



28.09.2018  
Hyderabad

To

The General Manager,  
Department of Corporate Services  
**BSE Limited**  
Phirozee Jeejhoboy Towers,  
Dalal Street, Mumbai – 400001

Dear Sir,

Sub: Details of voting results of the 24<sup>th</sup> Annual General Meeting of the Company held on Friday the 28<sup>th</sup> of September, 2018  
Ref: B2B Software Technologies Limited, Scrip Code: 531268

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are herewith submitting the details regarding the voting results of the business transacted at the 24<sup>th</sup> Annual General Meeting of the members of the Company held on Friday the 28<sup>th</sup> of September, 2018 in the prescribed manner.

We are also enclosing the consolidated report of the scrutinizer on remote e-voting and voting conducted at the venue of the AGM. A copy of the above is being uploaded on the website of the Company.

Thanking you

Yours sincerely,  
For **B2B SOFTWARE TECHNOLOGIES LIMITED**

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

To

The Chairman,  
B2B SOFTWARE TECHNOLOGIES LIMITED,  
6-3-1112, 3<sup>rd</sup> & 4<sup>th</sup> Floor, AVR Towers,  
Behind Westside Showroom,  
Near Somajiguda Circle,  
Begumpet, Hyderabad – 500016

Scrutinizers Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – Remote E-voting and Ballot or Polling Paper at the 24<sup>th</sup> Annual General Meeting of B2B SOFTWARE TECHNOLOGIES LIMITED held on 28<sup>th</sup> September, 2018.

1. Appointment as Scrutinizer:

I, DSM Ram, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of B2B Software Technologies Limited for the remote e-voting and Ballot to be conducted at the 24<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 28<sup>th</sup> September, 2018 at the Registered Office of the Company at 3<sup>rd</sup> & 4<sup>th</sup> Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad– 500016 at 11.00 a.m.

2. Cut-off Date:

The voting rights were reckoned as on 21<sup>st</sup> September, 2018 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the venue of the 24<sup>th</sup> Annual General Meeting.

3. Remote E-voting:

Agency: The Company has appointed M/s. Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

Remote E-voting: Remote E-voting platform was open from 9 am (IST) on 25<sup>th</sup> September, 2018 to 5 pm (IST) on 27<sup>th</sup> September, 2018 and members were required to cast their votes electronically conveying their assent or dissent in respect of the 3 Ordinary Resolutions and 5 Special Resolutions, on the e-voting platform provided by CDSL.

For DSMR & Associates  
Company Secretaries



D S M Ram  
Proprietor  
CP No. 4239

Place: Hyderabad  
Date: 28.09.2018

4. Voting at the AGM:

The Company has made arrangements for voting by Ballot paper at the venue of the AGM. The Company's management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting and Resolutions contained in the Notice dated 13<sup>th</sup> August, 2018 to the shareholders of the Company.

As a scrutinizer my role in the E-voting process is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on E-voting of shareholders of the Company and the reports generated from the E-voting system provided by Central Depository Services (India) Limited and also for the ballot paper.

5. Counting Process:

As soon as the Chairman announced, the conducting of the Ballot paper I have locked the empty polling box in the presence of two witnesses. After completion of the Voting by ballot I unlocked the polling box in the presence of two witnesses.

I unblocked the remote E-voting results on the CDSL E-voting platform before the same two witnesses who are not in employment of the company and downloaded the e-voting results.

Three Shareholders who cast their votes in the remote e-voting platform have also attended the AGM and cast their votes in the Ballot. Hence, their voting through ballot process conducted at the venue of AGM has not been considered.

6. Results:

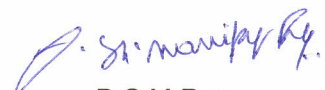
I observed that:

- a) 14 Members had cast their votes through remote e-voting
- b) 27 Members have cast their votes through Poll conducted at the venue of the 24<sup>th</sup> Annual General Meeting.

The consolidated results with respect to each item of the agenda as set out in the Notice of 24<sup>th</sup> AGM dated 13<sup>th</sup> August, 2018 is enclosed.

Based on the aforesaid results 3 Ordinary Resolutions and 5 Special Resolutions as set out in the Notice of 24<sup>th</sup> Annual General Meeting dated 13<sup>th</sup> August, 2018 have been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



D S M Ram  
Proprietor  
CP No. 4239

Place: Hyderabad  
Date: 28.09.2018

Witnesses:

- 1. ch. Lakshmi Narayana 2. y. Saisuseela Rao
- Flat no.103, 6-3-1177/A/31/1, 1-112, Nandigama,
- Near Green MiniMart, Pedana mandal,
- Kundanbagh, Begumpet-500016 Krishna district.
- 521366.



**CONSOLIDATED RESULTS**

**Item No. 1** – Adoption of Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 along with the report of Board of Directors and Auditors thereon:

|                            | Remote E-voting<br>(Members only) | Poll Paper<br>(Members / Proxy) at AGM | Total | Remote E-voting<br>(Members only) | Poll Paper<br>(Members / Proxy) at AGM | Total     | %   |
|----------------------------|-----------------------------------|--|-------|-----------------------------------|--|-----------|-----|
| No of votes cast in favour | 14                                | 24                                     | 38    | 33,33,171                         | 2,877                                  | 33,36,048 | 100 |
| No of votes cast against   | NIL                               | NIL                                    | NIL   | NIL                               | NIL                                    | NIL       | --  |
| No of votes abstained      | NIL                               | NIL                                    | NIL   | NIL                               | NIL                                    | NIL       | NIL |
| No of votes invalid        | NIL                               | 3                                      | 3     | NIL                               | NIL                                    | NIL       | NIL |

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239

**CONSOLIDATED RESULTS**

**Item No. 2** – Re-Appointment of Mr. Yaramati Satyanarayana (DIN: 00360679) as a Director of the Company liable to retire by rotation:

|                                     | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total     | %   |
|-------------------------------------|---|---|-------|---|---|-----------|-----|
| No of<br>votes<br>cast in<br>favour | 14                                      | 24  | 38    | 33,33,171                               | 2,877                                     | 33,36,048 | 100 |
| No of<br>votes<br>cast<br>against   | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | --  |
| No of<br>votes<br>abstained         | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | NIL |
| No of<br>votes<br>invalid           | NIL                                     | 3   | 3     | NIL                                     | NIL                                       | NIL       | NIL |

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239

**CONSOLIDATED RESULTS**

**Item No. 3** – Ratification of Appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants as Statutory Auditors of the Company for the remaining term without any further ratification by the members in terms of the provisions of the Companies Act, 2013:

|                            | Remote E-voting<br>(Members only) | Poll Paper<br>(Members / Proxy) at AGM | Total | Remote E-voting<br>(Members only) | Poll Paper<br>(Members / Proxy) at AGM | Total     | %   |
|----------------------------|-----------------------------------|--|-------|-----------------------------------|--|-----------|-----|
| No of votes cast in favour | 14                                | 24                                     | 38    | 33,33,171                         | 2,877                                  | 33,36,048 | 100 |
| No of votes cast against   | NIL                               | NIL                                    | NIL   | NIL                               | NIL                                    | NIL       | --  |
| No of votes abstained      | NIL                               | NIL                                    | NIL   | NIL                               | NIL                                    | NIL       | NIL |
| No of votes invalid        | NIL                               | 3                                      | 3     | NIL                               | NIL                                    | NIL       | NIL |

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239

**CONSOLIDATED RESULTS**

**Item No. 4** – Re appointment of Mr. Arumilli Rambabu (DIN: 03473906) as an Independent Director of the Company to hold office for a second term of five consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

|                                     | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total     | %   |
|-------------------------------------|---|---|-------|---|---|-----------|-----|
| No of<br>votes<br>cast in<br>favour | 14                                      | 24  | 38    | 33,33,171                               | 2,877                                     | 33,36,048 | 100 |
| No of<br>votes<br>cast<br>against   | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | --  |
| No of<br>votes<br>abstained         | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | NIL |
| No of<br>votes<br>invalid           | NIL                                     | 3   | 3     | NIL                                     | NIL                                       | NIL       | NIL |

Based on the aforesaid results, Special Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239

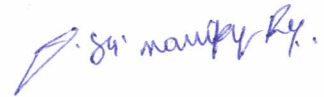
**CONSOLIDATED RESULTS**

**Item No. 5** – Re appointment of Mr. Chode Suresh (DIN: 03473921) as an Independent Director of the Company to hold office for a second term of five consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

|                                     | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total     | %   |
|-------------------------------------|---|---|-------|---|---|-----------|-----|
| No of<br>votes<br>cast in<br>favour | 14                                      | 24  | 38    | 33,33,171                               | 2,877                                     | 33,36,048 | 100 |
| No of<br>votes<br>cast<br>against   | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | --  |
| No of<br>votes<br>abstained         | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | NIL |
| No of<br>votes<br>invalid           | NIL                                     | 3   | 3     | NIL                                     | NIL                                       | NIL       | NIL |

Based on the aforesaid results, Special Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239



**CONSOLIDATED RESULTS**

**Item No. 6** – Re appointment of Mr. Ram Babu Mutyala (DIN: 03473901) as an Independent Director of the Company to hold office for a second term of five consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024:

|                                     | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total     | %   |
|-------------------------------------|---|---|-------|---|---|-----------|-----|
| No of<br>votes<br>cast in<br>favour | 14                                      | 24  | 38    | 33,33,171                               | 2,877                                     | 33,36,048 | 100 |
| No of<br>votes<br>cast<br>against   | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | --  |
| No of<br>votes<br>abstained         | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | NIL |
| No of<br>votes<br>invalid           | NIL                                     | 3   | 3     | NIL                                     | NIL                                       | NIL       | NIL |

Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239

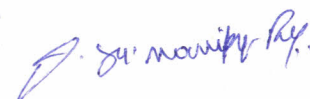
**CONSOLIDATED RESULTS**

**Item No. 7** – Alteration of Memorandum of Association as per the provisions of the Companies Act, 2013:

|                                     | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total     | %   |
|-------------------------------------|---|---|-------|---|---|-----------|-----|
| No of<br>votes<br>cast in<br>favour | 14                                      | 24  | 38    | 33,33,171                               | 2,877                                     | 33,36,048 | 100 |
| No of<br>votes<br>cast<br>against   | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | --  |
| No of<br>votes<br>abstained         | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | NIL |
| No of<br>votes<br>invalid           | NIL                                     | 3   | 3     | NIL                                     | NIL                                       | NIL       | NIL |

Based on the aforesaid results, Special Resolution as contained in Item No. 7 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 28.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239

**CONSOLIDATED RESULTS**

**Item No. 8** – Alteration of Articles of Association as per the provisions of the Companies Act, 2013:

|                                     | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total | Remote<br>E-voting<br>(Members<br>only) | Poll Paper<br>(Members /<br>Proxy) at AGM | Total     | %   |
|-------------------------------------|---|---|-------|---|---|-----------|-----|
| No of<br>votes<br>cast in<br>favour | 14                                      | 24  | 38    | 33,33,171                               | 2,877                                     | 33,36,048 | 100 |
| No of<br>votes<br>cast<br>against   | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | --  |
| No of<br>votes<br>abstained         | NIL                                     | NIL                                       | NIL   | NIL                                     | NIL                                       | NIL       | NIL |
| No of<br>votes<br>invalid           | NIL                                     | 3   | 3     | NIL                                     | NIL                                       | NIL       | NIL |

Based on the aforesaid results, Special Resolution as contained in Item No. 8 of the AGM Notice of the Company dated 13<sup>th</sup> August, 2018 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries



Place: Hyderabad  
Date: 26.09.2018

D S M Ram  
Proprietor  
C. P. No. 4239