not related to any other Director or Key Managerial Personnel
Number of meetings of the Board attended during the year	5 out of 5 Board Meetings	5 out of 5 Board Meetings
Directorships of other Boards as on March 31, 2022	Nil	1
Membership / Chairmanship of Committees of this Company as on March 31, 2022	Member of 1. Audit Committee 2. Nomination and remuneration Committee 3. Stakeholders Relationship Committee	Member of Stakeholders Relationship Committee
Membership / Chairmanship of Committees of other Boards as on March 31, 2022	Nil	Nil

**Item No 4: Performance Bonus**

Mr. Bala Subramanyam Vanapalli (DIN: 06399503) was re-appointed as Wholetime Director for another period of 3 years in the Annual General Meeting held on 26th September, 2020. One of the terms and conditions of his reappointment is payment of performance bonus based on the performance of the company.

The Board (based on the recommendation of the Nomination and Remuneration Committee), in recognition to the exemplary leadership demonstrated by Mr. Bala Subramanyam Vanapalli (DIN: 06399503) approved the Payment of Performance Incentive (Bonus) for an amount of Rs. 28,67,432/- for the financial year 2021-22 which is in the limits as per the Companies Act, 2013.



Approval of Members is required by way of Special Resolution for the payment of Bonus to the Whole Time Director. It is hereby confirmed that the total remuneration to Mr. Bala Subramanyam Vanapalli, Wholetime Director (DIN: 06399503) for the Financial Year 2021-22 (including salary, allowance etc., and bonus as above) is well within the limits prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors recommends the Resolution no 4. for approval by members.

Except, Mr, Bala Subramanyam Vanapalli (DIN: 06399503) and his relatives no other Directors, Key Managerial Personnel of the Company or their relatives, are in any way concerned or interested financially or otherwise in the said Resolution.

**Item No 5: Re-classification of members of Promoter Group of the Company:**

Members are appraised that the Company has received a request from Mr. Janakirama Varma Meka and Mrs. Chandralekha Meka members of the “Promoters / Promoter Group” category of the Company, seeking for their re-classification of the status from “Promoters / Promoter Group to Public - Non Resident Individuals Shareholder category in terms of the Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The details of the Promoter Group seeking reclassification is as under:

S.No	Name of the promoter	No. of Shares Held	% of Holding	
1.	Janakirama Varma Meka	10,85,270	9.37	
2.	Chandralekha Meka	40,000	0.35	

**Confirmation by the Outgoing Promoters**

The Outgoing Promoters in their respective Request Letters have confirmed that, they along with the persons related to them:

- do not, together, hold more than ten percent of the total voting rights in the company.
- do not exercise control over the affairs of the company, directly or indirectly
- do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- are not represented on the board of directors of the Company (including through nominee director).
- are not acting as a key managerial person in the Company.
- are not ‘willful defaulter(s)’ as per the Reserve Bank of India Guidelines and
- are not fugitive economic offenders.

Further, the Outgoing Promoters have confirmed that subsequent to their reclassification, they shall continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

**Confirmation by the Company:**

As at the date of this Notice, the Company is compliant with the following conditions specified in Regulation 31A (3) (c) of the said Listing Regulations and is accordingly competent to make an application to the Stock Exchanges for their approval for reclassification of status of said Outgoing Promoters to “Public” shareholder category.

- The company is in compliance with the requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations.
- The trading in equity shares of the company have not been suspended by the Stock Exchanges where equity shares of the Company are listed
- The Company does not have outstanding dues to the SEBI, the Stock Exchanges or the Depositories.

**Impact of Reclassification from B2B Software Technologies Limited’s Promoters/Promoter Group:**

As on date, the Promoters/Promoter group holding in the Company is at 69.79%. In the event, the reclassification is approved by the Members of the Company and the Stock Exchanges, the total Promoters/Promoter group holding in

B2B Software Technologies Limited shall reduce from 69.79% to 60.02%.

**Board's Consideration and Recommendations:**

At their meeting held on 10<sup>th</sup> July, 2022, Board of Directors of the Company analysed the Request Letters received from the Outgoing Promoters and the confirmations therein as per the provisions of Regulation 31A of the Listing Regulations.

The Board while deciding on the reclassification considered the declarations given by the promoters, which are reproduced as follows:

"Mr. Janakirama Varma Meka stated that he has been acting as a Director from the year 2000 till 2006, but however after his resignation as Director he was never part of the management and did not involve in the affairs of the company and continued as a normal shareholder. He has never received any amount or any other monetary benefits from the company either when he was acting as Director or after his resignation till date. He also does not have any right or intention either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner"

Mrs. Chandralekha Meka stated that she has have never been associated with the management in any position and was not involved in the day-to-day affairs of the Company right from incorporation. She also does not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner."

Board also considered Company's confirmations in this matter and the impact of the proposed reclassification.

Upon perusal of the above, Board of Directors of the Company approved the Reclassification Requests of the Outgoing Promoters, subject to approval of the Members and the Stock Exchanges.

The above referred Request Letters are available for e-inspection of the Members. None of the Outgoing Promoters and persons related to them shall vote to approve the reclassification request as prescribed under the Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By order of the Board  
For B2B Software Technologies Limited

Date : 10<sup>th</sup> August, 2022  
Place : Hyderabad

SD/-  
**V. BALA SUBRAMANYAM**  
Executive Director  
DIN: 06399503

Registered Office: 3<sup>rd</sup> Floor, AVR Towers,  
6-3-1112, Behind West Side Showroom,  
Near Somajiguda Circle,  
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 Eight Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2022 and the report of the Auditors thereon.

### **1. FINANCIAL RESULTS: (In Lakhs)**

	<b>Standalone</b>		<b>Consolidated</b>	
<b>PARTICULARS</b>	<b>2021-2022</b>	<b>2020 – 2021</b>	<b>2021-2022</b>	<b>2020 – 2021</b>
Revenue from Operations	1455.30	1149.69	1990.51	1490.01
Other Income	56.80	91.25	56.80	91.25
Profit/ Loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense	1512.10	1240.94	2047.31	1581.26
Less: Depreciation / Amortisation / Impairment	7.24	10.12	7.24	10.12
Profit / Loss before Finance Costs, Exceptional Items and Tax Expense	1504.86	1230.82	2040.07	1571.14
Less: Other Expenses	1165.17	1001.88	1682.78	1339.49
Profit/ Loss before Exceptional Items and Tax Expense	339.69	228.94	357.29	231.65
Add/ Less: Exceptional Items	-	-	-	-
Profit/ Loss before Tax Expense	-	-	-	-
Less: Tax Expense (Current & Deferred)	89.93	43.55	89.93	43.55
<b>Profit/ Loss for the year (1)</b>	<b>249.75</b>	<b>185.39</b>	<b>267.36</b>	<b>188.1</b>
Total Comprehensive Income/ Loss (2)	36.99	41.47	36.99	41.47
<b>Total (1+2)</b>	<b>286.74</b>	<b>226.86</b>	<b>304.35</b>	<b>229.57</b>
Balance of Profit/(Loss) for earlier years	-	-	-	-
Less: Transfer to Debenture Redemption Reserve	-	-	-	-
Less: Transfer to Reserves	-	-	-	-
Less: Dividend paid on Equity Shares	-	-	-	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
Balance carried to Balance Sheet (A-B)	-	-	-	-

### **2. 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.

#### **Business Continuity during Covid-19 pandemic:**

The ongoing Covid-19 pandemic has drastically changed the global economies and businesses. Governments and central banks have responded with monetary and fiscal interventions to respond to the disruptions.

During the pandemic, companies across the world accelerated their digital transformation initiatives to address these disruptions and secure their businesses. While some companies have now set up advanced business continuity measures, others have embarked on new innovative services and products. As companies focused on protecting employees from the pandemic, technology enabled a seamless transition to remote working by shifting to digital channels and digital customer engagement models.

Global IT service providers offer a range of end-to-end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. Companies will continue to invest in digital transformation to address new pandemic driven consumer behaviors with the support of technology.

### **3. STATE OF COMPANY AFFAIRS**

Your Company is one of the Gold Certified 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. Detailed discussion on the operations is given in the Management Discussion and Analysis forming part of this report.

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

### **4. 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 2021 – 2022.

### **5. TRANSFER TO RESERVES:**

The profit of Rs. in lakhs 286.74/- earned during the year will be retained in the company to meet the future requirements. Hence your company does not propose to transfer any amount to the Reserves.

### **6. 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.

### **7. CHANGES IN SHARE CAPITAL:**

During the Financial year 2021-22 the Authorized Share Capital and Paid-Up Capital as at 31<sup>st</sup> March 2022 stood at Rs. in lakhs 1200.00/- and Rs. in lakhs 1158.54/- respectively. The Company had neither issued any shares nor instruments convertible into equity shares of the Company or with differential voting rights nor has granted any stock options or sweat equity.

### **8. DIVIDEND:**

In order to conserve cash for the Company's operations, the Directors do not recommend any dividend for the year under review. The Company does not propose to carry any amount to the reserves.

### **9. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of India after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

However, there are no amount/shares available to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

### **10. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

There are no other material changes and commitments in the business operations of the Company from the financial

year ended 31<sup>st</sup> March 2022.

Based on the recommendations of the Nomination and Remuneration Committee Mr. Rahul Kumar Bhangadiya, who is an Associate Member of Institute of Company Secretaries of India bearing (Membership Number A44666) holding the prescribed qualification under section 2(24) of the Companies Act, 2013 was being appointed as Whole Time Company Secretary and Compliance Officer of the Company with effect from 20<sup>th</sup> January 2020.

However, Mr. Rahul Kumar Bhangadiya has opted to resign from the position of the Whole Time Company Secretary and Compliance Officer of the Company with effect from 28<sup>th</sup> February, 2022 for better prospects.

Based on the recommendations of Nomination and Remuneration Committee, Mrs. Jyothi Mantri (M. No: A53222) holding the prescribed qualification under section 2(24) of the Companies Act, 2013, has been appointed as Whole Time Company Secretary and Compliance Officer of the Company with effect from 1<sup>st</sup> March, 2022.

#### **11. PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY:**

During the year, the Board of Directors ('the Board') has 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 forms 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.b2bsofttech.com](http://www.b2bsofttech.com). These documents will also be available for inspection during business hours at our registered office.

#### **12. CORPORATE GOVERNANCE:**

Pursuant to Regulation 34(3) of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Company Secretary certifying compliance with conditions of Corporate Governance, is annexed to this Annual Report.

#### **13. MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the company and other material developments during the financial year.

#### **14. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

As on March 31, 2022, Mr. M Rambabu, Mr. A Rambabu, and Ms. Rajeswari Immani are Independent Directors on the Board.

All Independent Directors of the Company have given requisite declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act along with Rules framed thereunder, Regulation 16(1)(b) of SEBI Listing Regulations and have complied with the Code of Conduct of the Company as applicable to the Board of directors and Senior Managers. In terms of Regulation 25(8) of the SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. The Company has received confirmation from all the Independent Directors of their registration on the Independent Directors Database maintained by the Indian Institute of Corporate Affairs, in terms of Section 150 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made there under and are independent of the management

Further, declaration on compliance with Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended by Ministry of Corporate Affairs("MCA") Notification dated October 22, 2019, regarding the



requirement relating to enrollment in the Data Bank created by MCA for Independent Directors, had been received from all Independent Directors.

S.No	Name of the Director	ID Registration Number	No. of Years
1	Mr. M Rambabu	IDDB-DI-202002-012533.	5 years from 20 <sup>th</sup> February, 2020 to 19 <sup>th</sup> February, 2025
2	Mr. A Rambabu	IDDB-DI-202002-015605	5 years from 26 <sup>th</sup> February, 2020 to 25 <sup>th</sup> February, 2026
3	Ms. Rajeswari Immani	IDDB-DI-202009-031250	5 year from 24 <sup>th</sup> September, 2020 to 23 <sup>rd</sup> September, 2026

The Directors are being exempted from appearing for the exams of Independent Director vide amendment in The Companies (Appointment and Qualification of Directors) Rules, 2014 dated 18<sup>th</sup> December, 2020.

#### 15. MEETING OF INDEPENDENT DIRECTORS:

As per Clause VII of Schedule IV to the Companies Act, 2013 read with Clause 49 (II) (B) (6) of the Listing Agreement provide that a separate meeting of Independent Directors should be held atleast once in a year.

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 held on 28th January, 2022.

#### 16. BOARD EVALUATION:

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provisions of the Act and the SEBI Listing Regulations. The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India

In a separate meeting of independent directors, performance of Non-Independent Directors and the Board as a whole was evaluated. The Board 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 their duties.

#### 17. VIGIL MECHANISM:

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management- instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. It also provides for adequate safeguards against victimization of employees who avail the mechanism.

The Vigil Mechanism also provides a mechanism for employees of the Company to approach the Chairperson of the Audit Committee of the Company for redressal. All permanent employees of the Company are covered under the policy.

There were no complaints received during the financial year under review

#### 18. CHANGES IN DIRECTORS:

##### INDUCTIONS:

The Company has not made any appointment of Directors during the year under review.

**RE – APPOINTMENTS:**

As per the Provisions of the Companies Act, 2013, Mr. Suresh Chode (DIN: 03473921), Director of the Company retire at the ensuing Annual General Meeting and being eligible, seeks his re-appointment. The Board recommends their re-appointment.

Dr. Y. Satyanarayana, Director (DIN: 00360679) retired in the 27<sup>th</sup> Annual General Meeting held on 15<sup>th</sup> September, 2021 and was re appointed as Director liable to retire by rotation.

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**

The following are the designated as the Key Managerial Personnel of the Company pursuant to sections 2(51) and 203 of the Companies Act, 2013 read with the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 as on date:

- a. Dr. Ramachandra Rao Nemani – Chief Executive Officer
- b. Mr. Sunil Nemani – Chief Financial Officer
- c. Mr. V. Bala Subramanyam – Executive Director
- d. Mrs. Jyothi Mantri - Company Secretary and Compliance Officer

During the year under review Mr. Rahul Kumar Bhangadiya, Company Secretary and Compliance Officer has resigned with effect from 28<sup>th</sup>February, 2022 and Mrs. Jyothi Mantri has been appointed as Company Secretary and Compliance Officer of the company with effect from 1<sup>st</sup>March, 2022.

**19. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:**

During the year under review 5 (Five) Board meetings were held on the following dates:

- a. 30.04.2021
- b. 16.07.2021
- c. 29.10.2021
- d. 28.01.2022
- e. 22.02.2022

Attendance of Directors at the Board Meetings and Annual General Meeting has been furnished in the Corporate Governance Report, which forms part of the Directors Report.

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 have been accepted by the Board.

**20. COMMITTEES OF THE BOARD**

As on March 31, 2022, the Board had three committees:

- a) The audit committee
- b) The nomination and remuneration committee
- c) The stakeholder's relationship committee.

Details of composition, terms of reference and number of meetings held for respective committees are given in the Report on Corporate Governance, which forms a part of this Annual Report. Further, during the year under review, all recommendations made by the various committees have been accepted by the Board

**a. Audit Committee:**

The Details pertaining to the Constitution of Audit Committee is mentioned as under:

Mr. M Rambabu – Chairman

Mr. A Ram Babu – Member

Mr. Chode Suresh – Member

Ms. Rajeswarilmmanni - Member

- a. All members of the Audit Committee are financially literate and have experience in financial management.

The Board of Directors has accepted all the recommendations given by the Audit Committee.

Mr. M. Rambabu is the Chairman of the Audit Committee. The terms and reference of Audit Committee and details of meetings held during the financial year 2021-22 and the attendance of members are given in the Corporate Governance Report, which forms part of the Directors Report.

**b. Nomination and Remuneration Committee:**

The Details pertaining to the Constitution of Nomination and Remuneration Committee is mentioned as under:

Mr. A Rambabu – Chairman

Mr. M. Rambabu – Member

Mr. Chode Suresh – Member

Ms. Rajeswarilmmanni - Member

Mr. A. Rambabu is the Chairman of the Nomination and Remuneration Committee. The terms of reference and the Nomination and Remuneration policy and details of meetings held during the financial year 2021 – 22 and the attendance of members are provided in the Corporate Governance Report, which forms part of the Directors Report.

**c. Stakeholders Relationship Committee:**

The Details pertaining to the Constitution of Stakeholders Relationship Committee is mentioned as under:

1. Ms. Rajeswari Immani – Chairperson

2. Mr. M Rambabu – Member

3. Mr. V. Bala Subramanyam – Member

Ms. Rajeswari Immani is the Chairperson of the Committee. The terms of reference and the details of meetings held during the financial year 2021 – 22 and the attendance of the members are provided in the Corporate Governance Report, which forms part of the Directors Report.

**21. INTERNAL FINANCIAL CONTROL:**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company;
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements

**22. 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 2021 – 22, 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.

### 23. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the financial year 2021-22 your company had not given any loans or provided any guarantees or made any investments as specified under the provisions of Section 186 of the Companies Act, 2013 read with rules made there under. However, the Company is regular investor in the units of liquid and debt mutual funds, which is outside the purview of the provisions of Section 186 of the Companies Act 2013. The Company has invested Rs. in lakhs 1115.90/- in mutual funds as on 31<sup>st</sup> March, 2022 and Rs. in lakhs 2.85/- in the Shares of Listed Companies.

The details of Shares in which company has made investment are as follows:

Stock	Total Quantity	Cost Price	Value at Cost	Value at Market Price
Bajaj Finance Limited	10	6558.94	65589.40	72599.50
REC Limited	200	123.07	24614	24610
Shriram Transport Finance Company Ltd	25	1121.53	28038.25	28371.25
Tata Consultancy Services Limited	25	3621.92	90548	93498.75
Reliance Industries Ltd	25	2393.26	59831.50	65868.75
			<b>2,68,621.15</b>	<b>2,84,948.25</b>

### 24. TRANSACTIONS WITH RELATED PARTIES:

All contracts/ arrangements/ transactions entered by the Company during FY 2021-22 with related parties were on an arm's length basis and in the ordinary course of business. There were no material Related Party Transactions (RPTs) undertaken by the Company during the year that require Shareholders' approval under Regulation 23(4) of the SEBI Listing Regulations or Section 188 of the Act. The approval of the Audit Committee was sought for all RPTs. All the transactions were in compliance with the applicable provisions of the Act and SEBI Listing Regulations.

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.

Policy on the related parties as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the company's website: <https://b2bsofttech.com/Investors.html>

All the material contracts with related parties have been approved by the Audit Committee and the Members of the Company. Form AOC-2 for disclosure of particulars of contracts/arrangements, entered into by your company with related parties is attached herewith as **Annexure -II**.

**25. 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.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act, read along with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure – III** to this report.

**27. PARTICULARS OF EMPLOYEES:**

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to the Report as Annexure-IV to this report.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is 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.

**28. 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 any information in this report as required under the provisions of the said Act.

**29. EXTRACT OF ANNUAL RETURN:**

As provided under Section 92(3) & 134(3)(a) of the Act, Annual Return for FY 2021-22 is uploaded on the website of the Company and can be accessed at <https://b2bsofttech.com/Investors.html>

**30. PREVENTION OF INSIDER TRADING:**

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Fair Disclosure and Code of Conduct for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders. The trading window is closed during the time of declaration of results and occurrence of any material events.

**31. 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. However, the Company has obtained security deposits from employees, but it is not considered as Deposits as per the provisions of Companies Act 2013 and the rules made thereunder.

**32. AUDITORS:****a. Statutory Auditors:**

Pursuant to the provisions of Section 139 (2) (b) the Companies Act, 2013 the existing Statutory Auditors have completed their term of 10 years in the Company and cease upon the conclusion of the 28<sup>th</sup> Annual General Meeting.

Based on the recommendations of the Audit Committee the Board of Directors in their meeting held on 10<sup>th</sup> August, 2022 have recommended the appointment M/s. Jawahar and Associates (F.R. No: 0012815) Chartered



Accountants subject to the approval of the members in the ensuing 28<sup>th</sup> Annual General Meeting to hold office from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting without the requirement of further ratification by the members of the company in every AGM.

M/s. Jawahar & Associates, Chartered Accountants hold a valid peer review certificate issued by the Institute of Chartered Accountants of India as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Auditors have given their consent for appointment and stated that they stand free from disqualification for being appointed as the Statutory Auditors of the Company

**b. 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 M/s. DSMR & Associates, Prop. Mr. DSM Ram, Company Secretary in Whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2021 – 2022. The Secretarial Audit report is enclosed as **Annexure – VI**.

**c. Internal Auditor**

Pursuant to the provisions of Section 138 of the Companies Act 2013 read with Companies (Accounts) Rules, 2014 the Company has appointed M/s M. Vijaya Kumar & Co., Chartered Accountants, as the Internal Auditors of the Company for the financial Year 2021-22.

**d. Annual Secretarial Compliance Report**

The Company has undertaken an audit for the financial year 2021-22 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report issue by M/s. DSMR & Associates, Prop. Mr. DSM Ram, Company Secretary in Whole time Practice, Hyderabad has been submitted to the Stock Exchanges within the specified time and same is annexed herewith as **Annexure – VII**

**REPLY TO OBSERVATION RAISED BY THE SECRETARIAL AUDITOR:**

Qualification raised by the Secretarial Auditor relating to the non-compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014:

Sl. No.	Qualification raised by the Secretarial Auditor	Replies by the Management
1.	The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form	The Company is continuously following up with all the promoters on regular basis for getting their shares dematerialised. However, the response from the promoters is not so encouraging and there are PAN related issues in case of couple of promoters.
2.	The Company has not filed Compliance Certificate for the half year ended 31 <sup>st</sup> March 2021 as required under Regulation 7 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Due to the then prevailing pandemic situation and work from home policy for the employees, the filing under the said regulation has been inadvertently missed out. The company is prepared to pay the penalty, if any, levied by the Stock Exchanges
3.	The company has submitted the Shareholding Pattern for the quarter ending March 2021 on 26 <sup>th</sup> April 2021	The company has paid the prescribed penalty of Rs.9,440/- levied by the Stock Exchange for delay in submitting the Shareholding Pattern. Hence the non-compliance is made good subsequent to the payment of penalty.
4.	The company has submitted Related Party Transactions for the year ended March 31, 2021 on 3 <sup>rd</sup> June 2021	The company has paid the prescribed penalty of Rs.17,700/- levied by the Stock Exchange for delay in submitting the disclosure relating to Related party transaction. Hence the non-compliance is made good subsequent to the payment of penalty.

**33. FRAUDS REPORTED BY AUDITORS:**

There are no instances of frauds reported by auditors pursuant to sub-section (12) of Section 143 which are reportable to the Central Government.

**34. DISCLOSURE AS PER SEXUAL HARASSMENT 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.

Your company has also complied with provisions relating to the constitution of internal complaints committee under sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013.

During the financial year 2021-22, the Company has not received any complaints on sexual harassment.

**35. 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.

**36. MAINTENANCE OF COST RECORDS**

The provisions of Section 148 of the Companies Act, 2013 are not applicable for the year since the Company is not falling under the category of class Companies as prescribed under Sub-section (1) of Section 148 of the Companies Act 2013 and Rules framed thereunder.

**37. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING**

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**38. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)**

No application has been filed for Corporate Insolvency Resolution process, by the company under the IBC before the National Company Law Tribunal (NCLT) during the year under review.

**39. 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 : 10<sup>th</sup> August, 2022

**V. BALA SUBRAMANYAM**

Executive Director

DIN: 06399503

**YARAMATI SATYANARAYANA**

Non - Executive Director

DIN: 00360679

## Annexure – I to the Directors Report

[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 lakhs)

Sl. No.	Particulars	Details
1.	Name of the Subsidiary	B2B Softech Inc., USA
2.	The date since which subsidiary has been acquired	17th July 2001
3.	Reporting period for the subsidiary concerned if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD 75.9004
5.	Share Capital	33.81
6.	Reserve & Surplus	-
7.	Total Assets	84.04
8.	Total Liabilities	84.04
9.	Investments	-
10.	Turnover	535.21
11.	Profit before taxation	17.60
12.	Provision for taxation	17.60
13.	Profit after taxation	-
14.	Proposed dividend	-
15.	% of Shareholding	100

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

1. Names of the subsidiaries, which are yet to commence operations: NIL
2. 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

**Yaramati Satyanarayana**  
Non - Executive Director  
DIN: 00360679

**Sunil Nemani**  
Chief Financial Officer  
PAN: AWRPN7930M

**Dr. Ramachandra Rao Nemani**  
CEO  
PAN: AFUPN8077R

**Jyothi Mantri**  
Company Secretary &  
Compliance Officer  
ACS 53222

Place : Hyderabad  
Date : 10<sup>th</sup> August, 2022

## 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 arm's 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 proviso 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. Ramachandra Rao Nemani
Nature of contracts / arrangements / transactions	Product Development and resource allocation	Appointed as Chief Financial Officer	Appointed as Chief Executive Officer
Duration of the contracts / arrangements / transactions	1st January, 2021 to 31 <sup>st</sup> December, 2030	Not Applicable	Not Applicable
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 Ten year term with the same terms and conditions. Payment for resources at direct resource cost plus 50% markup.	Remuneration of Rs. 3,00,000/- payable monthly with effect from 1 <sup>st</sup> October, 2021	Remuneration of Rs. 3,00,000/- payable monthly with effect from 1 <sup>st</sup> October, 2021
Date(s) of approval by the Board./shareholders if any	In the postal ballot concluded on 28 <sup>th</sup> December, 2020	In the 27 <sup>th</sup> AGM held on 15 <sup>th</sup> September, 2021	In the 27 <sup>th</sup> AGM held on 15 <sup>th</sup> September, 2021
Amount paid as advances, if any	Nil	Nil	Nil

**3. Details of contracts or arrangements or transactions not in the ordinary course of business.**

Sl. No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	NIL
2.	Nature of Contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts/arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the Special Resolution was passed in General Meeting as required under first proviso to section 188	NIL

## 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:

- |   |     |
|---|-----|
| a. the steps taken or impact on conservation of energy                      | NIL |
| b. the steps taken by the company for utilizing alternate sources of energy | NIL |
| c. capital investment on energy conservation equipment's                    | NIL |

### B. RESEARCH AND DEVELOPMENT:

- |   |     |
|---|-----|
| 1. Specific areas in which research & development is carried out: | NIL |
| 2. Benefits derived:  | NIL |
| 3. Future plan of Action:   | NIL |
| 4. Expenditure on R & D:  | NIL |

### C. TECHNOLOGY ABSORPTION:

- |  |     |
|--|-----|
| a. Efforts in brief made towards Technology absorption, adoption and innovation :  | NIL |
| b. 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 3 years reckoned from the beginning of the financial year, following information may be furnished:

- |  |     |
|--|-----|
| a. Technology Imported :   | NIL |
| b. Year of Import :  | NIL |
| c. 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: |  |
| i. Reaching Microsoft Partners for Add-on sales by enrolling them as resellers.  |  |
| ii. Reaching Microsoft Partners for Resource placement requirements onsite and off shore development works   |  |
| iii. 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	2021-22 (In Lakhs)	2020-21 (In Lakhs)
1.	<b>Total Foreign Exchange Earnings</b>	752.72	641.57
2.	Foreign Exchange Outgo		
	a. On account of import	-	-
	b. On account of import of Equipment	-	-
	c. On account of Travel	-	1.38
	d. On account of payment of dividend	-	-
	<b>Total Foreign Exchange Outgo</b>	-	<b>1.38</b>

For and on behalf of the Board

Place : Hyderabad

Date : 10<sup>th</sup> August, 2022

**V. BALA SUBRAMANYAM**  
Executive Director  
DIN: 06399503

**YARAMATI SATYANARAYANA**  
Non - Executive Director  
DIN: 00360679



## 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, 2021

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 2021-22	Mr. V BalaSubramanyam 26:0:6 Dr. Y Satyanarayana NA Mr. M. Rambabu NA Mr. A. Rambabu NA Mr. CH Suresh NA Ms. Rajeswarilmmmani NA
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2021 – 22	<b>DIRECTORS</b> Dr. Y Satyanarayana NA Mr. M Rambabu NA Mr. A Rambabu NA Mr. CH Suresh NA Ms. Rajeswarilmmmani NA <b>KEY MANAGERIAL PERSONNEL</b> Dr. Ram Nemani 180.00 Mr. V. BalaSubramanyam 22.49 Mr. Sunil Nemani 60.00 Mr. Rahul Kumar Bhangadiya (8.33) Ms. Jyothi 290.32
3.	The percentage increase in the median remuneration of employees in the financial year 2021 – 22	21.13
4.	The number of permanent employees on the rolls of the Company as on 31 <sup>st</sup> March, 2022	94
5.	Average percentile increases 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 2021 – 22 was (33.99)% in comparison with (22.49)% increase managerial remuneration.
6.	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended 31 <sup>st</sup> March 2022 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, 2021

**(A) Personnel who are in receipt of remuneration aggregating not less than Rs. in lakhs 102.00 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. in lakhs 8.50 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 : 10<sup>th</sup> August, 2022

**V. BALA SUBRAMANYAM**

Executive Director  
DIN: 06399503

**YARAMATI SATYANARAYANA**

Non - Executive Director  
DIN: 00360679

**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

<b>List of Top 10 salaried employees for the financial year ended March 31, 2022</b>									
<b>S. No.</b>	<b>Name &amp; Designation</b>	<b>Remuneration received during the period from April 1, 2021 to March 31, 2022</b>	<b>Nature of Employment</b>	<b>Qualifications and experience of the employee</b>	<b>Date of commencement of employment</b>	<b>Age</b>	<b>The last employment held before joining the Company</b>	<b>Whether is a relative of any director or manager of the Company</b>	<b>The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule (2) of Rule 5</b>
1	V. Bala Subramanyam	30,00,000	Permanent	M Tech & 29 Years	01-07-2004	52	HIL	NO	NA
2	Shaik Nayeem Basha	20,58,084	Permanent	MISCA & 22 Years	18-12-2001	45	NIIT	NO	NA
3	R. Vijaya Manohar	20,03,364	Permanent	B Tech & 17 Years	04-07-2005	38	NA	NO	NA
4	V. MadhuSudhan Rao	19,38,600	Permanent	M Com & 28 Years	23-12-2019	52	Infosys	NO	NA
5	Kolli Satish	18,12,000	Permanent	B Tech & 11 Years	01-07-2011	32	NA	NO	NA
6	Ch. Sudheer Kumar	15,43,224	Permanent	B Tech & 14 Years	02-01-2008	36	NA	NO	NA
7	G V Ramachandra Raju	15,25,044	Permanent	M Sc(IT) & 17 Years	04-07-2005	42	NA	NO	NA
8	D Mahammad Rafi	15,00,000	Permanent	M B A & 11 Years	26-12-2014	37	NA	NO	NA
9	N. Narayana Rao	14,40,180	Permanent	M C A & 15 Years	01-12-2009	42	NA	NO	NA
10	N. Srikar	14,36,004	Permanent	B Tech & 7 Years	02-04-2015	29	NA	NO	NA

For and on behalf of the Board

Place : Hyderabad  
Date : 10<sup>th</sup> August, 2022

**V. BALA SUBRAMANYAM**  
Executive Director  
DIN: 06399503

**YARAMATI SATYANARAYANA**  
Non - Executive Director  
DIN: 00360679

## **Annexure – VI to the Directors Report**

### **Secretarial Audit Report**

For the Financial Year Ended 31<sup>st</sup> March, 2022

[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]

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **B2B SOFTWARE TECHNOLOGIES LIMITED** bearing CIN: L72200TG1994PLC018351 (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 and declarations made 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 31<sup>st</sup> March, 2022, 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 the Company for the financial year ended on 31<sup>st</sup> March, 2022 and made available to me, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder to the extent applicable;  
However, the company has availed the exemption provided by the MCA with regard to filing of e-form MGT-7 for the FY 2020-21
- 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

During the period of audit, the Company has not made any transactions. Hence the reporting of compliance under these regulations does not arise.

- 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;  
During the period of our Audit, the Company has no activities under these regulations. Hence the reporting of compliance under these regulations does not arise.
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;  
During the period of Audit, the Company has no activities under these regulations. Hence the reporting of compliance under these regulations does not arise.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;  
The Company has not raised any capital during the reporting period, hence, reporting of compliance under these regulations does not arise.
  - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except that
    - (i) *The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form.*

- (ii) *The Company has not filed Compliance Certificate as required under the Regulation 7 (3), for the half year ended 31<sup>st</sup> March 2021*
- (iii) *The company has submitted the Shareholding Pattern for the quarter ending March 2021 on 26<sup>th</sup> April 2021, which is 5 days beyond the prescribed due date.*
- (iv) *The company has submitted Related Party Transactions for the year ended March 31, 2021 on 3<sup>rd</sup> June 2021, which is 3 days beyond the prescribed due date.*

The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

During the period of our audit the Company has not issued any securities under these regulations. Hence the reporting of compliance under these regulations does not arise.

However, it has been observed during the course of our audit, 6,00,000 Equity Shares of Rs.10/- each have been allotted to B2B ESOP Trust during February 2008 after obtaining the necessary statutory and regulatory approvals. The said shares have been allotted to the trust for giving them to the eligible employees of the company under ESOP Scheme 2007. However, after granting of options by the Compensation committee none of the employees have exercised their options before the due date. Hence all the options have lapsed. As on date the shares are still lying in the name of B2B ESOP Trust.

- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the period of audit, the Company has not issued any Debt Securities under these regulations. Hence the reporting of compliance under these regulations does not arise.

- g. 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;

- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

During the period of audit, the Company has not delisted its Equity Shares from the Stock Exchange, where the shares are listed. Hence the reporting of compliance under these regulations does not arise;

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

During the period of audit, the Company has not done any buy back of its securities. Hence the reporting of compliance under these regulations does not arise.

- vi. Other laws applicable specifically to the Company namely:

- a. Information Technology Act, 2000 and the rules made thereunder
- b. Software Technology Parks of India rules and regulations

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

- (I) Secretarial Standards issued by The Institute of Company Secretaries of India,
- (II) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Clauses and regulations relating to Corporate Governance Report (which has been reviewed and certified by the Statutory Auditors) and except for the following:

- (a) Not complying with the requirement of maintaining 100% of promoters holding in Demat form.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines mentioned above.

I further report, that the compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit, since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

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 and the rules made there under.

Mr. Rahul Kumar Bhangadiya (ACS-44666) has resigned from the post of Company Secretary on 28th February, 2022. Consequent to his resignation, Mrs. Jyothi Mantri (ACS- 53222) was appointed as a Whole Time Company Secretary with effect from 01st March 2022 and the same were taken on record in the Board Meeting held on 22nd February 2022.

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.

The decisions at the Board Meetings and Committee Meetings have been 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.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and based on records maintained in my opinion, 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.

I further report that based upon the information provided by the company, the company has received letters from BSE Ltd for Non- Compliance with regard to submission of Shareholding Pattern & Related Party Transactions for the quarter ending March 2021 vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 has imposed a fine of:

- a) Rs. 9440/- (Inclusive of GST) &
- b) Rs.17,700/- (Inclusive of GST) for the quarter ending March 2021 respectively.

The company has paid a total amount of Rs. 27,140/- (Inclusive of GST) during the FY 2021-22

DSMR & Associates  
Company Secretaries

**Place : Hyderabad**  
**Date : 10<sup>th</sup> August, 2022**

**D S M Ram**

Proprietor

C. P. No. 4239

UDIN: A014939D000781287

Peer Review Certificate No.1252/2021 dated 15<sup>th</sup> May, 2021



## ANNEXURE – A

To,  
The Members,  
B2B SOFTWARE TECHNOLOGIES LIMITED  
3<sup>RD</sup> FLOOR, AVR TOWERS, 6-3-1112, BEHIND WEST SIDESHOWROOM,  
NEAR SOMAJIGUDA CIRCLE, BEGUMPET  
HYDERABAD, TELANGANA

Our report of even date is to be read along with this letter:

### **Management Responsibility:**

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.

### **Auditor's Responsibility:**

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

### **Disclaimer:**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company

DSMR & Associates  
Company Secretaries

**Place : Hyderabad**

**Date : 10<sup>th</sup> August, 2022**

**D S M Ram**

Proprietor

C. P. No. 4239

UDIN: A014939D000781287

Peer Review Certificate No.1252/2021 dated 15<sup>th</sup> May, 2021

## **Annexure – VII to the Directors Report**

Secretarial compliance report of B2B SOFTWARE TECHNOLOGIES LIMITED  
for the year ended 31st March, 2022

[Pursuant to the SEBI Circular No. IR/CFD/CMD/27/2021/ Dated 08.02.2021]

We have examined:

- a) all the documents and records made available to us and explanation provided by B2B SOFTWARE TECHNOLOGIES LIMITED ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")
- c) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- I. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; except as mentioned in point no. X (a)

The reporting of Clause 6A and 6B of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of Statutory Auditors from the listed entities and their material subsidiaries" is not applicable during the Review period

- II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;  
During the period of our audit the Company has not issued any securities, Hence the reporting of compliance under these regulations does not arise.

- III. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- IV. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the period of our audit the Company has not done any buy back of its securities. Hence the reporting of compliance under these regulations does not arise;

- V. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

During the period of our audit the Company has not issued any securities under these regulations and also does not have an ESOP plan. Hence the reporting of compliance under these regulations does not arise.

However, it has been observed during the course of our audit, 6,00,000 Equity Shares of Rs.10/- each have been allotted to B2B ESOP Trust during February 2008 after obtaining the necessary statutory and regulatory approvals. The said shares have been allotted to the trust for giving them to the eligible employees of the company under ESOP Scheme 2007. However, after granting of options by the Compensation committee none of the employees have exercised their options before the due date. Hence all the options have lapsed. As on date the shares are still lying in the name of B2B ESOP Trust

- VI. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the period of our audit the Company has not issued any Debt Securities under these regulations. Hence the reporting of compliance under these regulations does not arise.

VII. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

During the period of our audit the Company has not issued any Preference Shares during the reporting period. Hence, the reporting of compliance under these regulations does not arise.

VIII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

IX. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

During the period of our audit the Company has not delisted its Equity Shares from any of the exchanges, where the shares are listed. Hence the reporting of compliance under these regulations does not arise; and

X. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except the following:

Sl. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 31(2) of SEBI (LODR) Regulations, 2015	Entire shareholding of the promoters not in Demat form	As we observe from the records of the Company that there is non-compliance with regard to requirement of maintaining 100% of the promoters holding in Demat form.
2.	Regulation 31 of SEBI (LODR) Regulations, 2015	Statement showing the Shareholding Pattern	The company has submitted the Shareholding Pattern for the quarter ending March 2021 on 26th April 2021. However, the company has paid the prescribed penalty of Rs. in lakhs 0.09 for delay in submitting the same.
3.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Disclosure of Related Party Transactions for the half year ended March 2021	The company has submitted Related Party Transactions for the year ended March 31, 2021 on 3rd June 2021 after paying the prescribed penalty of Rs. in lakhs 0.18 for the same.
4.	Regulation 7(3) of SEBI (LODR) Regulations, 2015	Submission of Compliance Certificate for the half year ended 31st March 2021	The Company has not filed Compliance Certificate for the half year ended 31st March 2021

(a) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(b) The following are the details of action taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries~~ either by ~~SEBI~~ or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

Sl. No.	Action taken by	Details of Violation	Details of Action taken e.g., fines, warning letter, debarment etc.	Observations / Remarks of the Practicing Company Secretary, if any
1	BSE limited	Regulation 31: Non-submission of shareholding pattern within the period prescribed	As per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 has imposed a fine of - Rs. in lakhs 0.09 (Inclusive of GST) on 22nd June 2021	The Company has paid total amount of Rs. in lakhs 0.27 (Including GST) during the Financial Year 2021-22
2	BSE limited	Regulation 23(9): Delay in submission of making a Disclosure with regard to Related Party Transactions for the half year ended March 2021	Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 Has imposed a fine of Rs. in lakhs 0.18 (Inclusive of GST).	

(b) The listed entity has taken the following actions to comply with the observations made in the previous report.

Sl No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 31 (2) of SEBI (LODR) Regulations, 2015 – Entire Promoter Share holding is not in Demat form.	31st March, 2021	The company is continuously in follow up with the promoters who have not dematerialized their shares.	We observe that there has been no action by the promoters in getting their shares dematerialized.

DSMR & Associates  
Company Secretaries

Place : Hyderabad  
Date : 10<sup>th</sup> August, 2022

**D S M Ram**  
Proprietor

C. P. No. 4239

UDIN: A014939D000781287

Peer Review Certificate No.1252/2021 dated 15<sup>th</sup> May, 2021

## MANAGEMENT DISCUSSION AND ANALYSIS

### 1. OVERVIEW:

#### 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 favourable 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 one of the 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 200+ 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 200 add-on sales in India and Abroad. Our Reseller base abroad spreads across, USA, Singapore, Philippines, Malaysia, Vietnam, Sri Lanka, Australia, Belgium, South Africa, UAE, Kenya, Nigeria, Mauritius and Middle East.

B2B development team has developed HR & Payroll add-ons specific to different countries (UAE, Egypt, Libya, Qatar, Nigeria, Uganda and Ethiopia for Microsoft Dynamics Partners on D365. During this trying times we have tied up with other Partners in exploring the options of extending Payroll for other countries.

B2B development team has developed Budget Control extension for D365 Business central for specific customers who are looking for Budgetary control as an extension to the existing product. This is another product from B2B offering.

## **2. GLOBAL ECONOMY AND DEVELOPMENTS**

In early 2022, the global economy seemed to be on track for a strong, albeit uneven, recovery after leaving the worst of the COVID-19 pandemic behind (despite uncertainties associated with subsequent waves of infection and rising global inflationary pressures). However, spillovers from the Russian Federation's invasion of Ukraine have led to a sharp deceleration in global economic activity. In addition to the war, frequent and wider-ranging lockdowns in China due to the zero-COVID policy – including in key manufacturing hubs – have also slowed activity in the region and caused new bottlenecks in global supply chains. Higher, broader, and more persistent price pressures also led to a tightening of monetary policy in many countries. Global inflation has risen sharply from its lows in mid-2020. Markets expect inflation to peak in mid-2022 and then decline, but to remain elevated even after these shocks subside and monetary policies are tightened further. This has subdued global economy growth projections to only 2.9 percent in 2022 (significantly lower than 4.1 percent that was anticipated in January) per World Bank's latest Global Economic Prospects report. Overall risks to economic prospects have risen sharply and policy trade-offs have become ever more challenging.

In advanced economies, economic activity is being dampened by rising energy prices, less favorable financial conditions, and supply chain disruptions, all of which have been exacerbated by the war in Ukraine. As a result, growth in these economies is projected to decelerate from 5.1 percent in 2021 to 2.6 percent in 2022 – 1.2 percentage points below previous projections. Growth is expected to further moderate to 2.2 percent in 2023, largely reflecting the further unwinding of the fiscal and monetary policy support provided during the pandemic.

Growth in emerging market and developing economies (EMDEs) this year has been downgraded to 3.4 percent, as negative spillovers from the Russia-Ukraine crisis more than offset any near-term boost to some commodity exporters from higher energy prices. The impact will be most severe for Europe and Central Asia, where output is forecasted to sharply contract this year. Output growth is projected to slow this year in all other regions except the Middle East and North Africa, where the benefits of higher energy prices for energy exporters are expected to outweigh those prices' negative impacts for other economies in the region. Despite the negative shock to global activity in 2022, there is essentially no rebound projected next year: global growth is forecasted to edge up only slightly to a still-subdued 3 percent in 2023, as many headwinds – in particular, high commodity prices and continued monetary tightening – are expected to persist. A forceful and wide-ranging policy response is required by EMDE authorities and the global community to boost growth, bolster macroeconomic frameworks, reduce financial vulnerabilities, provide support to vulnerable population groups, and attenuate the long-term impacts of the global shocks of recent years.

Understandably, the ongoing crisis has clouded India's growth outlook as well. India GDP growth was pegged at 8.7% in FY22, after contracting by 6.6% in FY21. The World Bank cut India's FY23 GDP growth forecast to 7.5 percent, a hefty 1.2 percentage points down from its previous forecast, due to headwinds from rising inflation, supply chain disruptions, and geopolitical tensions. Crude oil prices are lingering above US\$100 per barrel, wheat has gone up by 50% in a span of two weeks, and edible oil prices are up 20% – all of which are critical imports from the two warring nations. India also partly meets its fertilizer needs from the region. For India, which has been battling inflation for a while now, this situation is making matters worse. Higher fuel and fertilizer prices will reduce government revenues and increase subsidy costs. Furthermore, capital outflows and rising import bills will weigh on the current account balance and currency valuation.

## **3. INDUSTRY STRUCTURE AND DEVELOPMENTS**

### **Business Continuity during Covid-19 pandemic:**

The ongoing Covid-19 pandemic has drastically changed the global economies and businesses. Governments and central banks have responded with monetary and fiscal interventions to respond to the disruptions.

During the pandemic, companies across the world accelerated their digital transformation initiatives to address these disruptions and secure their businesses. While some companies have now set up advanced business continuity measures, others have embarked on new innovative services and products. As companies focused on protecting employees from the pandemic, technology enabled a seamless transition to remote working by shifting to digital channels and digital customer engagement models.



Global IT service providers offer a range of end-to-end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. Companies will continue to invest in digital transformation to address new pandemic driven consumer behaviors with the support of technology.

#### 4. FINANCIAL OVERVIEW

##### Standalone Financial Highlights:

Particulars	2021-22 (in lakhs)	2020-21 (in lakhs)
Total Revenue	1512.10	1240.93
Total Expenses	1172.41	1011.99
Profit/(Loss) before exceptional Item and Tax	339.68	228.93
Profit before Extra-Ordinary items and tax	339.68	228.93
Profit before Tax	339.68	228.93
Profit/(Loss) for the period	249.75	185.37
Earnings per Equity Share	2.15	1.60

The Company has recorded Revenue from Operations of Rs. 15,12,10,468/- (including Other Income) for the year ended 31st March, 2022 as compared to Rs. 12,40,93,072/- during the previous year.

The Profit before Tax stood at Rs.3,39,68,760/- for the year ended 31st March, 2022 as compared to Rs. 2,28,93,099/- in previous financial year.

##### Consolidated Financial Highlights:

Particulars	2021-22 (in lakhs)	2020-21 (in lakhs)
Total Revenue	2047.31	1581.25
Total Expenses	1690.02	1349.60
Profit/(Loss) before exceptional Item and Tax	357.28	231.65
Profit before Extra-Ordinary items and tax	357.28	231.65
Profit before Tax	357.28	231.65
Profit/(Loss) for the period	267.35	188.09
Earnings per Equity Share	2.31	1.62

The Company has recorded Revenue from Operations of Rs. 20,47,31,891/- (including Other Income) for the year ended 31st March, 2022 as compared to Rs. 15,81,25,085/- during the previous year.

The Profit Before Tax stood at Rs.3,57,28,923/- for the year ended 31st March, 2022 as compared to Rs. 2,31,64,742/- in previous financial year.

#### 5. OPPORTUNITY AND THREATS

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.

## **6. RISK AND CONCERNS**

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.

## **7. INTERNAL CONTROL SYSTEMS AND ADEQUACY**

The Company has set up a proper and adequate and sound internal control system to safeguard the Group's assets and to enhance shareholders' investment, as well as reviewing its adequacy and effectiveness of the said system.

The Company constantly reviews its processes and the systems with an aim to remain competitive and address the changing regulatory and business environment. The Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets. The external auditors as well as the internal auditors periodically review the internal control systems, policies and procedures for their adequacy, effectiveness, and continuous operation for addressing risk management and mitigation strategies.

## **8. HUMAN RESOURCES**

B2B Software is a people-focused and talent conscious enterprise, operating in a competitive business environment. It considers its employees to have a competitive edge. To achieve leadership and scalable growth, the Company has aligned competencies of its human capital with technology enablement. The Company significantly invests in professional development and providing career development opportunities for its employees. A robust training and development framework, rewards and recognition systems, is aligned to the business to help them excel in their work.

ssOne of the key pillars of the Company's business is its people. The Company's Human Resources policies and practices are built on B2B Software core values of Integrity, Passion, Speed, Commitment and Seamlessness. The Company believes that meaning at work is created

when people relate to the purpose of the organization, feel connected to their leaders and have a sense of belonging.

The Company's focus stays strong on providing its people a work environment that welcomes diversity, nurtures positive relationships, provides challenging work assignments and provides opportunities based on meritocracy for people to grow and build their careers in line with their aspirations. The Company's philosophy of building leaders from within continues to guide its actions towards identifying, developing and nurturing talent.

## CORPORATE GOVERNANCE

### 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".

Your Company has complied with all the regulations stipulated by the Listing Regulations by SEBI and as prescribed under the Companies Act, 2013.

The Company has adopted a code of conduct for its employees including the Managing Director and the key managerial personnel. In addition, your company has also adopted a code of conduct for its non-executive directors which includes code of conduct for independent directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013 ("the Act"). The codes are available on the Company's website.

Your Company is in compliance with the requirements stipulated under the Clause 49 of the erstwhile Listing Agreement and Regulations 17 to 27 of the SEBI (LODR) Regulations, 2015 read with Schedule V and Clauses (b) to (i) of Sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015, as applicable, with regard to the corporate governance.

#### I. Board Diversity

The company recognizes and embraces the benefits of having a diverse board to enhance quality of its performance. The company always believes the board diversity as essential element to achieve sustainable and balanced development and in supporting the attainment of its strategic objectives.

#### II. Board of Directors

- i. Your Company's selection and appointment of directors is based on various criteria laid down in policy on Board diversity. The criteria inter alia include aspects like professional qualifications, proven track record in one or more skills such as managerial, finance, accounting, technical operations. There were no changes in the composition of Board during the year.
- ii. As on 31<sup>st</sup> March 2022, the Company has six directors. Of the six directors two (i.e 2/3) are non-executive directors three (i.e 50%) are independent directors. The composition of board is in conformity with Regulation 17 of the listing regulations and Section 149 of the Act.
- iii. None of the directors on the company's Board hold directorships in more than 10 public companies. Furthermore, none of them is a member of more than ten committees or chairman of more than 5 committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on 31<sup>st</sup> March 2022 have been made by the Directors.
- iv. Independent Directors are non-executive directors as defined under regulation 16(1) (b) of the listing regulations read with Section 149(6) of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The maximum tenure of independent directors is in compliance with the Act. All independent directors have confirmed that they meet the criteria as mentioned under Regulation 16(1) (b) of the listing regulations read with Section 149(6) of the Act.
- v. The names and categories of the Directors on the Board, their attendance, board meetings held during the year and number of directorships and committee chairmanships/memberships held by them in other public companies as on 31<sup>st</sup> March 2022 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act, Chairmanships/memberships of board committees shall only include audit committee and stakeholders' relationship committee.

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

(Five) Board Meetings were held during the financial year 2021 – 2022 on the following dates:

1. 30.04.2021
2. 16.07.2021
3. 29.10.2021
4. 28.01.2022
5. 22.02.2022

During the year under review the time gap between any two consecutive meetings does not exceed the time prescribes under the SEBI (LODR) Regulations and Companies Act, 2013.

The details of the attendance of directors at meetings of the Board and annual general meeting, held during the year (starting from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022), 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 in other companies	
	Board Meetings	Last AGM	Other directorships	Committee memberships
Dr. Y. Satyanarayana (Promoter and Non-Executive Director) (DIN: 00360679)	5	Yes	Nil	Nil
Mr. V. Bala Subramanyam (Non-Promoter and Executive Director) (DIN: 06399503)	5	Yes	1	Nil
Mr. A. Rambabu (Non-Promoter and Independent Director) (DIN: 03473906)	5	Yes	Nil	Nil
Mr. M. Rambabu (Non-Promoter and Independent Director) (DIN: 03473901)	5	Yes	Nil	Nil
Mr. Ch. Suresh (Non-Promoter and Non-Independent Director) (DIN: 03473921)	5	Yes	Nil	Nil
Ms. Immani Rajeswari (Non-Promoter and Independent Woman Director) (DIN: 07127791)	5	Yes	Nil	Nil

Name of the Director and category of Directorship	Other Directorship	Shares held in the Company
Dr. Y. Satyanarayana (Promoter and Non-Executive Director) (DIN: 00360679)	NIL	NIL
Mr. V. Bala Subramanyam (Non-Promoter and Executive Director) (DIN: 06399503)	Stellar IT Solutions Private Limited	NIL
Mr. A. Rambabu (Non-Promoter and Independent Director) (DIN: 03473906)	NIL	NIL
Mr. M. Rambabu (Non-Promoter and Independent Director) (DIN: 03473901)	NIL	NIL
Mr. Ch. Suresh (Non-Promoter and Non-Independent Director) (DIN: 03473921)	NIL	220
Ms. Immani Rajeswari (Non-Promoter and Independent Woman Director) (DIN: 07127791)	NIL	NIL

- During the year 2021 – 2022, information as mentioned in Schedule II Part A of the Listing Regulations has been placed before the Board.
- None of the Directors are related to each other
- The Board on a periodical basis reviews the compliance status of all the laws that are applicable to the Company.
- During the year under review Mr. Rahul Kumar Bhangadiya, Company Secretary and Compliance Officer has resigned with effect from 28<sup>th</sup> February, 2022 and Mrs. Jyothi Mantri has been appointed as Company Secretary and Compliance Officer of the company with effect from 1<sup>st</sup> March, 2022.
- Mr. V Bala Subramanyam has been paid performance bonus of Rs. 22,68,517/- for the financial year 2020 – 2021 and the performance bonus of Rs.28,67,432/- to be paid for FY 2021 – 2022 after taking the members approval in the ensuing Annual General Meeting.

#### 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.

The Familiarization Program conducted for the Independent Directors has been posted on the Company's website – <https://b2bsoftech.com>.

**SKILLS/EXPERTISE OF THE BOARD OF DIRECTORS:**

Your Board had cautiously considered and identified an optimised mix of the Skills, Expertise, Competencies essentially required by the Company in the context of its sector. This was so done to ensure functioning of the business effectively and it has been confirmed that the Board has the required skills defined in the matrix provided below.

These attributes primarily and broadly are:

- i. General Management of Corporate Affairs, Corporate Governance
- ii. General Information Technology and related fields; General IT Knowledge
- iii. Law, Taxation, Finance, Foreign Exchange related
- iv. Behavioural science
- v. Strategy Management
- vi. Leadership abilities

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification or skill.

Director	Area of expertise / skills /competence					
	Corporate Governance	General IT knowledge	Law/Tax/ Finance	Behavioural Science	Strategy management	Leadership abilities
YARAMATI SATYANARAYANA	√	√	√	√	√	√
RAM BABU MUTYALA	√	√	√	√	√	√
ARUMILLI RAMBABU	√	√	√	√	√	√
SURESH CHODE	√	√	√	√	√	√
BALA SUBRAMANYAM VANAPALLI	√	√	√	√	√	√
RAJESWARI IMMANI	√	√	√	√	√	√

Sl. No.	Name	Category	Skills/Expertise
1.	YARAMATI SATYANARAYANA	Director	He has vast experience in the field of medicine and has been successful in the practice of dermatology.
2.	RAM BABU MUTYALA	Independent Director	He is having good marketing skills and is having good relations with small and medium enterprises.
3.	ARUMILLI RAMBABU	Independent Director	He is well reputed in the market of sale and distribution agencies.
4.	SURESH CHODE	Director	He is talented in his academic. He also has knowledge of latest technologies and analyzing the market in FMCG and Goods Sector



5.	BALA SUBRAMANYAM VANAPALLI	Executive Director	He holds a Master's degree in Industrial Instrumentation and Management. He has over 20 years of experience with over 10 years in ERP area and has been the Practice Head with B2B Software Technologies Ltd. He has extensive experience in ERP Project executions and supervised development and launching of intellectual products for B2B in multiple ERP verticals like Pharma, Plant maintenance, HR and Payroll and Quality Add On's certified by Microsoft for Domestic and International markets.
6.	RAJESWARI IMMANI	Independent Women Director	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.

#### CONFIRMATION FROM THE BOARD:

The Board of Directors hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

#### CODE OF BUSINESS CONDUCT AND ETHICS

The Company has adopted a Code of Business Conduct and Ethics (the 'Code'), which applies to all senior management personnel, and Directors of the Company. It is the responsibility of all senior management personnel and Directors to familiarize themselves with this Code and comply with its standards.

The Code of Business Conduct and Ethics have been posted on the Company's website – <https://b2bsoftech.com>.

#### 1. 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			
		30.04.2021	16.07.2021	29.10.2021	28.01.2022
Mr. M. Rambabu	Independent Non-Executive [Chairman]	Yes	Yes	Yes	Yes
Mr. A. Rambabu	Independent Non-Executive	Yes	Yes	Yes	Yes
Ms. Rajeswari Immani	Independent Non-Executive	Yes	Yes	Yes	Yes
Mr. Ch. Suresh	Non- Independent Non-Executive	Yes	Yes	Yes	Yes

During the year under review the time gap between any two consecutive meetings does not exceed the time prescribes under the SEBI (LODR) Regulations and Companies Act, 2013.

The representatives of the statutory auditors and internal auditors are the permanent invitees and they have attended all the meetings held during the year. Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of. The Company Secretary acts as the Secretary of the Committee.

**1. 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 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 Meeting held on		
		30.04.2021	16.07.2021	22.02.2022
Mr. A. Rambabu	Independent Non-Executive [Chairman]	Yes	Yes	Yes
Mr. M. Rambabu	Independent Non-Executive	Yes	Yes	Yes
Mr. Ch. Suresh	Non- Independent Non-Executive	Yes	Yes	Yes
Ms. Rajeswari Immani	Independent Non-Executive	Yes	Yes	Yes

As per the Provisions of Companies Act, 2013 and SEBI (LODR) Regulations, Minimum of two Meetings of the Committee shall be held in every financial year. The nomination and remuneration committee has met for three times during the year under review.

**(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. Y. Satyanarayana	50,000
2.	Mr. A. Rambabu	50,000
3.	Mr. M. Rambabu	50,000
4.	Mr. Ch. Suresh	50,000
5.	Ms. Rajeswari Immani	50,000

**(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
Mr. V. Bala Subramanyam Executive Director	6,718,517 (Including Bonus of Rs. 22,68,517/-)	1,67,597	-	Appointed for 3 years	As per rules of Company	6,886,114

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. The Nomination and Remuneration policy is available on the Company's website: <https://b2bsofttech.com>

**(e) Criteria for performance evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

**3. STAKE HOLDERS' RELATIONSHIP COMMITTEE:**

The members of the Stakeholders Relationship Committee are as follows:

Sl. No	Name of the Member	Designation	Attendance of the Meeting held on 22.02.2022
1.	Ms. Rajeshwari Immani	Chairman	Yes
2.	Mr. M. Rambabu	Member	Yes
3.	Mr. V. Bala Subramanyam	Member	Yes

As per the SEBI Listing regulations, the Committee should meet at least once in a year. The Committee has met on 22<sup>nd</sup> February, 2022 during the year.

The Stake Holders Committee approves the issue of duplicate share certificates as per the provisions of the Companies Act, 2013 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.

The Committee meets as often as is required to approve various matters relating to transmissions, issue of duplicate share certificate etc.

This Committee also looks into the redressal of shareholder and investor complaints like transfer of shares, 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: Mrs. Jyothi Mantri – Company Secretary and Compliance Officer.

#### **5A. INDEPENDENT DIRECTORS MEETING**

As per Clause VII of Schedule IV to the Companies Act, 2013 read with Clause 49 (II) (B) (6) of the Listing Agreement provide that a separate meeting of Independent Directors should be held atleast once in a year.

During the year, the Independent Directors met on 28<sup>th</sup> January, 2022 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.

#### **5B. 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.

#### **4. AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE:**

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditors' certification is provided elsewhere in the Annual Report.

#### **5. SUBSIDIARY COMPANY:**

The Company has only one subsidiary which has been incorporated outside India under the name and style of B2B Softech Inc., USA. The Audit Committee reviews the financial statements of the Subsidiary Company on Quarterly basis.

The policy on determining material subsidiaries is available on the website of the Company i.e., <https://b2bsoftech.com>. The financials of the individual subsidiary for the financial year 2021 – 2022 and for the previous years are available on the Company's website <https://b2bsoftech.com>.

#### **6. 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: <https://b2bsoftech.com/Investors.html>

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31<sup>st</sup> March 2022. The details of related party transactions are disclosed in Note No. 32 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 except as mentioned below:-

The Company has made a total payment of Rs. 27,140/- (Including GST) during the FY 2021-22.

- a) BSE Limited vide mail dated May 17, 2021 has imposed a fine of Rs. 9,440 (Including GST) during the FY 2021-22 for intimating the Shareholding pattern beyond the due date for the March, 2021 Quarter.
- b) BSE Limited vide mail dated August 20, 2021 has imposed a fine of Rs. 17,700/- (Including GST) during the FY 2021-22 for delay in submission of making a disclosure with regard to Related Party Transactions for the half year ended March, 2021

**(iii) Vigil Mechanism/Whistle Blower Policy**

In terms of Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and the details of such policy are available on the Company's website at: <https://b2bsofttech.com/Investors.html>

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) Sexual Harassment of Woman at the 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.

S. No.	Particulars	No.
1.	No. of complaints on Sexual harassment received during the year	NIL
2.	Number of complaints disposed-off during the year	NIL
3.	Number of cases pending as on the end of the financial year	NIL

**(v) 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 workplace, 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.

**(vi) 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, 2015. The accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

**(vii) 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 31<sup>st</sup> March 2022, 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 conflict with the interests of the Company at large.



**(viii) Shareholders' Information**

The quarterly results are sent to the stock exchanges on which the Company's shares are listed. The same are available on the website of the Company i.e., <https://b2bsoftech.com>. During the year there were no presentations made by the Company to analysts.

**(ix) Prohibition of Insider Trading**

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and the details of such policy are available on the Company's website at: <https://b2bsoftech.com/Investors.html>

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.

**(x) CEO/CFO CERTIFICATION**

The CEO [Whole Time Director]/CFO certification for the year ended 31<sup>st</sup> March 2022 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 Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**(xi) Adoption of Mandatory Requirements**

The Company has complied with all the mandatory requirements as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As part of non-mandatory requirements, the post of Chairman and Managing Director/CEO is held by separate persons. The Internal Auditors present their report to the Audit Committee.

**(xii) Other Non-Mandatory requirements are being reviewed for implementation.**

The Company has complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Commodity Price Risk or Commodity hedging activities: The Company has not carried on any Commodity Business and has also not carried any commodity hedging activities, hence same are not applicable to the Company

The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company <https://b2bsoftech.com>.

The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is also available on the website of the Company <https://b2bsoftech.com>.

**(xiii) Policy on Material Subsidiaries.**

The Policy for determining 'material' subsidiaries is available on the website of the company at <https://b2bsoftech.com/Investors.html>

**(xiv) Policy on Related Party Transactions.**

The Policy on dealing with related party transactions is available on the website of the company at <https://b2bsoftech.com/Investors.html>

**(xv) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year ended March 31, 2022.**

- (xvi) A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.
- (xvii) There has been no such incidence where the Board has not accepted the recommendation of the Audit Committee of the Company during the year under review.
- (xviii) Given below are the details of fees paid to Umamaheswara Rao & Co, Chartered Accountant, Statutory Auditors of the company on a Consolidated basis during the financial year ended March 31, 2022:

S. No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid (In Rs.)
1.	Statutory Audit fees paid for Audit of the Company including Limited Review of the Company	1,80,000
2.	Fees paid for other services	13,000
	<b>Total</b>	<b>1,93,000</b>

7. The company has complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
8. **The Disclosures of the Compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed company	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

#### 9. Transfer of shares to Investor Education and Protection Fund

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority Account.

However, there are no amount/shares to be transferred to Investor Education and Protection Fund (IEPF).

#### 10. Proceeds from public issues, right issues, preferential issues etc.

The Company has not raised any amount from public issues, right issues, preferential issues and offer for sale during the FY 2021-22.

#### 11. Management Discussion and Analysis:

The report on Management Discussion and Analysis (MDA) is annexed to the Directors' Report and forms part of this Annual Report.

**12. GENERAL BODY MEETINGS:**

Location and date/time of last three Annual General Meetings

Year	Location	Date	Time
2020-2021	Held through Video Conferencing at the Registered office of the Company	15 <sup>th</sup> September, 2021	11.30 A.M
2019-2020	Held through Video Conferencing at the Registered office of the Company	26 <sup>th</sup> September, 2020	10.00 A.M.
2018-2019	Registered Office at 3rd & 4th Floor, AVR Towers, 6-3-1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad-500016	30 <sup>th</sup> September 2019	11.00 A.M.

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

**a. Annual General Meeting held on 15<sup>th</sup> September 2021**

Three Special Resolution was passed as mentioned herein:

1. Payment of Remuneration to Dr. Ramachandra Rao Nemani, (PAN: AFUPN8077R) CEO of the Company
2. Payment of Remuneration to Mr. Sunil Nemani, (PAN: AWRPN7930M), CFO of the Company
3. Payment of performance bonus to Mr. Bala Subramanyam Vanapallii, Wholetime Director (DIN: 06399503) for the Financial Year 2020-21.

**b. Annual General Meeting held on 26<sup>th</sup> September 2020**

Two Special Resolution was passed as mentioned herein:

1. To Re-appoint Mr. Bala Subramanyam Vanapalli (DIN: 06399503) as a Whole Time Director.
2. Payment of Performance bonus to Mr. Bala Subramanyam Vanapalli Whole Time Director for the Financial year 2019-20.

**c. Annual General Meeting held on 30<sup>th</sup> September 2019**

One Special Resolution was passed as mentioned herein:

1. To re-appoint Mrs. Rajeswari Immani as Independent Director.

During the Financial Year 2020-21, following resolutions were passed after obtaining the approval of members by way of Postal Ballot:

**POSTAL BALLOT IN NOVEMBER, 2020:**

Sr. No.	Description of Resolution	Date of Declaration of Result
1	Ordinary Resolution for Entering into an Agreement with Wholly Owned Foreign Subsidiary Company i.e B2B Softech.INC., USA for Sale of Microsoft Dynamics 365 Software Licenses, providing implementation and after sale services to the probable customers in USA	28.12.2020
2	Ordinary Resolution for Renewal of Contract with GeniusDoc.Inc., USA for a further period of 10 years:	

The said resolutions were passed through Postal Ballot and Shareholders of the Company were provided e-Voting facility for casting their votes electronically on the said resolutions.

**The Company is not proposing to pass any resolutions through postal ballot at the ensuing Annual General Meeting.**

**13. MEANS OF COMMUNICATION:**

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

The results of the Company are displayed on <https://b2bsofttech.com>. No presentations were made to either analysts or Investors during the financial year 2021 – 2022.

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

#### 14. GENERAL SHAREHOLDER INFORMATION:

##### A. Details of the ensuing Annual General Meeting

Annual General Meeting of the Company shall be held through Video Conferencing (VC) / other Audio-Visual Means (OAVM).

(Detailed Instruction and general guidelines for participation through VC/ OAVM has been given in Notice of the AGM forming part of this report).

Date: 26<sup>th</sup> September, 2022 Time 10.00 A.M

**Financial Calendar: 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023**

1 <sup>st</sup> Quarterly results	Half yearly results	3 <sup>rd</sup> Quarter results	4 <sup>th</sup> Quarter results
July, 2022	November, 2022	February, 2023	May, 2023

##### B. Date of Book Closure: NIL

##### C. Dividend Payment Date:

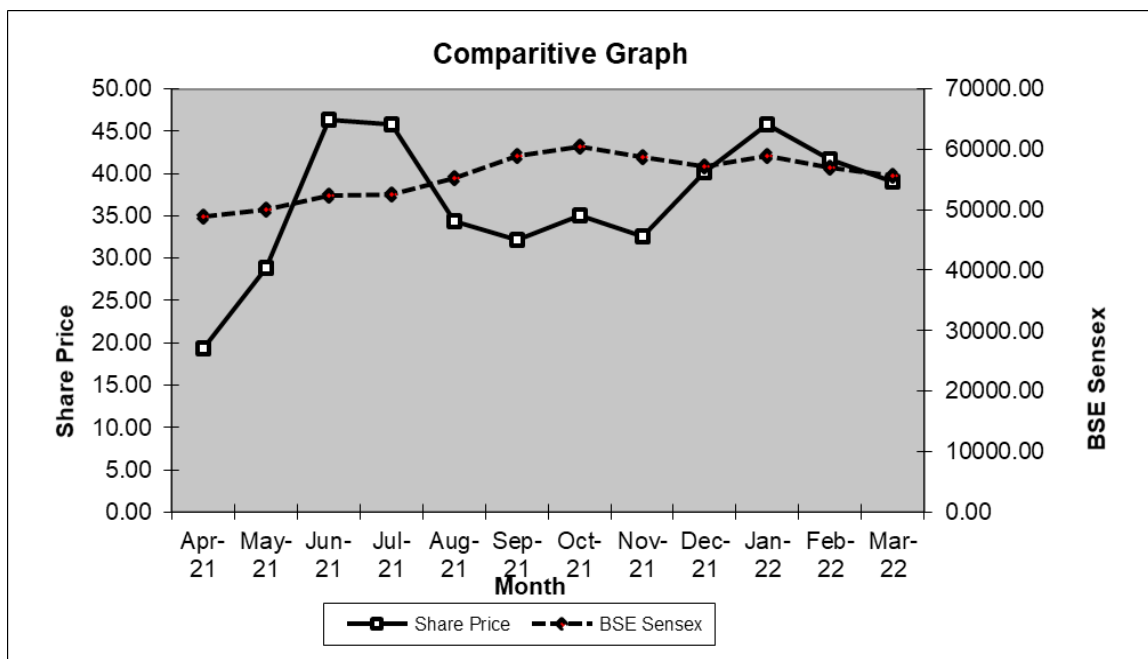
No Dividend is recommended for the financial year 2021– 2022

##### D. Listing on Stock Exchanges and Stock code:

The shares of the Company are listed on The BSE Limited, Mumbai and the Stock Code is 531268. The Company has paid listing fees to BSE Limited and to the Depositories i.e., NSDL and CDSL for the financial year 2021-22.

##### E. Market Price Date: *High/Low during each month in last financial year (2020 – 2021)*

Period	BSE Limited, Mumbai	
	High	Low
April, 2021	21.30	17.45
May, 2021	35.70	22.05
June, 2021	55.20	37.45
July, 2021	57.75	33.85
August, 2021	44.65	24.10
September, 2021	35.25	29.15
October, 2021	40.50	29.65
November, 2021	36.10	29.10
December, 2021	48.90	31.50
January, 2022	51.00	40.60
February, 2022	46.35	37.05
March, 2022	42.30	35.80

**F. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc:****G. 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-mails: advisors@cilsecurities.com

**H. Share Transfer System:**

The Company's shares are currently traded in dematerialized form; transfers are processed and approved in the electronic form by NSDL/CDSL through their Depository Participants. The Company obtains from a Company Secretary in practice, a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 7(3) of SEBI (LODR) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

The Equity shares of the Company are under compulsory dematerialization ("Demat") category and can be traded only in electronic form. The Company has De-materialised 78,49,629 Equity (67.75% of the paid up share capital) as at March 31, 2022.

The procedure for converting the shares in dematerialized mode is as under:

- Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to his Depository Participant (DP)
- DP processes the DRF and generates a unique number viz. DRN
- DP forwards the DRF and share certificates to the Company's Registrar & Shares Transfer Agent.
- The Company's Registrar & Shares Transfer Agent after processing the DRF confirm or reject the request to the Depositories.
- Upon confirmation, the Depository gives the credit to shareholder in his/her depository account maintained with DP.

The process of dematerialization takes around 15 days from the date of receipt of DRF by the Registrar & Shares Transfer Agent of the Company.

Since the trading in the shares of the Company can be done only in electronic form, it is advisable that the shareholders who have the shares in physical form get their shares dematerialized.

Effective April 1, 2019, SEBI barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.b2bsofttech.com](http://www.b2bsofttech.com) and on the website of the Company's Registrar and Transfer Agents, [www.cilsecurities.com](http://www.cilsecurities.com). It may be noted that any service request can be processed only after the folio is KYC Compliant.

#### I. Distribution of shareholding:

No. of shares slab	No. of shareholders				No. of shares					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
upto 5000	679	6233	6912	99.24%	175371	4.69%	1199529	15.28%	1374900	11.87%
5001-10000	1	14	15	0.22%	6270	0.17%	106730	1.36%	113000	0.98%
10001-20000	1	15	16	0.23%	28510	0.76%	174834	2.23%	203344	1.76%
20001-30000	1	3	4	0.06%	25000	0.67%	70857	0.90%	95857	0.83%
30001-40000	0	0	2	0.03%	0	0.00%	78805	1.00%	78805	0.68%
40001-50000	1	2	1	0.01%	43400	1.16%	0	0.00%	43400	0.37%
50001-100000	0	1	1	0.01%	10	0.00%	69944	0.89%	69954	0.60%
100001 & above	8	6	14	0.20%	3457210	92.54%	6148930	78.33%	9606140	82.92%
<b>Total</b>	<b>691</b>	<b>6274</b>	<b>6965</b>	<b>100%</b>	<b>3735771</b>	<b>100%</b>	<b>7849629</b>	<b>100%</b>	<b>11585400</b>	<b>100%</b>

Forfeited Shares: 15400 Equity Shares

Sl. No	Category	No. of Shares	%
1.	Promoters & Associates	80,85,036	69.79
2.	Private Body Corporates	35,102	0.30
3.	Indian Public	32,62,400	28.16
4.	Non-Resident Individuals and OCBs	202862	1.75
	<b>Total</b>	<b>1,15,85,400</b>	<b>100</b>

#### J. 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](mailto:rta@cilsecurities.com)



**International Securities Identification Number (ISIN): INE151B01011**

The Company has entered into Agreements with NSDL and CDSL, and as on 31<sup>st</sup> March 2022, 78,49,629 Equity Shares have been dematerialized, constituting 67.75% 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.

**K. 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.

**L. Credit Ratings:**

The Company does not have debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, disclosure in respect of list of Credit Ratings obtained by the Company is not applicable.

**Development Centre / Registered Office / Address for correspondence****B2B SOFTWARE TECHNOLOGIES LIMITED,**

3<sup>rd</sup> 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 31<sup>st</sup> March 2022.

V. BALA SUBRAMANYAM

Executive Director

DIN: 06399503

Place: Hyderabad

Date: 10<sup>th</sup> August, 2022

**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: 10<sup>th</sup> August, 2022

**SUNIL NEMANI**

Chief Financial Officer

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
**B2B SOFTWARE TECHNOLOGIES LIMITED**  
3<sup>rd</sup> Floor, AVR Towers, 6 – 3 – 1112,  
Behind West Side Showroom,  
Near Somajiguda, Begumpet, Hyderabad – 500016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B2B SOFTWARE TECHNOLOGIES LIMITED** having CIN L72200TG1994PLC018351 and having registered office at 3<sup>rd</sup> Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No	Name of the Director	DIN	Date of Appointment in Company *
1	Dr. Yaramati Satyanarayana	00360679	31/01/2000
2	Mr. Ram Babu Mutyala	03473901	14/02/2011
3	Mr. Arumilli Rambabu	03473906	14/02/2011
4	Mr. Bala Subramanyam Vanapalli	06399503	01/10/2014
5	Ms. Rajeswari Immani	07127791	28/03/2015
6	Mr. Suresh Chode	03473921	28/08/2019

\* the date of appointment is as per the MCA Portal.

Ensuring the eligibility, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 10<sup>th</sup> August, 2022

D S M Ram  
C. P. No. 4239  
Proprietor  
UDIN: A014939D000781254

## AUDITORS' REPORT ON CORPORATE GOVERNANCE

Auditors' Certificate regarding compliance of the conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

**The Members of  
B2B Software Technologies Limited.**

1. We have examined the compliance of conditions of Corporate Governance by **B2B Software Technologies Limited.**, for the year ended on 31<sup>st</sup> March 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") with Stock Exchanges in India.

### Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the condition of the Corporate Governance stipulated in the SEBI Listing Regulations.

### Auditor's Responsibility

3. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### Opinion:

7. 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.
8. We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Umamaheswara Rao & Co.,**  
Chartered Accountants

**R R Dakshinamurthy**  
Partner

ICAI MRN 211639

UDIN: 22211639APHSEK9124

FRN 004453S

Place: Hyderabad  
Date: 10/08/2022

## INDEPENDENT AUDITOR'S REPORT

To the Members of  
**M/s B2B Software Technologies Limited**

### Report on the Audit of the Standalone Ind AS Financial Statements

#### Opinion

We have audited the accompanying standalone **Ind AS** financial statements of **M/s B2B Software Technologies Limited** ("the Company"), which comprise the balance sheet as at March 31, 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements.)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter
<b>Revenue from Operations:</b> The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.
<b>Principle Audit Procedures</b> We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows : <ol style="list-style-type: none"><li>1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li><li>2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li></ol>

#### Information other than Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include

the Consolidated Financial Statements, Standalone Financials Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to Report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on



the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" 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 that:
  - i. 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;
  - 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 and the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts of the Company;
  - iv. In our opinion, the aforesaid Standalone Ind AS Financial Statements 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, 2022, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2022 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 adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements



of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- viii. 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:
- a) The Company does not have any pending litigations which would impact its financial position.
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - d)
    - i) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - ii) The management has represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
    - iii) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
  - e) The company has not declared or paid any dividend during the year.

For **Umamaheswara Rao & Co**  
Chartered Accountants

**R R Dakshinamurthy**  
Partner

Membership No: 211639

FRN 004453S

UDIN: 22211639AICRVA8640

Place: Hyderabad  
Date: 29<sup>th</sup> April 2022

## **Annexure –A to Auditors’ Report**

(Referred to in paragraph 1 of “Report on Other Legal and Regulatory Requirements “in our report of even date)

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31<sup>st</sup> March 2022, we report that:

- (i) In respect of Company’s Property, Plant and Equipment and Intangible assets:
  - a. (i) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
  - (ii) The company has maintained proper records showing full particulars on Intangible assets.
  - b. The Company has a regular programme of physical verification of its Property, Plant and Equipment by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
  - c. According to information and explanation given to us, the Company has no immovable property in its name, hence reporting under clause (i) (c) of paragraph 3 is not applicable.
  - d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - e. In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the Company as at March 31, 2022 for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.
- (ii) a. The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, Clause 3(ii) of the Order is not applicable to the Company.
- b. The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any point of time during the year from banks or financial institutions on the basis of security of current assets and hence reporting under Clause 3(ii)(b) of the Order is not applicable.
- (iii) The Company has not made investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or any other parties hence reporting under Clause 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans, investments, guarantees and security made.
- (v) 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.
- (vi) 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.
- (vii) 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 undisputed statutory dues including Provident Fund, Employees State Insurance Dues, Goods and Service Tax and Income 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, Goods and Service Tax and Cess were outstanding as at 31<sup>st</sup> March 2022 for a period of more than six months from the date they became payable.
- b. According to the information and explanations given to us, there are no material dues of Income tax, wealth tax, sales tax, duty of custom, duty of excise and cess which have not been deposited with the appropriate authorities on account of any dispute.
- viii) In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income which have been surrendered or disclosed as income during the year in the tax

assessments under the Income Tax Act, 1961.

- ix) The company has not borrowed any loans from any financial institution/Bank/Debenture holders and hence the Clause 3(ix) is not applicable.
- x) The Company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, Clause 3 (x) of the Order is not applicable.
- xi) a. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.  
b. As no fraud has been noticed during the year as mentioned at xi(a) above, report under sub-Section (12) of Section 143 of the Companies Act in the Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 is not applicable.  
c. According to the information and explanations given to us, no whistle-blower complaints has been received during the year by the Company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, Clause 3(xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) a. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.  
b. We have considered the reports of the Internal Auditors for the period under audit, issued to the Company in determining the nature, timing and extent of our audit procedures.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, Clause 3(xvi) is not applicable to the Company.
- xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash losses in the current Financial Year and in the immediately preceding Financial Year.
- xviii) There has not been any resignation of the statutory auditors during the year.
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the records of the Company, in our opinion, no material uncertainty exists as on the date of the audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- xx) According to the information and explanations given to us and based on our examination of the records, Section 135(5) of the Companies Act, 2013 is not applicable to the Company and hence reporting under Clause 3(xx) is not applicable.

For **Umamaheswara Rao & Co**  
Chartered Accountants

**R R Dakshinamurthy**  
Partner

Membership No: 211639

FRN 004453S

UDIN: 22211639AICRVA8640

Place: Hyderabad  
Date: 29<sup>th</sup> April 2022

## **Annexure - B to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **B2B Software Technologies Limited** ("the Company") as of 31<sup>st</sup> March 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Umamaheswara Rao & Co**  
Chartered Accountants

**R R Dakshinamurthy**  
Partner

Membership No: 211639  
FRN 004453S

UDIN: 22211639AICRVA8640

Place: Hyderabad  
Date: 29<sup>th</sup> April 2022

**Standalone Balance Sheet as at 31st March 2022**

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

Particulars	Note No.	As at March 31, 2022	As at March 31, 2021
<b>I. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, Plant and Equipment	3	11.68	13.79
(b) Intangible assets	4	0.01	0.01
(c) Financial Assets			
(i) Investments	5	33.81	33.81
(ii) Loans	6	60.00	60.00
(iii) Other financial assets		-	-
(d) Deferred tax assets (net)		5.38	-
(e) Other non-current assets	7	7.47	7.53
		<b>118.35</b>	<b>115.14</b>
<b>2. Current assets</b>			
(a) Inventories	8	8.11	6.88
(b) Financial Assets		-	-
(i) Current Investments	9	1,118.75	974.09
(ii) Trade receivables	10	159.69	137.40
(iii) Cash and cash equivalents	11	166.66	50.23
(iv) Bank balances other than (iii) above	12	76.43	104.15
(v) Loans	13	1.68	1.45
(vi) Other financial assets		-	-
(c) Current tax assets (Net)		-	-
(d) Other current assets	14	78.02	70.88
		<b>1,609.35</b>	<b>1,345.07</b>
<b>3. Non-current assets held for sale</b>		-	-
<b>Total Assets</b>		<b>1,727.70</b>	<b>1,460.20</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>A. Equity</b>			
(a) Equity share capital	15	1,159.31	1,159.31
(b) Other equity		372.51	85.77
		<b>1,531.82</b>	<b>1,245.08</b>
<b>B. LIABILITIES</b>			
<b>1. Non-current liabilities</b>			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Other financial liabilities		-	-
(b) Provisions	16	-	10.76
(c) Other non-current liabilities		-	-
		-	<b>10.76</b>
<b>2. Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade payables	17	22.51	65.80
(iii) Other financial liabilities		-	-
(b) Other current liabilities	18	134.77	120.89
(c) Short-term provisions	19	38.60	17.67
(d) Current tax liabilities (Net)		-	-
		<b>195.88</b>	<b>204.36</b>
<b>Total Equity and Liabilities</b>		<b>1,727.70</b>	<b>1,460.20</b>

See accompanying notes to the 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

UDIN:22211639AICPTX9705

Place: Hyderabad

Date : 29 Apr, 2022

**V. Bala Subramanyam**

Executive Director

DIN : 06399503

**Sunil Nemani**

Chief Financial Officer

PAN: AWRPN7930M

**Jyothi Mantri**

Company Secretary

ACS53222

**Dr. Y.Satyanarayana**

Director

DIN: 00360679

**Dr. Ramachandra Rao Nemani**

CEO

PAN: AFUPN8077R



**Statement of Profit and Loss for the Year ended March 31, 2022**

All amounts in Indian rupees in lakhs, except share data and where otherwise stated

Particulars	Note No.	For the Year Ended	
		31.03.2022	31.03.2021
I. Revenue from Operations	20	1,455.30	1,149.69
II. Other income	21	56.80	91.25
<b>III. Total Income (I+II)</b>		<b>1,512.10</b>	<b>1,240.94</b>
<b>IV. Expenses</b>			
(a) Purchases of Software Products	22	330.49	274.07
(b) Changes in Inventory - WIP		(1.23)	(3.86)
(c) Employee benefit expenses	23	707.36	630.18
(d) Administrative and other expenses	24	128.55	101.49
(e) Depreciation and amortization expense	3	7.24	10.12
<b>Total expenses</b>		<b>1,172.41</b>	<b>1,012.00</b>
<b>V. Profit/(Loss) before exceptional items and tax (III - IV)</b>		<b>339.69</b>	<b>228.94</b>
VI. Exceptional items		-	-
<b>VII. Profit/(Loss) before tax (V - VI)</b>		<b>339.69</b>	<b>228.93</b>
<b>VIII. Tax expense / (income)</b>			
Current tax		77.60	43.55
Earlier year taxes		17.72	-
Deferred Tax		(5.38)	-
<b>Total tax expenses</b>		<b>89.94</b>	<b>43.55</b>
<b>IX. Profit for the period / year (VII-VIII)</b>		<b>249.75</b>	<b>185.39</b>
<b>Other Comprehensive Income</b>			
<b>A. Items that will not be reclassified to Profit or (Loss)</b>	25	36.99	41.47
Income tax relating to items that will not be reclassified to profit or loss			
<b>B. Items that will be reclassified to Profit or Loss</b>			
Income tax relating to items that will be reclassified to profit or loss			
		<b>36.99</b>	<b>41.47</b>
<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>286.74</b>	<b>226.86</b>
<b>Earnings per share-par value of ₹10 per share</b>			
Class A - Basic and diluted		2.15	1.59
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  
UDIN:22211639AICPTX9705  
Place: Hyderabad  
Date : 29 Apr, 2022

**V. Bala Subramanyam**  
Executive Director  
DIN : 06399503

**Dr. Y.Satyanarayana**  
Director  
DIN: 00360679

**Sunil Nemani**  
Chief Financial Officer  
PAN: AWRPN7930M

**Dr. Ramachandra Rao Nemani**  
CEO  
PAN: AFUPN8077R

**Jyothi Mantri**  
Company Secretary  
ACS53222

**Cash Flow Statement for the year ended March 31, 2022**
*(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)*

Particulars	For the Year Ended	
	31.03.2022	31.03.2021
<b>A. Cash Flows from Operating Activities</b>		
Net profit/(loss) after tax	286.74	226.85
<b>Adjustments for :</b>	-	-
Depreciation	7.24	10.12
Income from Investment - Dividends	(54.38)	(65.21)
Exchange differences on translation of foreign currency cash and cash equivalents	2.52	6.82
Profit on Sale of Fixed Assets	-	(3.90)
	242.13	174.68
<b>Operating profit before working capital changes</b>		
<b>Adjustments for changes in working capital :</b>		
(Increase)/Decrease in Work in Progress	(1.23)	(3.86)
(Increase)/Decrease in Accounts Receivables	(22.30)	(15.75)
(Increase)/Decrease in Loans and Advances	(0.23)	(0.29)
(Increase)/Decrease in Other Current assets	(7.14)	(0.91)
Increase / (Decrease) in Trade and Other Payables	(43.28)	11.11
Increase / (Decrease) in Other Current Liabilities	13.88	17.68
Increase / (Decrease) in Long term provisions	(10.76)	(103.35)
Increase / (Decrease) in Short term provisions	20.92	(5.85)
Increase / (Decrease) in Deferred tax	(5.38)	-
	(55.53)	(101.23)
<b>Cash generated from operations</b>	186.60	73.45
Less: Taxes Paid	-	-
<b>Net Cash from/(used in) Operating Activities</b>	<b>186.60</b>	<b>73.45</b>
<b>B. Cash Flows from Investing Activities</b>		
Purchase of Fixed Assets	(5.14)	(5.23)
Sale of Fixed Assets	-	5.30
Purchase of Investments	(144.67)	(258.61)
Sale of Mutual Funds	-	-
Decrease in Long Term Loans & Advances	-	-
Income from Investment - Dividends	54.38	65.21
(Increase)/Decrease in Other Non-Current assets	0.06	0.34
<b>Net Cash used in Investing Activities</b>	<b>(95.36)</b>	<b>(193.00)</b>
<b>C. Cash Flows from Financing Activities</b>		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
<b>Net Cash from/(used in) Financing Activities</b>	<b>-</b>	<b>-</b>
<b>D. Exchange differences on translation of foreign currency cash and cash equivalents</b>	(2.52)	(6.82)
	-	-
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	88.71	(126.37)
Cash and Cash equivalents at the beginning of the year	154.37	280.74
<b>Cash and Cash equivalents at the end of the year</b>	<b>243.09</b>	<b>154.37</b>

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  
 UDIN:22211639AICPTX9705  
 Place: Hyderabad  
 Date : 29 Apr, 2022

**V. Bala Subramanyam**  
 Executive Director  
 DIN : 06399503

**Dr. Y.Satyanarayana**  
 Director  
 DIN: 00360679

**Sunil Nemani**  
 Chief Financial Officer  
 PAN: AWRPN7930M

**Dr. Ramachandra Rao Nemani**  
 CEO  
 PAN: AFUPN8077R

**Jyothi Mantri**  
 Company Secretary  
 ACS53222

**Notes to Financial Statements***(All amounts in Indian Rupees in lakhs, 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 Telangana, 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

The Company is a public limited company incorporated and domiciled in India and has its registered office in Hyderabad, Telangana, India. The Company has its primary listings on the BSE Limited.

The Company's Standalone financial statements are approved for issue by the Company's Board of Directors on April 29th, 2022.

**2 Significant Accounting Policies****2.1 Basis of preparation of financial statements**

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. As the quarterly and yearly figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

**2.2 Use of estimates**

The Preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions which effects the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and use of assumptions in these financial statements have been disclosed in Note No 2.19. Accounting estimates could change from time to time. Actual results could differ from the estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

**2.3 Cash flow statement:**

Cash flows are reported using the indirect method, where by the net profit before tax for the period 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:**

The Company derives revenues primarily from Consultancy services and sale of Software products. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

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, where there is no uncertainty as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used

to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. 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.

Effective April 1, 2018, the Company adopted Ind AS 115, *Revenue from Contracts with Customers*. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, *Revenue from Contracts with Customers*, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

## **2.5 Property, Plant and Equipment:**

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. 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 ready to use, as intended by management. 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. The Company depreciates property, plant and equipment over their estimated useful lives using written down value method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

## **2.6 Intangible Assets:**

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

## 2.7 Foreign currency transactions :

### Functional Currency:

The functional currency of the Company is Indian Rupee.

### Transactions & Translations

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

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

## 2.8 Financial Instruments

### 2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

### 2.8.2 Subsequent recognition

#### a. Financial Assets

##### *i. Financial Assets carried at amortised cost*

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### *ii. Financial assets at fair value through other comprehensive income*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

##### *iii. Financial assets at fair value through profit or loss*

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

#### b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

#### c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### d. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

## **e. Share Capital**

### **Ordinary Shares**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

### **2.8.3 Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **2.9 Fair Value Measurement**

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 25 in for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **2.10 Impairment of non-Financial Assets**

#### **(i) Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **2.11 Earnings per Equity 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. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion 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.

### **2.12 Income Taxes**

Income Tax expense comprises current and deferred income tax

#### **a. Current income tax**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.



**b. Deferred income tax**

Deferred tax asset/liability is not determined and accounted as per Indian Accounting Standard-12 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

**c. MAT Credit**

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**2.13 Employee Benefits****a. Gratuity**

The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method.

Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss.

**b. Provident Fund**

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

**c. ESI**

In addition, some employees of the Company are covered under "Employees State Insurance Scheme Act 1948", which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions.

**2.14 Other Income**

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

**2.15 Inventory**

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

**2.16 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.

**2.17 Leases:**

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

**2.18 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.

### **2.19 Significant accounting judgements, estimates and assumptions**

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

#### **Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Estimation of fair value of acquired financial assets and financial liabilities:** When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.
- **Un-collectability of trade receivables:** Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.
- **Taxes:** Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.
- **Gratuity benefits:** The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Actual results can differ from estimates.

**Condensed Statement of Changes in Equity for the year ended 31 March 2021**

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

**A. Equity Share Capital**

Particulars	Balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77		0.77
<b>Total</b>	<b>1,159.31</b>	<b>-</b>	<b>1,159.31</b>

**B. Other Equity**

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings			
Balance as at 1st April 2020	-	-	(221.06)	79.97	-	(141.08)
Total Comprehensive Income for the year	-	-	185.38	41.47	-	226.85
Transfer to capital reserve	-	-	-	-	-	-
<b>Balance as at 31st March 2021</b>	<b>-</b>	<b>-</b>	<b>(35.68)</b>	<b>121.45</b>	<b>-</b>	<b>85.77</b>

**Condensed Statement of Changes in Equity for the year ended 31 March 2022**

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

**A. Equity Share Capital**

Particulars	Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77		0.77
<b>Total</b>	<b>1,159.31</b>	<b>-</b>	<b>1,159.31</b>

**B. Other Equity**

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings			
Balance as at 1st April 2021	-	-	(35.68)	121.45	-	85.77
Total Comprehensive Income for the year	-	-	249.75	36.99	-	286.74
Transfer to capital reserve	-	-	-	-	-	-
<b>Balance as at 31st March 2022</b>	<b>-</b>	<b>-</b>	<b>214.08</b>	<b>158.44</b>	<b>-</b>	<b>372.51</b>

### 3. Property, Plant & Equipment

Sl. No	Asset Name	Gross Block				Depreciation				Net Block	
		As at 01.04.2021	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2022	As at 01.04.2021	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2022	As at 31.03.2022	As at 31.03.2021
	<b>Tangible</b>										
1	Computers	66.64	5.14	-	71.78	59.50	4.93	-	64.43	7.35	7.14
2	Servers	22.89	-	-	22.89	19.82	1.19	-	21.01	1.87	3.07
3	Furniture and Fixtures	6.17	-	-	6.17	4.81	0.35	-	5.16	1.01	1.36
4	Office Equipment	18.74	-	-	18.74	17.64	0.46	-	18.11	0.64	1.10
5	Vehicles	11.62	-	-	11.62	10.50	0.32	-	10.82	0.81	1.12
										<b>11.68</b>	<b>13.79</b>

#### 4. Intangible Assets

6	Copy Rights	0.19	-	-	0.19	0.18	-	0.18	0.01	0.01
									<b>0.01</b>	<b>0.01</b>

[illegible]

**Notes forming part of Balance Sheet for the year ended March 31, 2022**

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

Particulars		AS AT	
		March 31, 2022	March 31, 2021
<b>5</b>	<b>Investments</b> (Unquoted, Investment in Equity shares) <b>Investment in Subsidiary</b> <b>B2B Softech Inc.,</b> 72,000 Equity Shares of US Dollar 1 each, fully paid-up	33.81 -	33.81 -
		<b>33.81</b>	<b>33.81</b>
<b>6</b>	<b>Loans</b> (Unsecured and considered good) Loan to B2B ESOP Trust	- -	- -
		60.00	60.00
		<b>60.00</b>	<b>60.00</b>
<b>7</b>	<b>Other Non Current assets</b> Security Deposits	- 7.47	- 7.53
		<b>7.47</b>	<b>7.53</b>
<b>8</b>	<b>Inventories</b> Work-In-Progress (As certified by the management)	8.11	6.88
		<b>8.11</b>	<b>6.88</b>
<b>9</b>	<b>Investments</b> (Quoted, fully paidup) Aditya Birla Sun Life Mutual Fund ICICI Mutual Funds HDFC Mutual Funds Investments Held In Trade <b>Total Quoted Current Investments</b>	- - 160.50 851.25 104.16 2.85	- - 154.06 820.03 - -
		<b>1,118.75</b>	<b>974.09</b>
<b>10</b>	<b>Trade Receivables</b> (Unsecured and considered good) Debts outstanding for a period exceeding six months Others Less: Provision for Doubtful Debts	- 159.69 0.00	0.97 137.40 -0.97
		<b>159.69</b>	<b>137.40</b>
<b>11</b>	<b>Cash and Cash Equivalents</b> Cash on hand Balances with scheduled banks In Current accounts In EEFC accounts	0.01 - 165.25 1.40	0.09 - 50.14 0.00
		<b>166.66</b>	<b>50.23</b>
<b>12</b>	<b>Bank balances other than Cash and Cash equivalents</b> Balances with scheduled banks In Fixed Deposit accounts	76.43	104.15
		<b>76.43</b>	<b>104.15</b>
<b>13</b>	<b>Loans</b> (Unsecured and considered good) Advances recoverable in cash or in kind for value to be received	- - 1.68	- - 1.45
		<b>1.68</b>	<b>1.45</b>
<b>14</b>	<b>Other Current assets</b>	-	-

	TDS Receivable	47.91	32.37
	Interest accrued but not due	0.88	1.33
	Earnest money deposit	0.93	0.23
	Other Receivables	11.21	14.84
	Income Tax Refund	1.78	10.98
	B2B Employees Gratuity Trust	15.32	-
	MAT Credit Entitlement	-	11.13
		<b>78.02</b>	<b>70.88</b>
<b>15</b>	<b>Equity Share Capital</b>		
	<b>(i) Share Capital</b>		
	<b>Authorised Capital :</b>		
	1,20,00,000 (31st March 2017 : 1,20,00,000) Equity Shares of Rs.10 each	1,200.00	1,200.00
		-	-
	<b>Issued, Subscribed and Paid up Capital :</b>		
	11,585,400 (31st March 2017 : 11,585,400) Equity Shares of Rs.10 each fully paid up	1,158.54	1,158.54
	Add : Shares Forfeited (Paid up value Rs.77000/-)	0.77	0.77
		<b>1,159.31</b>	<b>1,159.31</b>
	<b>Notes:</b>		
	<b>a) Details of Share Holders having more than 5% of Shares</b>	<b>No of Shares</b>	<b>No of Shares</b>
	1.Rama Chandra Rao Nemani	24,58,760	24,58,760
	( % of holding )	21%	21%
	2.Ravileela Granites Limited	15,11,000	15,11,000
	( % of holding )	13%	13%
	3.Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
	( % of holding )	9%	9%
	4.Janakirama Varma Meka	10,85,270	10,85,270
	( % of holding )	9%	9%
	5.Penmetsa Satyavati Varma	6,62,400	6,62,400
	( % of holding )	6%	6%
	6.B2B ESOP Trust	6,00,000	6,00,000
	( % of holding )	5%	5%
	<b>b) Reconciliation of number of Shares outstanding</b>		
	Opening Balance of Shares	1,15,85,400	1,15,85,400
	Add: Shares Issued during the year		
	Less: Buyback/ forfeited of shares during the year		
	Closing Balance of Shares	<b>1,15,85,400</b>	<b>1,15,85,400</b>
<b>16</b>	<b>Long Term Provisions</b>		
	Provision for Gratuity Payable	-	10.76
		<b>-</b>	<b>10.76</b>
<b>17</b>	<b>Trade Payables</b>		
	<i>(Unsecured and considered good)</i>	-	-
	Dues to other than micro and small enterprises	22.51	65.80
		<b>22.51</b>	<b>65.80</b>
<b>18</b>	<b>Other Current Liabilities</b>		
	Outstanding expenses	83.10	63.25
	Statutory liabilities	21.04	22.84
	Security Deposit	30.63	34.80
		<b>134.77</b>	<b>120.89</b>
<b>19</b>	<b>Short term Provisions</b>		
	Provision for Gratuity Payable	-	4.12
	Provision for Income tax	38.60	13.55
		<b>38.60</b>	<b>17.67</b>



**Notes forming part of Statement of profit and loss for the year ended March 31, 2022**

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

Note No	Particulars	For the Period Ended	
		March 31, 2022	March 31, 2021
<b>20</b>	<b>Revenue from operations</b>		
	<b>Export Income</b>		
	Sale of Software Products	-	-
	Income from Consultancy Services	809.38	653.00
	<b>Domestic Income</b>		
	Sale of Software Products	299.58	245.46
	Income from Consultancy Services	346.34	251.23
		<b>1,455.30</b>	<b>1,149.69</b>
<b>21</b>	<b>Other Income</b>		
	Dividend from Mutual Fund	54.22	65.21
	Interest on Deposits	3.81	4.60
	Other Income	0.19	23.26
	Interest on TDS Refund	0.95	1.10
	Exchange Fluctuation Gain/ (Loss)	-2.52	-6.82
	Dividend on Investment Trade	0.16	-
	Profit on Sale of Fixed Assets	-	3.90
		<b>56.80</b>	<b>91.25</b>
<b>22</b>	<b>Purchases of Software Products</b>		
	Software Products	330.49	274.07
		<b>330.49</b>	<b>274.07</b>
<b>23</b>	<b>Employee benefit expenses</b>		
	*Salaries	612.53	535.31
	Contribution to Provident Fund and other Funds	65.44	86.04
	Product Incentives	-	4.34
	Staff Welfare Expenses	2.80	2.93
	Certification fee	-	0.11
	Stipend	2.59	1.45
	Managerial Remuneration CEO & CFO	24.00	-
		<b>707.36</b>	<b>630.18</b>
	<i>* Includes Director Remuneration</i>	<b>68.86</b>	<b>56.22</b>
<b>24</b>	<b>Administrative and other Expenses</b>		
	Rent	11.76	12.82
	Rates and Taxes	6.40	7.02
	Insurance	0.38	0.80
	Travelling Expenses	11.04	8.10
	<b>Communication Expenses</b>		
	- Internet Charges	3.30	2.94
	- Telephone	0.22	0.27
	- Postage & Courier	0.03	0.01
	Printing and Stationery	0.19	0.10
	Electricity Charges	2.38	2.55
	Advertisement	0.96	0.80
	<b>Repairs and Maintenance</b>		
	- Machinery	2.01	1.59
	- Vehicles	1.37	0.89
	Professional and Consultancy Charges	53.03	46.89
	Audit Fees	1.80	1.80
	Directors Sitting Fee	2.00	1.30
	Bad Debts	8.43	0.87
	Membership Fee, Meeting & Seminar Charges	2.67	1.82
	Security Charges	2.37	3.33
	Office Maintenance	1.78	1.93
	Other Expenses	16.45	5.66
		<b>128.55</b>	<b>101.49</b>
<b>25</b>	<b>Other Comprehensive Income</b>		
	Items that will not be reclassified to Profit or (Loss)		
	Actuarial gain/(loss) -Gratuity	36.99	41.47
		<b>36.99</b>	<b>41.47</b>

## Notes to Financial Statements

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

### 26 Financial risk management objectives and policies:

The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company's policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

#### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company's financial assets and liabilities in different currencies are as follows:

#### Particulars of Unhedged foreign Currency Exposure :

Particulars	AS AT	
	31 March 2022	31 March 2021
Trade Receivables	80.69	50.78
	1.06	0.69

The Company's exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company's foreign currency financial instruments:

31st March 2022	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupees in lakhs	75.9	80.69	80.69

31st March 2021	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupees in lakhs	73.5047	50.78	50.78

#### Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particulars	Carrying Value as at	
	31 March 2022	31 March 2021
Investment in Subsidiary	33.81	33.81
Trade receivables	159.69	137.40
Short term deposits with banks	76.43	104.15
Loans	61.68	61.45

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

#### Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Company requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2022

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	22.51	-	-	22.51
Other Current Liabilities	134.77	-	-	134.77
<b>Total</b>	<b>157.28</b>	<b>-</b>	<b>-</b>	<b>157.28</b>

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2021

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	65.80	-	-	65.80
Other Current Liabilities	120.89	-	-	120.89
<b>Total</b>	<b>186.69</b>	<b>-</b>	<b>-</b>	<b>186.69</b>

#### 27 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount	Fair value	Carrying amount	Fair value
	31 March 2022	31 March 2022	31 March 2021	31 March 2021
<b>Non- current financial assets</b>				
Investment in subsidiary, at cost	33.81	33.81	33.81	33.81
Loans	60.00	60.00	60.00	60.00
<b>Total Non-Current</b>	<b>93.81</b>	<b>93.81</b>	<b>93.81</b>	<b>93.81</b>
<b>Current financial assets</b>				
Current Investments - Liquid Mutual Fund Units and Shares	1,118.75	1,118.75	974.09	974.09
Trade Receivables	159.69	159.69	137.40	137.40
Cash and Cash Equivalents	166.66	166.66	50.23	50.23
Bank Balances other than above	76.43	76.43	104.15	104.15
Loans	1.68	1.68	1.45	1.45
<b>Total Current</b>	<b>1,523.21</b>	<b>1,523.21</b>	<b>1,267.31</b>	<b>1,267.31</b>
<b>Total</b>	<b>1,617.03</b>	<b>1,617.03</b>	<b>1,361.12</b>	<b>1,361.12</b>
<b>Non-current Financial Liabilities</b>				
<b>Total Non-current</b>	-	-	-	-
<b>Current Financial Liabilities</b>				
Trade Payables	22.51	22.51	65.80	65.80
<b>Total Current</b>	<b>22.51</b>	<b>22.51</b>	<b>65.80</b>	<b>65.80</b>
<b>Total</b>	<b>22.51</b>	<b>22.51</b>	<b>65.80</b>	<b>65.80</b>

## 28 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

**Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

**Level 3:** valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	31 March 2022	Level I	Level II	Level III	Total
<b>Financial assets measured at fair value</b>					
Current Investments - Liquid Mutual Fund Units and Shares	1,118.75	-	-	-	<b>1,118.75</b>
<b>Total</b>	<b>1,118.75</b>	-	-	-	<b>1,118.75</b>
<b>Financial liabilities measured at fair value</b>					
<b>Total</b>	-	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2022, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2021	Level I	Level II	Level III	Total
<b>Financial assets measured at fair value</b>				
Current Investments - Liquid Mutual Fund Units	974	-	-	974
<b>Total</b>	<b>974</b>	<b>-</b>	<b>-</b>	<b>974</b>
<b>Financial liabilities measured at fair value</b>				
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2021, there were no transfers between Level I, Level II and Level III fair value measurements.

## 29 Contingent Liabilities and Capital Commitments :

There are no contingent liabilities at the end of the year.

## 30 Earnings in Foreign Exchange during the Year ( on receipt basis )

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Software Services	752.72	641.57

## 31 Expenditure in Foreign Currency ( on payment basis )

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Foreign-Travelling Exps	1.38	-

## 32 Disclosure is made as per the requirement of the Ind-AS 24 on Related Party Transactions during the Year: (Names of Directors to be added)

### 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. Bala Subramanyam	Executive Director
Sunil Nemani	CFO

#### c) Directors

Yaramati Satyanarayana  
Ram Babu Mutyala  
Arumilli Rambabu  
Suresh Chode  
Rajeswari Immani

#### c) Parties where key managerial person has significant influence

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

**ii) Transactions during the year**

<b><u>Name of the Related party</u></b>	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
<b>(a) With Genius Doc Inc</b>		
Export of Software Services	363.24	301.72
<b>(b) With Key Management Personnel</b>		
Managerial Remuneration	96.45	56.22

**iii) Balances Outstanding at the Year End**

<b><u>Name of the Related party</u></b>	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
<b>(a) With Genius Doc Inc</b>		
Receivables	59.59	50.22
<b>(b) With Key Management Personnel</b>		
Managerial Remuneration	7.09	2.50

**33 Earning/(loss) Per Share as per Ind-AS 33:**

The Computation of EPS as per Ind-AS 33 is set out below:

	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
Profit/ (Loss) after Tax	286.74	226.85
Weighted average number of equity shares	115.85	115.85
Basic and diluted Earning Per Share	<b>2.47</b>	<b>1.95</b>
(Nominal value of equity shares: Rs. 10 each)		

**34 Investment in Mutual Funds of Aditya Birla Sun Life Insurance & ICICI Prudential & HDFC**

	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
	<b>Amount</b>	<b>Amount</b>
Opening Balance	974.09	715.48
Add: Purchases	141.82	258.61
Less: Sales	-	-
Closing Balance	1,115.90	974.09

\* Net Asset Value as on 31.03.2022 is Lakhs 1,115.90

**35** The Company has received Rs. in lakhs 12.93 (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. in lakhs 39.38 towards loss on sale of investment and a provision for Rs. in lakhs 13.08 for diminution in the value of investment.

**36** 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.

**37** The Company is primarily engaged in Information Technology and related services. There is one reportable geographical segment in terms of Indian Accounting Standard 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

**38** Deferred tax asset/liability is determined and accounted as per Ind-AS 12 issued by ICAI.



The Tax reconciliation is as follows:

Particulars	March 31, 2022	March 31, 2021
Accounting profit	339.69	228.93
Effective tax rates(%)	25.17	27.82
Tax on Profit at effective rates	85.49	63.69
Earlier year taxes	17.72	-
Expenditure not deductible for tax purpose	18.39	37.92
Expenditure deductible for tax purpose	49.76	41.19
Others	308.32	156.55
Effective tax rates(%)	25.17	27.82
Tax on Profit at effective rates	<b>77.60</b>	<b>43.55</b>

### 39 Employee Benefits

During the year the company has made a provision of Rs. in lakhs 47.32 for gratuity based on Actuarial Valuation. The company has not created any assets to meet this obligation. Disclosure as required by Ind-AS 19 'Employee Benefits'

Particulars	March 31, 2022	March 31, 2021
<b>1 Changes in Present Value of Obligation</b>		
Present value of obligation as at the beginning of the year	139.39	114.11
Interest Cost	9.39	7.68
Current service cost	53.07	60.73
Actuarial gain/(loss) on obligations	(37.80)	(41.47)
Benefits paid	(42.23)	(1.66)
Present value of obligations at the end of the year	<b>121.81</b>	<b>139.39</b>
<b>2 Changes in Fair Value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	124.15	-
Acquisition adjustments	6.74	1.66
Expected return on plan assets	8.41	-
Contributions	20.00	124.15
Benefits Paid	(42.23)	(1.66)
Actuarial gain/(loss) on plan assets	(0.81)	-
Fair value of plan assets at the end of the year	116.26	124.15
<b>3 Liability Recognised in Balance Sheet</b>		
Present value of obligation as at the end of the year	121.81	139.39
Fair value of plan assets at the end of the year	-	-
Funded Status	121.81	139.39
Net asset/(liability) recognised in balance sheet	<b>121.81</b>	<b>139.39</b>
<b>4 Bifurcation of Net Liability</b>		
Current Liability (Short-term)	4.39	4.12
Non - Current Liability (Long-term)	117.43	160.53
<b>Net Liability</b>	<b>121.81</b>	<b>164.66</b>

**5 Expenses Recognised in Statement of Profit & Loss**

Current service cost	53.07	60.73
Past Service Cost	-	-
Interest Cost	9.39	7.68
Expected Return on plan assets	(8.41)	-
Expenses recognised in the Income Statement	<b>54.05</b>	<b>68.41</b>

**Other Comprehensive Income**

Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
Actuarial gain/(loss) on Obligations - Change in Financial assumptions	(5.67)	(0.00)
Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(32.13)	(41.47)
<b>Total Actuarial gain/ (loss) on obligations</b>	<b>(37.80)</b>	<b>(41.47)</b>
<b>Actuarial gain/ (loss) on Plan assets</b>	<b>(0.81)</b>	<b>-</b>
<b>Total Other Comprehensive Income</b>	<b>(36.99)</b>	<b>(41.47)</b>

**Assumptions**

Discount	7.15%	6.78%
Escalation	7%	7%

Gratuity Note to be given for the amount received from Sbi Life but not yet paid to employees

**40 Trade Payables - Ageing Analysis**

Particulars	March 31, 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME					-
Others	22.51				22.51
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

Particulars	March 31, 2021				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME					-
Others	65.80	-	-	-	65.80
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

**41 Trade Receivables - Ageing Analysis**

Particulars	March 31, 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	159.69					159.69
Undisputed Trade Receivables – considered doubtful						-
Disputed Trade Receivables – considered good	-	-		-	-	-
Disputed Trade Receivables – considered doubtful	-	-		-	-	-

Particulars	March 31, 2021					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	137.95				137.95	
Undisputed Trade Receivables – considered doubtful			0.10		0.10	
Disputed Trade Receivables – considered good	-	-	-	-	-	
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	

**42 Financial Ratios - to be checked**

Particulars	Formula	31.3.2022	31.3.2021	Variance	Reasons for variance > 25%
Current Ratio	Current assets/Current Liabilities	8.22	6.58	25%	
Debt-Equity Ratio	NA	-	-	-	
Debt Service Coverage Ratio	NA	-	-	-	
Return on Equity Ratio	Profit for the period/Average Shareholder's Equity	0.18	0.16	10%	
Inventory turnover ratio	Revenue from operations/Average inventory	43.94	54.64	-20%	
Trade Receivables turnover ratio	credit sales/Average Trade receivables	9.80	8.88	10%	
Trade payables turnover ratio	Credit Purchases/Average trade payables	7.48	4.55	65%	Increase was primarily on account of increase in credit purchases
Net capital turnover ratio	Revenue from operations/average working Capital	1.03	1.01	2%	
Net profit ratio	Profit for the period/Revenue from operations	17%	16%	6%	
Return on Capital employed	EBIT/capital employed	22%	18%	21%	
Return on investment	Income generated from invested funds/average funds invested	5%	7%	-26%	Lower ratio on account of decrease in income from investments during the current year

43 Previous year figures have been regrouped and reclassified wherever necessary to conform to the current year's classification.

## INDEPENDENT AUDITOR'S REPORT

To The Members

**M/s B2B Software Technologies Limited**

**Report on the Audit of the Consolidated Ind AS Financial Statements**

### Opinion

We have audited the accompanying Ind AS consolidated financial statements of **M/s B2B Software Technologies Limited** (hereinafter referred to as the 'Holding Company') and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2022, and the consolidated statement of Profit and Loss, (including other comprehensive income), the consolidated Cash Flow Statement, consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind AS financial statements").

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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2022, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter
<p><b>Revenue from Operations:</b></p> <p>The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p>
<p><b>Principle Audit Procedures</b></p> <p>We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ol style="list-style-type: none"><li>1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</li><li>2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</li></ol>

**Information other than Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Financials Statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to Report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 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 Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; 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 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.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its subsidiaries.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- vi. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not audit the financial statements of the subsidiary which reflect total assets of Rs. in lakhs 84.04 as at 31st March, 2022, total revenues of Rs. in lakhs 535.21 and net profit Rs. in lakhs 17.60 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors 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 this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is



based solely on the reports of the other auditors after considering the requirement of Standard on Auditing (SA 600) on 'Using the work of Another Auditor' including materiality.

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 certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. According to the information and explanations given to us and based on our examination of the Financial Statements of the Subsidiary, Companies (Auditor's Report) Order (CARO), 2020 report is not applicable to the Subsidiary included in the consolidated financial statements. Accordingly, reporting as required by the paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is not applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - i. 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.
  - ii. 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.
  - iii. 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.
  - iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - v. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group is disqualified as on 31st March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - vi. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure which is based on auditor's reports of the Holding Company and its subsidiary company.
  - vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

viii. 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:

- a) There were no pending litigations which would impact the consolidated financial position of the Group.
- b) The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.
- d) i) The respective management of the Holding Company has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or

invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- ii) The respective management of the Holding Company has represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- iii) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
- e) The company has not declared or paid any dividend during the year.

For **Umamaheswara Rao & Co**  
Chartered Accountants

**R R Dakshinamurthy**  
Partner

Membership No: 211639  
FRN 004453S

UDIN: 22211639AICSP7753

Place: Hyderabad  
Date: April 29, 2022

## **Annexure to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31<sup>st</sup> March 2022, we have audited the internal financial controls over financial reporting of B2B Software Technologies Limited ("the Holding Company") as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk

that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Umamaheswara Rao & Co**  
Chartered Accountants

**R R Dakshinamurthy**  
Partner

Membership No: 211639

FRN 004453S

UDIN: 22211639AICSPT7753

Place: Hyderabad  
Date: April 29, 2022

**Consolidated Balance Sheet as at 31 March 2022**

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

Particulars	Note No.	AS AT	
		March 31, 2022	March 31, 2021
<b>I. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, Plant and Equipment	3	11.68	13.79
(b) Intangible assets	4	0.01	0.01
(c) Financial Assets		-	-
(i) Investments	5	-	-
(ii) Loans	6	60.00	60.00
(iii) Other financial assets		-	-
(d) Deferred tax assets (net)		5.38	-
(e) Other non-current assets	7	7.47	7.53
		<b>84.54</b>	<b>81.33</b>
<b>2. Current assets</b>			
(a) Inventories	8	8.11	6.88
(b) Financial Assets		-	-
(i) Current Investments	9	1,118.75	974.09
(ii) Trade receivables	10	159.69	137.40
(iii) Cash and cash equivalents	11	250.70	114.28
(iv) Bank balances other than (iii) above	12	76.43	104.15
(v) Loans	13	1.68	1.45
(vi) Other financial assets		-	-
(c) Current tax assets (Net)		-	-
(d) Other current assets	14	78.02	70.88
		<b>1,693.39</b>	<b>1,409.12</b>
<b>3. Non-current assets held for sale</b>		-	-
<b>Total Assets</b>		<b>1,777.93</b>	<b>1,490.44</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>A. Equity</b>			
(a) Equity share capital	15	1,159.31	1,159.31
(b) Other equity		422.74	116.01
		<b>1,582.05</b>	<b>1,275.32</b>
<b>B. LIABILITIES</b>			
<b>1. Non-current liabilities</b>			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Other financial liabilities		-	-
(b) Provisions	16	-	10.76
(c) Other non-current liabilities		-	-
		-	<b>10.76</b>
<b>2. Current liabilities</b>			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade payables	17	22.51	65.80
(iii) Other financial liabilities		-	-
(b) Other current liabilities	18	134.77	120.89
(c) Short-term provisions	19	38.60	17.67
(d) Current tax liabilities (Net)		-	-
		<b>195.88</b>	<b>204.36</b>
<b>Total Equity and Liabilities</b>		<b>1,777.93</b>	<b>1,490.44</b>

See accompanying notes to the 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**
**V. Bala Subramanyam**

Executive Director

DIN : 06399503

**Dr. Y. Satyanarayana**

Director

DIN: 00360679

**R R Dakshinamurthy**

Partner

Membership No: 211639

UDIN: 22211639AICPTX9705

Place: Hyderabad

Date : 29 Apr, 2022

**Sunil Nemani**

Chief Financial Officer

PAN: AWRPN7930M

**Jyothi Mantri**

Company Secretary

ACS53222

**Dr. Ramachandra Rao Nemani**

CEO

PAN: AFUPN8077R

**Consolidated Statement of Profit and loss for the Year ended March 31, 2022**

All amounts in Indian rupees in lakhs, except share data and where otherwise stated

Particulars	Note No.	For the Year Ended	
		31.03.2022	31.03.2021
I. Revenue from Operations	20	1,990.51	1,490.01
II. Other income	21	56.80	91.25
<b>III. Total revenue (I+II)</b>		<b>2,047.31</b>	<b>1,581.26</b>
<b>IV. Expenses</b>			
(a) Purchases of Software Products	22	330.49	274.07
(b) Changes in Inventory - WIP		(1.23)	(3.86)
(c) Employee benefit expenses	23	1,081.59	936.39
(d) Administrative and other expenses	24	271.93	132.89
(e) Depreciation and amortization expense	3	7.24	10.12
<b>Total expenses</b>		<b>1,690.02</b>	<b>1,349.61</b>
<b>V. Profit/(Loss) before exceptional items and tax (III - IV)</b>		<b>357.29</b>	<b>231.65</b>
VI. Exceptional items		-	-
<b>VII. Profit/(Loss) before tax (V - VI)</b>		<b>357.29</b>	<b>231.65</b>
<b>VIII. Tax expense / (income)</b>			
Current tax		77.60	43.55
Earlier year taxes		17.72	-
Deferred Tax		(5.38)	-
<b>Total tax expenses</b>		<b>89.93</b>	<b>43.55</b>
<b>IX. Profit for the period / year (VII-VIII)</b>		<b>267.36</b>	<b>188.10</b>
<b>Other Comprehensive Income</b>			
<b>A. Items that will not be reclassified to Profit or (Loss)</b>	25	36.99	41.47
Income tax relating to items that will not be reclassified to profit or loss			
<b>B. Items that will be reclassified to Profit or Loss</b>			
Income tax relating to items that will be reclassified to profit or loss			
		<b>36.99</b>	<b>41.47</b>
<b>Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>304.35</b>	<b>229.57</b>
<b>Earnings per share-par value of ₹10 per share</b>			
Class A - Basic and diluted		2.30	1.62
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

UDIN:22211639AICPTX9705

Place: Hyderabad

Date : 29 Apr, 2022

**V. Bala Subramanyam**

Executive Director

DIN : 06399503

**Sunil Nemani**

Chief Financial Officer

PAN: AWRPN7930M

**Jyothi Mantri**

Company Secretary

ACS53222

**Dr. Y.Satyanarayana**

Director

DIN: 00360679

**Dr. Ramachandra Rao Nemani**

CEO

PAN: AFUPN8077R

**Cash Flow Statement for the year ended March 31, 2022**
*(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)*

Particulars	For the Year Ended	
	March 31, 2022	March 31, 2021
<b>A. Cash Flows from Operating Activities</b>		
Net profit/(loss) before tax	304.34	229.57
<b>Adjustments for :</b>	-	-
Depreciation	7.24	10.12
Income from Investment - Dividends	(54.38)	(65.21)
Exchange differences on translation of foreign currency cash and cash equivalents	2.52	6.82
Profit on Sale of Fixed Assets	-	(3.90)
	259.73	177.40
<b>Operating profit before working capital changes</b>		
<b>Adjustments for changes in working capital :</b>		
(Increase)/Decrease in Work in Progress	(1.23)	(3.86)
(Increase)/Decrease in Accounts Receivables	(22.30)	(15.75)
(Increase)/Decrease in Loans and Advances	(0.23)	(0.29)
(Increase)/Decrease in Other Current assets	(7.14)	(0.91)
Increase / (Decrease) in Trade and Other Payables	(43.28)	11.11
Increase / (Decrease) in Other Current Liabilities	13.88	17.68
Increase / (Decrease) in Long term provisions	(10.76)	(103.35)
Increase / (Decrease) in Short term provisions	20.92	(5.85)
Increase / (Decrease) in Deferred tax	(5.38)	-
	(55.53)	(101.23)
<b>Cash generated from operations</b>	204.20	76.17
Less: Taxes Paid	-	-
<b>Net Cash from/(used in) Operating Activities</b>	<b>204.20</b>	<b>76.17</b>
<b>B. Cash Flows from Investing Activities</b>		
Purchase of Fixed Assets	(5.14)	(5.23)
Sale of Fixed Assets	-	5.30
Purchase of Mutual Funds	(144.67)	(258.61)
Sale of Mutual Funds	-	-
Decrease in Long Term Loans & Advances	-	-
Income from Investment - Dividends	54.38	65.21
(Increase)/Decrease in Other Non-Current assets	0.06	0.34
<b>Net Cash used in Investing Activities</b>	<b>(95.36)</b>	<b>(193.00)</b>
<b>C. Cash Flows from Financing Activities</b>		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
<b>Net Cash from/(used in) Financing Activities</b>	<b>-</b>	<b>-</b>
<b>D. Exchange differences on translation of foreign currency cash and cash equivalents</b>	<b>(0.13)</b>	<b>(8.43)</b>
	-	-
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	108.71	(125.26)
Cash and Cash equivalents at the beginning of the year	218.42	343.69
<b>Cash and Cash equivalents at the end of the year</b>	<b>327.13</b>	<b>218.42</b>

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  
 UDIN:22211639AICPTX9705  
 Place: Hyderabad  
 Date : 29 Apr, 2022

**V. Bala Subramanyam**  
 Executive Director  
 DIN : 06399503

**Dr. Y.Satyanarayana**  
 Director  
 DIN: 00360679

**Sunil Nemani**  
 Chief Financial Officer  
 PAN: AWRPN7930M

**Dr. Ramachandra Rao Nemani**  
 CEO  
 PAN: AFUPN8077R

**Jyothi Mantri**  
 Company Secretary  
 ACS53222



## Notes to Financial Statements

(All amounts in Indian Rupees in lakhs, 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 Telangana, 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

The Company is a public limited company incorporated and domiciled in India and has its registered office in Hyderabad, Telangana, India. The Company has its primary listings on the BSE Limited.

The Company's Standalone financial statements are approved for issue by the Company's Board of Directors on April 29th, 2022.

### 2 Significant Accounting Policies

#### 2.1 Basis of preparation of financial statements

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarterly and yearly figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

#### 2.2 Use of estimates

The Preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions which effects the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and use of assumptions in these financial statements have been disclosed in Note No 2.19. Accounting estimates could change from time to time. Actual results could differ from the estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

#### 2.3 Cash flow statement:

Cash flows are reported using the indirect method, where by the net profit before tax for the period 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:

The Company derives revenues primarily from Consultancy services and sale of Software products. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

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, where there is no uncertainty as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed

cannot be reasonably estimated. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. 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.

Effective April 1, 2018, the Company adopted Ind AS 115, *Revenue from Contracts with Customers*. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, *Revenue from Contracts with Customers*, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

## **2.5 Property, Plant and Equipment:**

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. 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 ready to use, as intended by management. 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. The Company depreciates property, plant and equipment over their estimated useful lives using written down value method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. in lakhs 0.05, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

## **2.6 Intangible Assets:**

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

**2.7 Foreign currency transactions :****Functional Currency:**

The functional currency of the Company is Indian Rupee.

**Transactions & Translations**

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

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

**2.8 Financial Instruments****2.8.1 Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

**2.8.2 Subsequent recognition****a. Financial Assets*****i. Financial Assets carried at amortised cost***

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***ii. Financial assets at fair value through other comprehensive income***

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

***iii. Financial assets at fair value through profit or loss***

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

**b. Financial Liabilities**

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**c. Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

**d. Investment in subsidiaries**

Investment in subsidiaries is carried at cost in the separate financial statements.

**e. Share Capital*****Ordinary Shares***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

### **2.8.3 Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **2.9 Fair Value Measurement**

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 25 in for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **2.10 Impairment of non-Financial Assets**

#### **(i) Intangible assets and property, plant and equipment**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### **2.11 Earnings per Equity 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. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion 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.

### **2.12 Income Taxes**

Income Tax expense comprises current and deferred income tax

#### **a. Current income tax**

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

#### **b. Deferred income tax**

Deferred tax asset/liability is not determined and accounted as per Indian Accounting Standard-12 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

**c. MAT Credit**

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**2.13 Employee Benefits****a. Gratuity**

The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method.

Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss.

**b. Provident Fund**

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

**c. ESI**

In addition, some employees of the Company are covered under "Employees State Insurance Scheme Act 1948", which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions.

**2.14 Other Income**

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

**2.15 Inventory**

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

**2.16 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.

**2.17 Leases:**

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

**2.18 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.



## 2.19 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

### Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Estimation of fair value of acquired financial assets and financial liabilities:** When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.
- **Un-collectability of trade receivables:** Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.
- **Taxes:** Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.
- **Gratuity benefits:** The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Actual results can differ from estimates.



**Statement of Changes in Equity for the year ended 31st March 2021**

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

**A. Equity Share Capital**

Particulars	Balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77		0.77
<b>Total</b>	<b>1,159.31</b>	<b>-</b>	<b>1,159.31</b>

**B. Other Equity**

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings				
Balance as at 1st April 2020	-	-	(212.88)	79.97	20.96	-	(111.95)
Total Comprehensive Income for the year	-	-	188.10	41.47	(1.61)	-	227.96
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-	-
Transfer of premium on preference shares to reserves	-	-	-	-	-	-	-
<b>Balance as at 31st March 2021</b>	<b>-</b>	<b>-</b>	<b>(24.79)</b>	<b>121.45</b>	<b>19.35</b>	<b>-</b>	<b>116.01</b>

**Condensed Statement of Changes in Equity for the year ended 31st March 2022**

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

**A. Equity Share Capital**

Particulars	Balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77		0.77
<b>Total</b>	<b>1,159.31</b>	<b>-</b>	<b>1,159.31</b>

**B. Other Equity**

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings				
Balance as at 1st April 2021	-	-	(24.79)	121.45	19.35	-	116.01
Total Comprehensive Income for the year	-	-	267.35	36.99	2.39	-	306.74
Transfer to capital reserve	-	-	-	-	-	-	-
<b>Balance as at 31st March 2022</b>	<b>-</b>	<b>-</b>	<b>242.57</b>	<b>158.44</b>	<b>21.74</b>	<b>-</b>	<b>422.74</b>

## Amount in Lakhs

#### 4. Intangible Assets

CIN : L72200TG1994PL018351

**Notes forming part of Balance Sheet for the year ended March 31, 2022**

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

Particulars		AS AT	
		March 31, 2022	March 31, 2021
<b>5 Investments</b>			
<i>(Unquoted, Investment in Equity shares)</i>			
<b>Investment in Subsidiary</b>			
<b>B2B Softech Inc.,</b>			
72,000 Equity Shares of US Dollar 1 each, fully paid-up	-	-	
	-	-	
<b>6 Loans</b>			
<i>(Unsecured and considered good)</i>			
Loan to B2B ESOP Trust	60.00	60.00	
	<b>60.00</b>	<b>60.00</b>	
<b>7 Other Non Current assets</b>			
Security Deposits	-	-	
	7.47	7.53	
	<b>7.47</b>	<b>7.53</b>	
<b>8 Inventories</b>			
Work-In-Progress	-	-	
	8.11	6.88	
<i>( As certified by the management )</i>	-	-	
	<b>8.11</b>	<b>6.88</b>	
<b>9 Investments</b>			
<i>(Quoted, fully paidup)</i>			
Aditya Birla Sun Life Mutual Fund	160.50	154.06	
ICICI Mutual Funds	851.25	820.03	
HDFC Mutual Fund	104.16	-	
Investments Held in Trade	2.85	-	
<b>Total Quoted Current Investments</b>	<b>1,118.75</b>	<b>974.09</b>	
<b>10 Trade Receivables</b>			
<i>(Unsecured and considered good)</i>			
Debts outstanding for a period exceeding six months	-	0.97	
Others	159.69	137.40	
Less: Provision for Doubtful Debts	0.00	-0.97	
	<b>159.69</b>	<b>137.40</b>	
<b>11 Cash and Cash Equivalents</b>			
Cash on hand	0.01	0.09	
<i>Balances with scheduled banks</i>	-	-	
In Current accounts	249.30	114.19	
In EEFC accounts	1.40	0.00	
	<b>250.70</b>	<b>114.28</b>	
<b>12 Bank balances other than Cash and Cash equivalents</b>			
<i>Balances with scheduled banks</i>			
In Fixed Deposit accounts	76.43	104.15	
	<b>76.43</b>	<b>104.15</b>	
<b>13 Loans</b>			
<i>(Unsecured and considered good)</i>			
Advances recoverable in cash or in kind for value to be received	1.68	1.45	
	<b>1.68</b>	<b>1.45</b>	
<b>14 Other Current assets</b>			
TDS Receivable	-	-	
	47.91	32.37	
Interest accrued but not due	0.88	1.33	
Earnest money deposit	0.93	0.23	

	Advance Income tax	-	-
	Other Receivables	11.21	14.84
	Income Tax Refund	1.78	10.98
	B2B Employees Gratuity Trust	15.32	-
	MAT Credit Entitlement	-	11.13
		<b>78.02</b>	<b>70.88</b>
<b>15</b>	<b>Equity Share Capital</b>		
	<b>(i) Share Capital</b>		
	<b>Authorised Capital :</b>		
	1,20,00,000 (31st March 2017 : 1,20,00,000) Equity Shares of Rs.10 each	1,200.00	1,200.00
		-	-
	<b>Issued, Subscribed and Paid up Capital :</b>		
	11,585,400 (31st March 2020 : 11,585,400) Equity Shares of Rs.10 each fully paid up	1,158.54	1,158.54
	Add : Shares Forfeited (Paid up value Rs.77000/-)	0.77	0.77
		<b>1,159.31</b>	<b>1,159.31</b>
	<b>Notes:</b>		
	<b>a) Details of Share Holders having more than 5% of Shares</b>	<b>No of Shares</b>	<b>No of Shares</b>
	1.Rama Chandra Rao Nemani	24,58,760	24,58,760
	( % of holding )	21%	21%
	2.Ravileela Granites Limited	15,11,000	15,11,000
	( % of holding )	13%	13%
	3.Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
	( % of holding )	9%	9%
	4.Janakirama Varma Meka	10,85,270	10,85,270
	( % of holding )	9%	9%
	5.Penmetsa Satyavati Varma	6,62,400	6,62,400
	( % of holding )	6%	6%
	6.B2B ESOP Trust	6,00,000	6,00,000
	( % of holding )	5%	5%
	<b>b) Reconciliation of number of Shares outstanding</b>		
	Opening Balance of Shares	1,15,85,400	1,15,85,400
	Add: Shares Issued during the year		
	Less: Buyback/ forfeited of shares during the year		
	Closing Balance of Shares	<b>1,15,85,400</b>	<b>1,15,85,400</b>
<b>16</b>	<b>Long Term Provisions</b>		
	Provision for Gratuity Payable	-	10.76
		<b>-</b>	<b>10.76</b>
<b>17</b>	<b>Trade Payables</b>		
	<i>(Unsecured and considered good)</i>		
	Dues to micro and small enterprises	0.49	-
	Dues to other than micro and small enterprises	22.03	65.80
		<b>22.51</b>	<b>65.80</b>
<b>18</b>	<b>Other Current Liabilities</b>		
	Outstanding expenses	83.10	63.25
	Statutory liabilities	21.04	22.84
	Security Deposit	30.63	34.80
		<b>134.77</b>	<b>120.89</b>
<b>19</b>	<b>Short term Provisions</b>		
	Provision for Gratuity Payable	-	4.12
	Provision for Income tax	38.60	13.55
		<b>38.60</b>	<b>17.67</b>

**Notes forming part of Statement of profit and loss for the year ended March 31, 2022**

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

Note No	Particulars	For the Period Ended	
		March 31, 2022	March 31, 2021
<b>20</b>	<b>Revenue from operations</b>		
	<b>Export Income</b>		
	Sale of Software Products	-	-
	Income from Consultancy Services	1,344.59	993.32
	<b>Domestic Income</b>		
	Sale of Software Products	299.58	245.46
	Income from Consultancy Services	346.34	251.23
		<b>1,990.51</b>	<b>1,490.01</b>
<b>21</b>	<b>Other Income</b>		
	Dividend from Mutual Fund	54.22	65.21
	Interest on Deposits	3.81	4.60
	Other Income	0.19	-
	Interest on TDS Refund	0.95	1.10
	Exchange Fluctuation Gain/ (Loss)	-2.52	-6.82
	Reversal of Bad Debts	-	-
	Dividend on Investment Trade	0.16	23.26
	Profit on Sale of Fixed Assets	-	3.90
		<b>56.80</b>	<b>91.25</b>
<b>22</b>	<b>Purchases of Software Products</b>		
	Software Products	330.49	274.07
		<b>330.49</b>	<b>274.07</b>
<b>23</b>	<b>Employee benefit expenses</b>		
	*Salaries	986.76	841.52
	Contribution to Provident Fund and other Funds	65.44	86.04
	Product Incentives	-	4.34
	Staff Welfare Expenses	2.80	2.93
	Certification fee	-	0.11
	Stipend	2.59	1.45
	Managerial Remuneration CEO & CFO	24.00	-
		<b>1,081.59</b>	<b>936.39</b>
	<i>* Includes Director Remuneration</i>	<b>68.86</b>	<b>56.22</b>
<b>24</b>	<b>Administrative and other Expenses</b>		
	Rent	137.11	12.82
	Rates and Taxes	6.55	8.26
	Insurance	18.26	30.95
	Travelling Expenses	11.04	8.10
	<b>Communication Expenses</b>		
	- Internet Charges	3.30	2.94
	- Telephone	0.22	0.27
	- Postage & Courier	0.03	0.01
	Printing and Stationery	0.19	0.10
	Electricity Charges	2.38	2.55
	Advertisement	0.96	0.80
	<b>Repairs and Maintenance</b>		
	- Machinery	2.01	1.59
	- Vehicles	1.37	0.89
	Professional and Consultancy Charges	53.03	46.89
	Audit Fees	1.80	1.80
	Directors Sitting Fee	2.00	1.30
	Bad Debts	8.43	0.87
	Membership Fee, Meeting & Seminar Charges	2.67	1.82
	Security Charges	2.37	3.33
	Office Maintenance	1.78	1.93
	Other Expenses	16.45	5.66
		<b>271.93</b>	<b>132.89</b>
<b>25</b>	<b>Other Comprehensive Income</b>		
	Items that will not be reclassified to Profit or (Loss)	-	-
	Acturial gain/(loss) -Gratuity	36.99	41.47
		<b>36.99</b>	<b>41.47</b>

**Notes to Financial Statements**

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

**26 Financial risk management objectives and policies:**

The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company's policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

**Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company's financial assets and liabilities in different currencies are as follows:

**Particulars of Unhedged foreign Currency Exposure :**

Particulars	AS AT	
	31 March 2022	31 March 2021
Trade Receivables	80.69	50.78
	\$ 1.06	\$ 0.69

The Company's exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company's foreign currency financial instruments:

31st March 2022	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupees in lakhs	75.9	80.69	80.69

31st March 2021	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupees in lakhs	73.5047	50.78	50.78

**Credit risk analysis**

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.



The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particulars	Carrying Value as at	
	31 March 2022	31 March 2021
Investment in Subsidiary	-	-
Trade receivables	159.69	137.40
Short term deposits with banks	76.43	104.15
Loans	61.68	61.45

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

#### Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Company requires funds both for short-term operational needs as well as for long-term investment programmes: The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2022:

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	22.03	-	-	22.03
Other Current Liabilities	134.77	-	-	134.77
<b>Total</b>	<b>156.80</b>	<b>-</b>	<b>-</b>	<b>156.80</b>

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2021:

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	65.80	-	-	65.80
Other Current Liabilities	120.89	-	-	120.89
<b>Total</b>	<b>186.69</b>	<b>-</b>	<b>-</b>	<b>186.69</b>

## 27 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount	Fair value	Carrying amount	Fair value
	31 March 2022	31 March 2022	31 March 2021	31 March 2021
<b>Non- current financial assets</b>				
Investment in subsidiary, at cost	-	-	-	-
Loans	60.00	60.00	60.00	60.00
<b>Total Non-Current</b>	<b>60.00</b>	<b>60.00</b>	<b>60.00</b>	<b>60.00</b>
<b>Current financial assets</b>				
Current Investments - Liquid Mutual Fund Units	1,118.75	1,118.75	974.09	974.09
Trade Receivables	159.69	159.69	137.40	137.40
Cash and Cash Equivalents	250.70	250.70	114.28	114.28
Bank Balances other than above	76.43	76.43	104.15	104.15
Loans	1.68	1.68	1.45	1.45
<b>Total Current</b>	<b>1,607.26</b>	<b>1,607.26</b>	<b>1,331.36</b>	<b>1,331.36</b>
<b>Total</b>	<b>1,667.26</b>	<b>1,667.26</b>	<b>1,391.36</b>	<b>1,391.36</b>
<b>Non-current Financial Liabilities</b>				
<b>Total Non-current</b>	-	-	-	-
<b>Current Financial Liabilities</b>				
Trade Payables	22.51	22.51	65.80	65.80
<b>Total Current</b>	<b>22.51</b>	<b>22.51</b>	<b>65.80</b>	<b>65.80</b>
<b>Total</b>	<b>22.51</b>	<b>22.51</b>	<b>65.80</b>	<b>65.80</b>

## 28 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

**Level 1:** quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2:** inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

**Level 3:** valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2022	Level I	Level II	Level III	Total
<b>Financial assets measured at fair value</b>				
Current Investments - Liquid Mutual Fund Units	1,118.75	-	-	<b>1,118.75</b>
<b>Total</b>	<b>1,118.75</b>	-	-	<b>1,118.75</b>
<b>Financial liabilities measured at fair value</b>				
<b>Total</b>	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2022, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2021	Level I	Level II	Level III	Total
<b>Financial assets measured at fair value</b>				
Current Investments - Liquid Mutual Fund Units	974.09	-	-	<b>974.09</b>
<b>Total</b>	<b>974.09</b>	-	-	<b>974.09</b>
<b>Financial liabilities measured at fair value</b>				
<b>Total</b>	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2021, there were no transfers between Level I, Level II and Level III fair value measurements.

## 29 Contingent Liabilities and Capital Commitments :

There are no contingent liabilities at the end of the year.

## 30 Earnings in Foreign Exchange during the Year ( on receipt basis )

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Software Services	752.72	641.57

## 31 Expenditure in Foreign Currency ( on payment basis )

<u>Particulars</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Foreign-Travelling Exps	1.38	-

## 32 Disclosure is made as per the requirement of the Indian Accounting Standard 24 on related Party Transactions during the Year:

### i) List of Related Parties

#### a) Parties where control exist

<b>Name of the party</b>	<b>Relation</b>
B2B Softech Inc.	Subsidiary Company

#### b) Key Managerial Person (KMP)

<b>Name of the party</b>	<b>Relation</b>
Dr. Ram Nemani	CEO & Director
V. Bala Subramanyam	Executive Director
Sunil Nemani	CFO

#### c) Parties where key managerial person has significant influence

<b>Name of the party</b>	<b>KMP</b>	<b>Relation of KMP</b>
Genious Doc Inc	Dr.Ram Nemani	Director

### ii) Transactions during the year

<u>Name of the Related party</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
<b>(a) With Genius Doc Inc</b>		
Export of Software Services	363.24	301.72
<b>(b) With Key Management Personnel</b>		
Managerial Remuneration	96.45	56.22

### iii) Balances Outstanding at the Year End

<u>Name of the Related party</u>	<u>March 31, 2022</u>	<u>March 31, 2021</u>
<b>(a) With Genius Doc Inc</b>		
Receivables	59.59	50.22
<b>(b) With Key Management Personnel</b>		
Managerial Remuneration	7.09	2.50

## 33 Earning/(loss) Per Share as per Ind-AS 33:

The Computation of EPS as per Ind-AS 33 is set out below:

	<u>March 31, 2022</u>	<u>March 31, 2021</u>
Profit/ (Loss) after Tax	304.34	229.57
Weighted average number of equity shares	115.85	115.85
Basic and diluted Earning Per Share	<b>2.63</b>	<b>1.98</b>
(Nominal value of equity shares: Rs. 10 each)		

#### 34 Investment in Mutual Funds of Unit Trust of India, Aditya Birla Sun Life Insurance & ICICI Prudential

	<u>March 31, 2022</u>	<u>March 31, 2021</u>
	<b>Amount</b>	<b>Amount</b>
Opening Balance	974.09	715.48
Add: Purchases	141.82	258.61
Less: Sales	-	-
Closing Balance	1,115.90	974.09

\* Net Asset Value as on 31.03.2022 is Lakhs 1,115.90

**35** The Company has received Rs. in lakhs 12.93 (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. in lakhs 39.38 towards loss on sale of investment and a provision for Rs. in lakhs 13.08 for diminution in the value of investment.

**36** 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.

**37** The Group is primarily engaged in Information Technology and related services. There is one geographical reportable segments in terms of Indian Accounting Standard 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

Particulars	For the Year Ended	
	March 31, 2022	March 31, 2021
	Audited	Audited
<b>Segment Revenue</b>		
a) India	1455.30	1149.69
b) USA	535.21	340.32
<b>Total</b>	1990.51	1490.01
Less : Inter segment revenues	-	-
<b>Net Segment Revenue</b>	<b>1,990.51</b>	<b>1,490.01</b>
<b>Segment Results before tax and interest</b>		
a) India	282.88	137.69
b) USA	17.60	2.72
c) Other Income	56.80	91.25
<b>Total</b>	<b>357.29</b>	<b>231.65</b>
Less : Interest Expenses	-	-
Less : Other un-allocable expenditure net off un-allocable income.	-	-
<b>Total Profit/(Loss) Before Tax</b>	<b>357.29</b>	<b>231.65</b>

Particulars	For the Year Ended	
	March 31, 2022	March 31, 2021
	Audited	Audited
<b>Assets</b>		
1. India	1,693.89	1,426.39
2. USA	84.04	64.05
<b>Total</b>	<b>1,777.93</b>	<b>1,490.44</b>
<b>Liabilities</b>		
1. India	1,693.89	1,279.95
2. USA	84.04	62.95
<b>Total</b>	<b>1,777.93</b>	<b>1,342.89</b>

38 Deferred tax asset/liability is determined and accounted as per Ind-AS 12 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

### 39 Employee Benefits

During the year the company has made a provision of Rs. in lakhs 47.32 for gratuity based on Actuarial Valuation. The company has not created any assets to meet this obligation. Disclosure as required by Ind-AS 19 'Employee Benefits'

Particulars	March 31, 2022	March 31, 2021
<b>1 Changes in Present Value of Obligation</b>		
Present value of obligation as at the beginning of the year	139.39	114.11
Interest Cost	9.39	7.68
Current service cost	53.07	60.73
Actuarial gain/(loss) on obligations	(37.80)	(41.47)
Benefits paid	(42.23)	(1.66)
Present value of obligations at the end of the year	<b>121.81</b>	<b>139.39</b>
<b>2 Changes in Fair Value of Plan Assets</b>		
Fair value of plan assets at the beginning of the year	124.15	-
Acquisition adjustments	6.74	1.66
Expected return on plan assets	8.41	-
Contributions	20.00	124.15
Benefits Paid	(42.23)	(1.66)
Actuarial gain/(loss) on plan assets	(0.81)	-
Fair value of plan assets at the end of the year	116.26	124.15
<b>3</b>		
<b>Liability Recognised in Balance Sheet</b>		
Present value of obligation as at the end of the year	121.81	139.39
Fair value of plan assets at the end of the year	-	-
Funded Status	121.81	139.39

<b>4 Net asset/(liability) recognised in balance sheet</b>	<b>121.81</b>	<b>139.39</b>
<b>Bifurcation of Net Liability</b>		
Current Liability (Short-term)	4.39	4.12
Non - Current Liability (Long-term)	117.43	160.53
<b>5 Net Liability</b>	<b>121.81</b>	<b>164.66</b>
<b>Expenses Recognised in Statement of Profit &amp; Loss</b>		
Current service cost	53.07	60.73
Past Service Cost	-	-
Interest Cost	9.39	7.68
Expected Return on plan assets	(8.41)	-
Expenses recognised in the Income Statement	<b>54.05</b>	<b>68.41</b>
<b>Other Comprehensive Income</b>		
Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
Actuarial gain/(loss) on Obligations - Change in Financial assumptions	(5.67)	(0.00)
Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(32.13)	(41.47)
<b>Total Actuarial gain/ (loss) on obligations</b>	<b>(37.80)</b>	<b>(41.47)</b>
<b>Actuarial gain/ (loss) on Plan assets</b>	<b>(0.81)</b>	<b>-</b>
<b>Total Other Comprehensive Income</b>	<b>(36.99)</b>	<b>(41.47)</b>
<b>Assumptions</b>		
Discount	7.15%	6.78%
Escalation	7%	7%
Gratuity Note to be given for the amount received from Sbi Life but not yet paid to employees		

#### 40 Trade Payables - Ageing Analysis

Particulars	March 31, 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME					-
Others	22.51				22.51
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

Particulars	March 31, 2021				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME					-
Others	65.80				65.80
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-



**41 Trade Receivables - Ageing Analysis**

Particulars	March 31, 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	159.69					159.69
Undisputed Trade Receivables – considered doubtful						-
Disputed Trade Receivables – considered good	-	-		-	-	-
Disputed Trade Receivables – considered doubtful	-	-		-	-	-

Particulars	March 31, 2021					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	137.95				137.95	
Undisputed Trade Receivables – considered doubtful			0.10		0.10	
Disputed Trade Receivables – considered good	-	-	-	-	-	
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	

**42 Financial Ratios - to be checked**

Particulars	Formula	31.3.2022	31.3.2021	Variance	Reasons for variance > 25%
Current Ratio	Current assets/Current Liabilities	8.22	6.58	25%	
Debt-Equity Ratio	NA	-	-	-	
Debt Service Coverage Ratio	NA	-	-	-	
Return on Equity Ratio	Profit for the period/Average Shareholder's Equity	0.18	0.16	10%	
Inventory turnover ratio	Revenue from operations/Average inventory	43.94	54.64	-20%	
Trade Receivables turnover ratio	credit sales/Average Trade receivables	9.80	8.88	10%	
Trade payables turnover ratio	Credit Purchases/Average trade payables	7.48	4.55	65%	Increase was primarily on account of increase in credit purchases
Net capital turnover ratio	Revenue from operations/average working Capital	1.03	1.01	2%	
Net profit ratio	Profit for the period/Revenue from operations	17%	16%	6%	
Return on Capital employed	EBIT/capital employed	22%	18%	21%	
Return on investment	Income generated from invested funds/average funds invested	5%	7%	-26%	Lower ratio on account of decrease in income from investments during the current year

43 Previous year figures have been regrouped and reclassified wherever necessary to conform to the current year's classification.

To

**B2B SOFTWARE TECHNOLOGIES LIMITED,**3rd& 4th Floor, AVR Towers, 6 – 3 – 1112,  
Behind West Side Showroom, Near Somajiguda,  
Begumpet, Hyderabad – 500016

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 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&amp; 4th Floor, AVR Towers, 6 – 3 – 1112,

Behind West Side Showroom, Near Somajiguda,

Begumpet, Hyderabad – 500016

I / We hereby cancel the nomination(s) made by me / us in favour of \_\_\_\_\_ (name and address of the nominee) 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 THE NEW NOMINEE-

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's Name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. Email id:
- viii. Relationship with the Security holder:

(2) IN CASE 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 LTD  
PEOPLE . VALUES . TECHNOLOGIES

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