B2B SOFTWARE
TECHNOLOGIES LIMITED
PEOPLE . VALUES . TECHNOLOGIES

03rd September 2020 USA

To

The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
P J Towers, Dalal Street
Mumbai – 400001

Sub: Annual Report for the financial year ending 31st March, 2020 – Regarding
Scrip Code: 531268

With reference to the above subject we are herewith attaching the PDF Copy of the Annual Report in relation to the 26th Annual General Meeting of the Company to be held on Saturday the 26th of September 2020 at 10:00 am at the Registered Office. The Company has commenced the dispatch of its Annual Reports to the Shareholders on 03rd September 2020.

Kindly take the same into your records

Thanking you,

Yours sincerely
For B2B Software Technologies Limited

R.K. Bhangadiya

Rahul Kumar Bhangadiya
Company Secretary & Compliance Officer
Membership No.: A 44666

B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES

ANNUAL REPORT 2019 - 2020

26th ANNUAL REPORT

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SECRETARIAL AUDITOR
K. JHANSI LAXMI
Company Secretary
10-401/1/1/1, Plot No. 24 (Part)
Sathi Reddy Colony, Malkajgiri,
Secunderabad - 500 047.

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. T.S. Maharani (FCS 8069)*	Company Secretary & Compliance Officer
5. Mr. Rahul Kumar Bhangadiya (ACS 44666)**	Company Secretary & Compliance Officer

* Resigned as Company Secretary w.e.f 1st August, 2019
** Appointed as Company Secretary w.e.f 20th January, 2020.

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.
Khairtabad,
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 & 4th Floor, AVR Tower, Behind Westside Showroom
Near Somajiguda Circle, Begumpet, Hyderabad - 500 016.
Website: www.b2bsoftech.com | E: investorservice@b2bsoftech.com
CIN : L72200TG1994PL018351

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of **B2B SOFTWARE TECHNOLOGIES LIMITED** (CIN: L72200TG1994PLC018351) will be held on Saturday, the 26th day of September, 2020 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 Statement:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2020, including the audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement and the reports of the Board of Directors ('the Board') and Auditors thereon.

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

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

SPECIAL BUSINESS:

Item No. 3 - To Re-appoint Mr. BALA SUBRAMANYAM VANAPALLII (DIN: 06399503) as a Whole Time Director:

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

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. V. Bala Subaramanyam holding DIN: 06399503 as a Whole Time Director of the Company, for a period of 3 years with effect from 1st October, 2020 to 30th September, 2023, as recommend and approved by the Nomination & Remuneration Committee, whose period of office shall be liable to determination by retirement of directors by rotation on the following terms and conditions:

Term of office: 1st October, 2020 to 30th September, 2023

Salary: 2,50,000 per month

Apart from the above monthly salary 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. The payment would be subject to the approval of the Nomination and Remuneration Committee and the Board and members of the Company and the Company would ensure that the remuneration proposed to be paid would be within the limits as specified in Section II of Schedule V of the Companies Act, 2013 and the rules made there under.

Perquisites: Provision of a Car with Driver, Mobile and Land Phone and Internet

Expenses on Fuel for car, Driver, mobile, Land Line and Internet provision: Rs.35,000/- per month

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.

RESOLVED FURTHER THAT Mr. V. Bala Subramanyam (DIN: 06399503) shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)

RESOLVED FURTHER THAT Dr. Y. Satyanarayana (00360679), Director be and is hereby authorised to file the necessary forms with the Registrar of Companies, Telangana relating to the re appointment of Mr. V. Bala

Subramanyam (DIN: 06399503) as the Executive Director of the Company with effect from 1st October, 2020 subject to the approval of the members in the ensuing Annual General Meeting.

RESOLVED FURTHER THAT a certified copy of these resolutions be forwarded to the concerned authorities including the Registrar of Companies, Telangana for their perusal and records."

Item No. 4 – To Enter into an Agreement with Wholly Owned Foreign Subsidiary Company for Sale of Microsoft Dynamics 365 Software Licenses, providing implementation and after sale services to the probable customers in USA:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable rules, regulations, guidelines (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and such conditions as may be prescribed, which may be agreed to by the Board of Directors of the Company, approval of the members of the company be and is hereby accorded to enter into contract with the 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 subject to such terms and conditions as may be mutually agreed between the Company and Wholly Owned Foreign Subsidiary Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and the Board/ Committee is also hereby authorized execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

Item No. 5 – Renewal of Contract with Genius Doc for a further period of 5 years:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under and subject to such approvals, consents, permissions, sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors for renewal of the contract to be entered into with GeniusDoc for provision of the services relating to product development and resource allocation with effect from 1st January, 2021 on the terms and conditions as specified in the statement prescribed under Section 102 (1) of the Companies Act, 2013.

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

Item No: 6 - Payment of performance bonus to Mr. Bala Subramanyam Vanapallii Whole time Director for the Financial Year 2019-20.

6. 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) 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.11,94,569/- to Mr. Bala Subramanyam Vanapallii, Wholetime Director (DIN: 06399503) of the Company for the Financial Year 2019 – 20."

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

By order of the Board
For **B2B Software Technologies Limited**

SD/-

RAHUL KUMAR BHANGADIYA
Company Secretary
ACS 44666

Date: 14.08.2020
Place: Hyderabad

NOTES:

1. Statement as required under the provisions of Section 102 (1) of the Companies Act, 2013 is enclosed to this notice.

2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

3. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

4. 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.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

7. Considering the extra-ordinary circumstances caused by COVID-19 and in light of the social distancing norms, the Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 ("MCA Circulars") permitted the holding of the Annual General Meeting of a company through VC / OAVM. In compliance with the provisions of the Act, MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Twenty Sixth Annual General Meeting of the Company ("AGM") is being held through VC / OAVM on Saturday, the 26th day of September, 2020 at 10.00 am.

   The procedure for joining the AGM through VC/OAVM is mentioned elsewhere in this Notice.

8. 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.

9. Members shall have the option to vote electronically ("e-voting") either before the AGM ("remote e-voting") or during the AGM.

   In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS- 2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL").

   Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.

10. 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.

11. 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 1,000 Members on a first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without any restrictions pertaining to joining the AGM on a first come first served basis. Institutional Investors who are Members of the Company, are encouraged to attend and vote at the AGM.
12. The attendance of the Members joining the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
13. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
14. 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.
15. 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.
16. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.
17. In line with MCA Circulars and SEBI circular dated May 12, 2020, the Notice calling the AGM along with the Annual Report for 2019-20 ("Annual Report") is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice of AGM and Annual Report will also be available on the website of the Company at www.b2bsoftech.com, the website of the Stock Exchange i.e. BSE Limited at 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.

    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.
18. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
19. Shareholders may avail the nomination facility under Section 72 of the Companies Act, 2013. The relevant nomination form is appended to this notice
20. 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.

Procedure for remote e-voting, ATTENDING the AGM and e-voting during the AGM:

A. Procedure and instructions for remote e-voting:

(i) The voting period begins on Wednesday, the 23rd September, 2020 from 9.00 AM and ends on Friday, the 25th September, 2020 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 18th September, 2020 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) Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(iii) The shareholders should login on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Now Enter your User ID

(a) For CDSL: 16 digits beneficiary ID,

(b) For NSDL: 8 character DP ID followed by 8 digits Client ID

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next: enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in dematerialized form and logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first-time user follow the steps given below: and the Listing Regulations.

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details of **OR** Date of Birth (DOB)	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. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep your password confidential.

(xi) For members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

(xii) Click on the Electronic Voting Sequence Number of B2B Software Technologies Limited.

(xiii) On the voting page, you will see "RESOLUTIONS 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take the print of the votes cast by clicking on "Click here to print" option on the voting page.

(xviii) If the demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-voting" available for the android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as promoted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodians

- Non Individual shareholders (i.e other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporate" module.
- A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to 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 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 Members 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, if they have voted from individual tab & not uploaded in the CDSL e-voting system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write and email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022 – 23058542 / 43.

In case of members receiving the physical copy:

Please follow all steps from sl.no. (i) to sl.no. (xvii) about to cast vote.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 investorservice@b2bsoftech.com or rta@cilsecurities.com.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorservice@b2bsoftech.com or rta@cilsecurities.com

INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Members 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 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservice@b2bsoftech.com. These queries will be replied to by the company suitably by email.
6. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, 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.
3. If any Votes are cast by the members through the e-voting available during the AGM and if the same member have not participated in the meeting through VC/OAVM facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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://b2bsoftech.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

Item No. 3

Mr. V. Bala Subramanyam was appointed as the Executive Director of the Company with effect from 1st October, 2017 for a period of three years on the terms and conditions as approved by the Board of Directors and subsequently by the

members of the Company in the 23rd Annual General Meeting of the Company held on 25th September, 2017. The term of Mr. V. Bala Subramanyam as the Executive Director of the Company ceases on 30th September, 2020.

Considering the contribution made by Mr. V. Bala Subramanyam for the growth of the Company, the Board of Directors based on the recommendation of the members of Nomination and Remuneration Committee and Audit Committee in their meeting held on 14th August, 2020 had proposed to re-appoint him as the Executive Director of the Company for a further period of 3 years with effect from 1st October, 2020 on the following terms and conditions:

Term of office: 1st October, 2020 to 30th September, 2023

Salary: Rs. 2,50,000 per month

Perquisites: Provision of a Car with Driver, Mobile and Land Phone and Internet

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. The payment would be subject to the approval of the Nomination and Remuneration Committee and the members of the Company and the Company would ensure that the remuneration proposed to paid would be within the limits as specified in Section II of Schedule V of the Companies Act, 2013 and the rules made there under.

Expenses on Fuel for car, Driver, mobile, Land Line and Internet provision: Rs.35,000 per month

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.

Additional Information as required under Proviso to Section II of Schedule V:

I. General Information:

(1) Nature of Industry: Software

(2) Date or expected date of commencement of Commercial Production: The Company has started its software operations during the year 2000.

(3) In case of new companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: NOT APPLICABLE

(4) Financial Performance based on given indicators:

Financial Performance during the past three years:

Particulars	2017-18	2018-19	2019-20
Turnover	7,70,98,952	7,90,49,495	10,56,29,335
Net Profit / Loss	85,62,973	58,00,658	1,19,45,485

Export performance and net foreign exchange earnings

Particulars	2017-18	2018-19	2019-20
Export earnings	3,53,12,611	4,22,49,973	5,82,31,073

(5) Foreign Investment or collaborations, if any: The Company has investment from NRI shareholders who belong to the Promoter and Promoter Group.

II. Information about the appointee:

(1) Background details:

He holds a Master's degree in Industrial Engineering and Management. He has over more than 26 years of experience with over more than 15 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 Ons Certified by Microsoft for Domestic and International markets.

(2) Past remuneration: Rs.30,00,000 as Remuneration and Rs. 1,59,955 as perquisites as the executive Director of the Company for the Financial year 2019-20.

(3) Recognition or awards:

- Completed 15 full cycle MS Dynamics implementations.
- Completed 2 Add-Ons development on "MS Dynamics (AX)" (Quality and Plant Maintenance).
- Completed 1 Vertical development on "MS Dynamics (AX)" (Tower Manufacturing).
- Completed 4 Verticals development on "MS Dynamics (NAV)" (Apparel, Construction, Printing and Tower Manufacturing).
- Completed 2 Add-Ons development on "MS Dynamics (NAV)" (Quality and Plant maintenance).

(4) Job Profile and his suitability:

Heading the Microsoft Dynamics division and the management is confident of his capability in delivering the results for the said division. The management has proposed to appoint him as Executive Director only after considering his suitability for the said post.

- Exposed to all phases of product rollout's including Pre Sales, Post Implementation Support and Project Management.
- Client facing responsibilities like Functional Presentations, Negotiations, Project Planning Meetings, Steering Committee Meetings, Managing Customer Expectations & Changes etc.,
- Point of contact for Microsoft for Business development and Dynamics Practice like operational contact, Service Plan contact, Customer Account Manager NAV & AX, contact for all VOICE Account issues with Administrative Rights (Partner account Manager and Partner Technology Specialist).
- Responsible for division readiness in terms of resources skills and strategical decisions on product development and Implementation

(5) Remuneration proposed – As mentioned in the resolution

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Rs. 3,00,000/- per month plus perks

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Bala Subramanyam Vanapalli is not related to any of the promoters. However, prior to his appointment he has been working in the Company in different levels from July, 2004.

He does not have any other relationship directly or indirectly with the Company or relationship with the managerial personnel.

III. Other Information:

(1) Reasons of loss or inadequate profits:

The Company was previously carrying out NBFC activities since from its inception till 2000. Subsequently, during the year 2000 the Company changed its objects and name to carry out the business of designing and development of software. The losses were incurred during the NBFC period are being carried forward and the profits arising out of software business are being set off against the losses.

(2) Steps taken or proposed to be taken for improvement:

Development and launching of own products (certified by Microsoft) which works on Microsoft Dynamics ERP Software. The company has already started earning profits, however the same are not sufficient to compensate the Executive Director

(3) Expected increase in productivity and profits in measurable terms:

The plans of management discussed in step 2 would help in increasing the revenues in measurable terms and the company would be able to wipe out all its accumulated losses. The management is confident of wiping out all the accumulated losses in this year. However, the profit earned by the Company would not be sufficient to pay the salary to the Whole Time Director as a percentage of its profits.

The Company has received from Mr. V. Bala Subramanyam (i) Consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The re appointment of Mr. V. Bala Subramanyam as Executive Director was approved and recommended by the members of the Nomination and Remuneration Committee in their meeting held on 14th August, 2020 as required under the provisions of the Companies Act, 2013 read with Schedule V of the Act.

The resolution seeks the approval of members in terms of Section 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactments thereof for the time being in force) for the re appointment of Mr. V. Bala Subramanyam as the Whole Time Director with effect from 1st October, 2020.

Re appointment of Whole time Director requires the approval of members by way of a Special Resolution. The Board recommends the resolutions set forth in Item No. 3 for approval of members.

No director, key managerial personnel or their relatives, except Mr. V. Bala Subramanyam to whom the resolution relates and his relatives is interested or concerned in the said resolution.

Item No. 4

M/s. B2B SOFTECH INC, USA is a Wholly Owned Subsidiary of your company engaged in the business of designing, developing, marketing of Microsoft Dynamics software and exports proprietary software products all over the world and also provides training and consultation services.

Your company is receiving proposals to provide Microsoft Dynamics ERP software implementation from potential customers based in USA. However, the potential customers are not interested in getting either the implementation or the Invoicing from our company.

The Management has a wholly owned subsidiary (herein after referred as WOS for the sake of brevity) company in USA operating under the name and style of B2B SOFTECH INC, which is also providing similar types of services. Since our Company is certified Global Partner for Microsoft and taking into consideration the financial viability of entering into an agreement with the WOS for providing the Microsoft Dynamics ERP implementation and invoicing to the customers based in USA. This would also reduce the financial burden on the WOS and the licenses for implementation can be purchased at reasonable prices and services to the potential clients can be provided at competitive prices.

This agreement would not only be beneficial to both the parties but also can increase the revenues, provided the proposals are materialised, to a reasonable extent.

Considering the nature of support being provided it would be feasible for the company to enter into an agreement for providing the services in the USA by the wholly Owned Subsidiary Company by invoicing to the wholly owned subsidiary and enter into the agreement for supply and implementation of software in accordance with the existing Transfer Pricing guidelines and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 based on the recommendations of the Audit Committee.

As per the provision of Section 188 of the Companies Act 2013, no such contract or arrangement with a related party can be entered without obtaining the prior approval of the shareholders by way of an Ordinary Resolution.

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

Sl. No.	Particulars	Description
1	Name of the related party	B2B SOFTECH INC., USA Wholly Owned Foreign Subsidiary
2	Name of the director or key managerial personnel who is related	Dr. Ram Nemani, CEO & Mr. Sunil Nemani, CFO are related
3	Nature of relationship	Dr. Ram Nemani, CEO & Mr. Sunil Nemani, CFO are directors of B2B Softech INC.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Company desires to enter into a business relationship pursuant to which Company would develop software applications for the Client including but not limited to testing, maintenance, network and support functions as requested by the Client. The invoicing for the license and implementation cost would be on par with other clients.
5	Any other information relevant to or important for the members to make a decision on the proposed transaction:	No other director or Company Secretary and their relatives, except Dr. Ram Nemani, CEO and Mr. Sunil Nemani, CFO are interested in or concerned with the resolution.

None of the Directors, Company Secretary and their relatives are interested. Dr. Ram Nemani, CEO and Mr. Sunil Nemani, CFO and their relatives are interested in the resolution.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.4.

Item No. 5:

Your company has entered into an Agreement with Genius Doc initially from 1st January, 2011 to 31st December, 2015. Subsequently the agreement was renewed for a further period of five years from 1st January, 2016 to 31st December, 2020 after obtaining the statuary and regulatory approvals

In the best interest of the company and its shareholders it is proposed to renew the agreement for a further period of 5 years on the below mentioned terms. Since it is a related party transaction under the provisions of section 188 (1) (d) of the Companies Act 2013 and Regulation 23 of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015 and it is being placed before the members for their approval.

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

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

Sl. No.	Particulars	Description
1	Name of the related party:	GeniusDoc, Inc., USA
2	Name of the director or key managerial personnel who is related	Dr. Ram Nemani, CEO and Mr. Sunil Nemani, CFO are related.
3	Nature of relationship	Ms. Pratima Nemani, Director of the GeniusDoc Inc., is the daughter of Dr. Ram Nemani.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Company desires to enter into a business relationship pursuant to which Company would develop software applications for the Client including but not limited to testing, maintenance, network and support functions as requested by the Client.
5	Any other information relevant to or important for the members to make a decision on the proposed transaction:	No other director or key managerial personnel, except Dr. Ram Nemani, CEO and Mr. Sunil Nemani, CFO being related to Pratima Nemani, Director of GeniusDoc, are interested in or concerned with the resolution.

The Agreement was initiated with Genius Doc from 1st January, 2011 to 31st December, 2015. Subsequently the agreement was renewed for a further period of five years from 1st January, 2016 to 31st December, 2020 after obtaining the statuary and regulatory approvals.

It is proposed to renew the agreement for a further period of 5 years from 1st January, 2021 to 31st December, 2025, based on the recommendation of the Audit committee.

Since Genius Doc, Inc., is a related party in terms of Section 2 (76) of the Companies Act, 2013, entering into any contract for provision of services requires the approval of members in terms of Section 188 (1) (d) of the Companies act 2013 and the rules made thereunder and as per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

None of the Directors, Company Secretary and their relatives are interested. Dr. Ram Nemani, CEO and Mr. Sunil Nemani, CFO and their relatives are interested in the resolution.

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

Item No. 6:

The Board (based on the recommendation of the Nomination & Remuneration Committee), in recognition to the exemplary leadership demonstrated by Mr. Bala Subramanyam Vanapallii, approved the Performance Incentive (Bonus) for an amount of Rs.11,94,569 for the financial year 2019 – 2020 which is in the limits as per the Companies Act, 2013.

Approval of the Members is now sought for the payment of this additional Bonus. It is hereby confirmed that the total remuneration of Mr. Bala Subramanyam Vanapallii for the Financial Year 2019-20 (including salary, allowances 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. 6 for approval by Members.

Except Mr. Bala Subramanyam Vanapallii, no other Directors, Key Managerial Personnel of the Company or their relatives, are in any way related with Mr. Bala Subramanyam Vanapallii or concerned or interested in the said Resolution.

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:

Name of the Director	Chode Suresh	Bala Subramanyam Vanapalli
Category	Director	Whole Time Director
DIN	03473921	06399503
Date of Birth and Age	05/02/1984 (36 Years)	15/05/1970 (50 Years)
Qualification	Postgraduate	Master's degree in industrial Engineering 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 26 years of experience with over 15 years in ERP area and has been the Practice head with B2B Software Technologies Ltd.
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

Name of the Director	Chode Suresh	Bala Subramanyam Vanapalli
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 liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs.50,000 as sitting fees	Rs.30,00,000 as Remuneration and Rs.1,59,955 as perquisites
Remuneration proposed to be paid	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.	As mentioned in the Resolution
Shareholding in the Company as on March 31, 2020	Nil	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	6
Directorships of other Boards as on March 31, 2020	Nil	Director in STELLAR IT SOLUTIONS PRIVATE LIMITED
Membership / Chairmanship of Committees of this Company as on March 31, 2020	Member of 1. Audit Committee, 2. Nomination and Remuneration Committee 3. Stakeholders Committee	Member of Stakeholders Committee
Membership / Chairmanship of Committees of other Boards as on March 31, 2020	Nil	Nil

By order of the Board
For B2B Software Technologies Limited

Date: 14.08.2020
Place: Hyderabad

SD/-
RAHUL KUMAR BHANGADIYA
Company Secretary
(ACS 44666)

Registered Office: 3rd & 4th Floor, AVR Towers, 6-3-1112,
Behind West Side Showroom, Near Somajiguda,
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 Sixth Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2020 and the report of the Auditors thereon.

1. FINANCIAL RESULTS:

(In Rupees)

	Standalone		Consolidated	
PARTICULARS:	**2019-2020**	**2018-2019**	**2019-2020**	**2018-2019**
Revenue from Operations	10,56,29,335	7,90,49,495	13,85,55,471	10,63,09,682
Other Income	81,85,213	68,89,217	81,85,213	68,89,217
Profit/ Loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense	**11,38,14,548**	**8,59,38,712**	**14,67,40,684**	**11,31,98,899**
Less: Depreciation/ Amortisation/ Impairment	11,10,435	11,90,255	11,10,435	11,90,255
Profit/ Loss before Finance Costs, Exceptional Items and Tax Expense	**11,27,04,113**	**8,47,48,457**	**14,56,30,249**	**11,20,08,644**
Less: Finance Costs	10,19,35,753	8,23,22,768	13,41,69,627	10,95,61,442
Profit/ Loss before Exceptional Items and Tax Expense	**1,07,68,360**	**24,25,689**	**1,14,60,622**	**24,47,202**
Add/ Less: Exceptional Items	-	-	-	-
Profit/ Loss before Tax Expense	**-**	**-**	**-**	**-**
Less: Tax Expense (Current & Deferred)	23,83,793	4,74,250	23,83,793	4,74,250
Profit/ Loss for the year (1)	83,84,567	19,51,439	90,76,829	19,72,952
Total Comprehensive Income/ Loss (2)	35,60,918	38,49,219	35,60,918	38,49,219
Total (1+2)	**1,19,45,485**	**58,00,658**	**1,26,37,747**	**58,22,171**
Balance of Profit/(Loss) for earlier years		-		-
Less: Transfer to Debenture Redemption Reserve	-		-	
Less: Transfer to Reserves	(1,41,08,310)	(2,60,53,795)	(1,11,94,844)	(2,43,21,973)
Less: Dividend paid on Equity Shares	-	-		-
Less: Dividend paid on Preference Shares	-	-		-
Less: Dividend Distribution Tax	-	-		-
Balance carried to Balance Sheet (A-B)	**(1,41,08,310)**	**(2,60,53,795)**	**(1,11,94,844)**	**(2,43,21,973)**

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.

3. State of Company affairs

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

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

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

COVID 19:

During these extraordinary times of the COVID-19 pandemic, your Company has been contributing positively to the social and financial well-being of all our stakeholders. Value of human life is of utmost importance, and this fundamental principle continues to guide our business and philanthropic activities. We have come together as an organization, with the combined strengths of to deploy a sustainable and resilient response to this global pandemic.

The Company has already adopted Work from Home for all employees effective from in the month of March, 2020 to minimize the risk and contain the spread of COVID-19 by maintaining social distancing and hygienic practices, for the safety of the people.

The Company is closely monitoring the situation and will take all necessary measures as directed by the Central and State Government and authorities, from time to time. The impact on the operations of the Company cannot be assessed at this point.

The Company has been affected by the COVID-19 pandemic as the company has shifted its Registered Office by vacating the 4th Floor of the office portion by providing the Work from home facility to its employees those who were working on Genius Doc projects and moved the Microsoft Navision and administrative department to the 3rd floor.

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 2019 – 2020.

5. TRANSFER TO RESERVES:

Your Company has accumulated losses amounting to Rs. 2,60,53,795/- brought forward from the previous years. The profit of Rs.1,19,45,485/- earned during the year has been adjusted against the losses and the accumulated losses are reduced to Rs.1,41,08,310/-. 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 2019-20 the Authorized Share Capital and Paid Up Capital as at 31st March 2020 stood at Rs. 12,00,00,000/- and Rs.11,58,54,000/- respectively. During the year under review, the company has not issued Securities nor granted any Stock Options or Sweat Equity.

8. DIVIDEND:

The Directors of the Company do not recommend any dividend during the year under review.

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 available to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

10. MATERIAL CHANGES AND COMMITMENTS AFFECTING 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 31st March 2020 to the date of signing of the Directors Report except–

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY:

The Board of Directors at their meeting held on 29th June, 2020, considered and approved the Shifting of Registered

Office of the Company from existing 3rd and 4th Floor, AVR Towers,6-3-1112, Behind West Side showroom, Near Somajiguda Circle, Begumpet Hyderabad TG 500016 to 3rd Floor, AVR Towers, 6-3-1112, Behind West Side showroom, Near Somajiguda Circle, Begumpet Hyderabad TG 500016.

The Board considered and approved the Shifting of Registered Office of the Company by vacating 4th Floor of the office portion and took note of the Registered Office of the Company.

The Directors of the Company have been informed that the company has taken 2 floors on lease wherein 3rd floor is occupied by Genius Doc team and 4th floor is occupied by the Microsoft Dynamics and administrative department.

The management in their meeting has decided to ask the Genius Doc software team to work from home permanently and decided to vacate the 4th floor and move the Microsoft Dynamics and administrative department to the 3rd floor after following the necessary precautions as given by the government due to Covid-19.

11.PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY:

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

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

12. CORPORATE GOVERNANCE:

The Corporate Governance Report and a certificate by the Statutory Auditors regarding compliance of the conditions of corporate governance by your Company as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this 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:

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

15. MEETING OF INDEPENDENT DIRECTORS:

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

16. VIGIL MECHANISM:

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

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

17. BOARD EVALUATION:

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 evaluation of the Board and Individual Directors is done on annual basis.

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

18. CHANGES IN DIRECTORS:

INDUCTIONS:

Composition of director

During the year under review Mr. Chode Suresh (DIN: 03473921) has resigned from the Board as an Independent Director with effect from 14th August, 2019 and is being appointed as an Additional Non-Executive and Non-Independent Director whose office shall be liable to retire by rotation with effect from 28th August, 2019 in order to comply with the composition of the Board as per the Companies Act 2013.

REGULARIZATION OF CHODE SURESH.

Mr. Chode Suresh (DIN: 03473921) was appointed as an Additional Director of the Company in the Board Meeting held on 28th August 2019 to hold office upto the ensuing Annual General Meeting and has been regularized at the Annual General Meeting held on 30th September, 2019.

RE – APPOINTMENTS:

Mr. Chode Suresh, Director of the Company who is liable to retire by rotation and hence in the current financial year Mr. Chode Suresh (DIN: 03473921) is being considered for the Directors liable to retire by rotation.

Therefore,Mr. Chode Suresh (DIN: 03473921) retire at the ensuing Annual General Meeting and being eligible, seek their re-appointment as no other Directors liable to retire by rotation were available. The Board recommends his re-appointment.

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

RESIGNATIONS:

During the year under review Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) has resigned as Directors of the Company with effect from 18th April 2019 due to uncomforted laborious and absorbing task in arranging the constitutional documents i.e. notary and apostilled documents for filing E-Form DIR-3 KYC with the Registrar of Companies Telangana.The Board places on record their appreciation for the services rendered by them during their tenure as the Directors of the Company.

CHANGES IN KEY MANAGERIAL PERSONNEL

During the year under review Mrs. Thiruvellur Shanthavadhan Maharani has resigned as Company Secretary and Compliance Officer of the company with effect from 1st August 2019 and subsequently Mr. Rahul Kumar Bhangadiya has been appointed as Company Secretary and Compliance Officer of the company with effect from 20th January 2020.

The following are the KMP 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. Mr. Rahul Kumar Bhangadiya – Company Secretary and Compliance Officer

RE-APPOINTMENT OF EXECUTIVE DIRECTOR:

Mr. V. Bala Subramanyam was appointed as the Executive Director of the Company with effect from 1st October, 2017 for a period of three years on the terms and conditions as approved by the Board of Directors and subsequently by the members of the Company in the 23rd Annual General Meeting of the Company held on 25th September, 2017. The term of Mr. V. Bala Subramanyam as the Executive Director of the Company ceases on 30th September, 2020.

During the above tenure of Mr. V. Bala Subramanyam the company has made operating profits every year and has wiped out the 90% of the carry forward losses, these losses were pertaining to previous financial year before his appointment.

Considering the services rendered by Mr. V Bala Subramanyam for the growth of the Company especially the Microsoft Dynamics division and achieving profits for the respective financial years, the Board of Directors based on the recommendation and approval of the Nomination and Remuneration Committee decided to re appoint him as the Executive Directors of the Company for a further period of three years on the terms and conditions mentioned in the notice convening the 26th Annual General Meeting.

Mr. V. Bala Subramanyam have given his consent for re appointment and stated that he stand free from disqualification from being appointed. The Board recommends their reappointment.

19. REGISTRATION OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS DATABANK:

Mr. M Rambabu has Registered himself in the data base of Independent Director for a period of 5 years, Mr. A Rambabu has Registered himself in the data base of Independent director for a period of 1 year and Ms. Rajeswari Immani's registration in the data base for Independent director is pending.

20.NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review 6 (Six) Board meetings were held on the following dates:

a. 18.04.2019
b. 14.08.2019
c. 28.08.2019
d. 13.11.2019
e. 20.01.2020
f. 07.02.2020

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 are accepted by the Board.

21.COMMITTEES OF THE BOARD

a. Audit Committee:

At the beginning of the FY 2019 – 2020, the Audit Committee constituted of Mr. M. Rambabu, Mr. A. Rambabu, Mr. Ch. Suresh, Dr. Murthy Mutyala, Ms. Rajeswari Immani and Dr. Ramachandra Rao Nemani as its members.

Reconstitution of Audit Committee:

During the Financial year under review Dr. Ramachandra Rao Nemani and Dr. Murthy Mutyala, Directors has resigned from the Board of Directors w.e.f 18th April, 2019 and consequent to their resignation the committee was reconstituted by the following members:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Mr. Ch. Suresh
4. Ms. Rajeswari Immani

During the Financial year under review, Mr. Ch Suresh, Independent Director has resigned from the Board of Directors w.e.f 14th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee had the following members consequent to the resignation of Mr. Ch Suresh:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Ms. Rajeswari Immani

Subsequently, Mr. Ch Suresh was appointed as Non-ExecutiveNon-IndependentDirector in the Board Meeting held on 28th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee was reconstituted on 28th August, 2019 consequent to the Appointment of Mr. Ch Suresh as mentioned below:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Mr. Ch. Suresh
4. Ms. Rajeswari Immani

The revised Structure of Audit committee is as under:

Mr. M Rambabu – Chairman

Mr. A Ram Babu – Member

Mr. Chode Suresh – Member

Ms. Rajeswari Immani - Member

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

The Board of Directors have 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 2019-20 and the attendance of members are given in the Corporate Governance Report, which forms part of the Directors Report.

b. Nomination and Remuneration Committee:

At the beginning of the financial year 2019 – 2020 the Nomination and Remuneration Committee consisted of Mr. A. Rambabu, Mr. M. Rambabu, Ms. Rajeswari Immani, Mr. Ch. Suresh and Dr. Murthy Mutyala as its Members.

Reconstitution of Nomination and Remuneration Committee:

During the Financial year under review, Dr. Murthy Mutyala, Director has resigned from the Board of Directors w.e.f 18th April, 2019 and consequent to his resignation the committee was reconstituted by the following members:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Mr. Ch. Suresh
4. Ms. Rajeswari Immani

During the Financial year under review, Mr. Ch Suresh, Independent Director has resigned from the Board of Directors w.e.f 14th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee had the following members consequent to the resignation of Mr. Ch Suresh:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Ms. Rajeswari Immani

Subsequently, Mr. Ch Suresh was appointed as Non Executive Non Independent Director in the Board Meeting held on 28th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee was reconstituted on 28th August, 2019 consequent to the Appointment of Mr. Ch Suresh as mentioned below:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Mr. Ch. Suresh
4. Ms. Rajeswari Immani

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 2019 – 20 and the attendance of members are provided in the Corporate Governance Report, which forms part of the Directors Report.

The revised Structure of Nomination and Remuneration committee is as under:

Mr. A Rambabu – Chairman

Mr. M. Rambabu – Member

Mr. Chode Suresh – Member

Ms. Rajeswari Immani - Member

c. Stakeholders Relationship Committee:

At the beginning of the Financial year the Stakeholders Relationship Committee consisted of Mr. Ch. Suresh, Mr.M. Rambabu and Mr. Bala Subramanyam Vanapalli as its members.

During the Financial year under review, Mr. Ch Suresh, Independent Director has resigned from the Board of Directors w.e.f 14th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee was reconstituted consequent to the resignation of Mr. Ch Suresh as mentioned below:

1. Ms. Rajeswari Immani
2. Mr. M Rambabu
3. Mr. V. Bala Subramanyam

Ms. Rajeswari Immani is the chairman of the Committee. The terms of reference and the details of meetings held during the financial year 2019 – 2020 and the attendance of the members are provided in the Corporate Governance Report, which forms part of the Directors Report.

22. INTERNAL FINANCIAL CONTROL:

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

23. 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 2019 – 20, 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

24.PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the financial year 2019-20 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 scrips of mutual funds, which is outside the purview of the provisions of Section 186 of the Companies Act 2013.

25.TRANSACTIONS WITH RELATED PARTIES:

There were no related party transactions during the year except that entered in the ordinary course of business and on arm's length basis. There were no materially significant related party transactions between your Company and the Directors, promoters, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of company at large. Policy on the related parties as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the company's website: www.b2bsoftech.com.

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.

26. 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.

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

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

28.PARTICULARS OF EMPLOYEES:

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

The 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.

29.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.

30.EXTRACT OF ANNUAL RETURN:

As required under Sub-Section (3) of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return in Form MGT – 9 forms part of this report as Annexure – V. The Annual Return of the company is available on the website of the company at www.b2bsoftech.com.

31.PREVENTION OF INSIDER TRADING:

Your Company has adopted the Code of Fair Disclosure and Code of Conduct for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders.

32.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.

33.AUDITORS:

a. Statutory Auditors:

Pursuant to the provisions of Section 139 (2) (b) the Companies Act, 2013 M/s. Umamaheswara Rao & Co., (Firm Registration No.: 004453S) Chartered Accountants has been re-appointed for a term of three consecutive years from the conclusion of 25th Annual General Meeting until the conclusion of 28th Annual General Meeting without requirement of any further ratification by the members of the Company at subsequent Annual General Meetings..

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 Mrs. K. Jhansi Laxmi, Company Secretary in Whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2019 – 2020. The Secretarial Audit report is annexed herewith 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 2020-21.

REPLY TO OBSERVATION RAISED BY THE SECRETARIAL AUDITOR:

1. The Company is in the process of complying with the requirement of achieving 100% holding of the promoters in demat forms as required under the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015.

34. FRAUDS REPORTED BY AUDITORS:

Neither the Statutory Auditor nor the Secretarial Auditor has reported occurrence of any frauds in the Company during the period under review.

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

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

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 2019-20, the Company has not received any complaints on sexual harassment.

36. 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.

37. 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.

38. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

39. 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.

40. 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.

Place : Hyderabad
Date :14-08-2020

For and on behalf of the Board

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 Rs.)

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 75.3859
5.	Share Capital	33,81,120
6.	Reserve & Surplus	-
7.	Total Assets	62,94,586
8.	Total Liabilities	62,94,586
9.	Investments	-
10.	Turnover	32,926,136
11.	Profit before taxation	6,92,263
12	Provision for taxation	6,92,263
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

Place: Hyderabad
Date: 29-06-2020

Sunil Nemani
Chief Financial Officer

Dr. Ramachandra Rao Nemani
CEO
DIN: 01131212

Rahul Kumar Bhangadiya
Company Secretary
ACS 44666

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	Appointment as Chief Executive Officer
Duration of the contracts / arrangements / transactions	01st January, 2016 to 31st December, 2020	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 five year term with the same terms and conditions. Payment for resources at direct resource cost plus 50% markup.	Reimbursement of travel and local living expenses, Provision of Car, Driver and Boarding while onsite for the business of the ompany. They have waived to receive remuneration	Reimbursement of travel and local living expenses, Provision of Car, Driver and Boarding while onsite for the business of the ompany. They have waived to receive remuneration
Date(s) of approval by the Board, if any	14.08.2015	23.08.2014	23.08.2014
Amount paid as advances, if any	Nil	Nil	Nil

S.No.	Details of Contracts not in the ordinary course of business - Nil	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

Place : Hyderabad
Date :14-08-2020

For and on behalf of the Board

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

YARAMATI SATYANARAYANA
Non - Executive Director
DIN: 00360679

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 ForeignExchange used and earned:

Sl. No.	Particulars of the transaction	2019 – 2020 (in Rs.)	2018 – 2019 (in Rs.)
1.	**Total Foreign Exchange earnings**	5,82,31,073	4,22,49,973
2.	Foreign Exchange outgo	-	-
	a. on account of import	-	-
	b. on account of import of Equipment	-	-
	c. on account of Travel	3,12,094	41,485
	d. on account of payment of dividend	-	-
Total Foreign Exchange outgo		**3,12,094**	**41,485**

Place : Hyderabad
Date :14-08-2020

For and on behalf of the Board

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, 2020

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 2019 – 20	Mr. V Bala Subramanyam (Annualised) Dr. Y Satyanarayana Mr. M. Rambabu Mr. A. Rambabu Mr. CH Suresh Ms. Rajeswari Immani	9.89:1 NA NA NA NA 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 2019 – 20	**DIRECTORS** Dr. Y Satyanarayana Mr. M Rambabu Mr. A Rambabu Mr. CH Suresh Ms. RajeswariImmani **KEY MANAGERIAL PERSONNEL** Dr. Ram Nemani Mr. V. Bala Subramanyam Mr. Sunil Nemani Ms. T S Maharani * Mr. Rahul Kumar Bhangadiya**	 NA NA NA NA NA NA (0.62) NA 261.30 100
3.	The percentage increase in the median remuneration of employees in the financial year 2019 – 20	7.49	
4.	The number of permanent employees on the rolls of the Company as on 31stMarch, 2020	90	
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 2019 – 20 was 27.63% in comparison with (27.13)% increase managerial remuneration.	
6.	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended 31st March 2020 as per the remuneration policy of the Company.	

* Resigned as Company Secretary w.e.f 1st August, 2019

** Appointed as Company Secretary w.e.f 20th January, 2020.

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, 2020

(A) Personnel who are in receipt of remuneration aggregating not less than Rs.1,02,00,000 per annum and employed through out of the financial year						
Name	**Designation & Nature of Duties**	**Remuneration (Gross)**	**Qualification**	**Date of Commencement of Employment**	**Age in Years**	**Last Employment**
			NIL			

B) Personnel who are in receipt of remuneration aggregating not less than Rs.8,50,000 per month and employed for part of the financial year						
Name	**Designation & Nature of Duties**	**Remuneration (Gross)**	**Qualification**	**Date of Commencement of Employment**	**Age in Years**	**Last Employment**
			NIL			

Place : Hyderabad
Date :14-08-2020

For and on behalf of the Board

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

YARAMATI SATYANARAYANA
Non - Executive Director
DIN: 00360679

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

Extract of Annual Return

as on the financial year ended on 31.03.2020

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	**L72200TG1994PLCO18351**
ii)	Registration Date:	20.09.1994
iii)	Name of the Company:	**B2B SOFTWARE TECHNOLOGIES LIMITED**
iv)	Category / Sub – Category of the Company:	Indian Non-Government Company and Company Limited by Shares
v)	Address of the Registered Office of the Company and contact details:	D. No. 6-3-1112, 3rd & 4th Floor, AVR Towers, Behind Westside Showroom, Near Somajiguda Circle, Begumpet, Hyderabad – 500016, Telangana. Tel: 23372522 /23375926Fax: 23322385 Email: investorservice@b2bsoftech.com Website: www.b2bsoftech.com,
vi)	Whether Listed Company:	**YES**
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	CIL SECURITIES LTD 214,RaghavaRatna Towers, Chirag Ali Lane, Hyderabad - 500001 Phone No - 040-66612090 / 23202465 / 23203155 Email: rta@cilsecurities.com

II. PRINCIPAL BUSIENSS ACTIVITIES OF THE COMPANY:

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

IV. Share holding pattern (Equity)

I) Category wise shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (As at 01-04-2019)				No. of shares held at the end of the year (As at 31-03-2020)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	156165	248280	404445	3.49%	156165	248280	404445	3.49%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corporate	1511000	0	1511000	13.04%	1511000	0	1511000	13.04%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (1):	**1667165**	**248280**	**1915445**	**16.53%**	**1667165**	**248280**	**1915445**	**16.53%**	**0.00%**
(2) Foreign									
a) NRIs – Individuals	3960202	1360270	5320472	45.92%	3960202	1360270	5320472	45.92%	0.00%
b) Other – Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corporate	0	1290900	1290900	11.14%	0	1290900	1290900	11.14%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (2):	**3960202**	**2651170**	**6611372**	**57.07%**	**3960202**	**2651170**	**6611372**	**57.07%**	**0.00%**
Total Shareholding of Promoter (A) = (A) (1)+ (A) (2)	**5627367**	**2899450**	**8526817**	**73.60%**	**5627367**	**2899450**	**8526817**	**73.60%**	**0.00%**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (B) (1):	**0**	**0**	**0**	**0.00%**	**0**	**0**	**0**	**0.00%**	**0.00%**
2. Non Institutions:									
a) Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Indian	36398	1000	37398	0.32%	11987	1000	12987	0.11%	-0.21%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Individualshareholders holding nominal share capital upto Rs.1 lakh	598303	174221	772524	6.67%	597127	173121	770248	6.65%	-0.02%
Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1305961	342700	1648661	14.23%	1332648	342700	1675348	14.46%	0.23%
Others (specify) B2B ESOP TRUST	0	600000	600000	5.18%	0	600000	600000	5.18%	0.00%
Sub Total (B) (2):	**1940662**	**1117921**	**3058583**	**26.40%**	**1941762**	**1116821**	**3058583**	**26.40%**	**0.00%**
Total Public Shareholding (B) = (B) (1)+(B)(2)	**1940662**	**1117921**	**3058583**	**26.40%**	**1941762**	**1116821**	**3058583**	**26.40%**	**0.00%**
C. Shares held by Custodians for GDRs and ADRs	**0**	**0**	**0**	**0.00%**	**0**	**0**	**0**	**0.00%**	**0.00%**
Grand Total (A+B+C)	**7568029**	**4017371**	**11585400**	**100.00%**	**7569129**	**4016271**	**11585400**	**100.00%**	**0.00%**

II) Share holding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the Year (As at 01-04-2019)			Shareholding at the end of the Year (As at 31-03-2020)			
		No. of Shares	% of the total shares of the Company	% of shares pledged/ encumbered to total shares	No. of Shares	% of the total shares of the Company	% of shares pledged/ encumbered to total shares	% change in shareholding during the year
1	RAMACHANDRA RAO NEMANI	2458760	21.22%	-	2458760	21.22%	-	-
2	RAVILEELA GRANITES LTD	1511000	13.04%	-	1511000	13.04%	-	-
3	RAM NEMANI DEF. BEN. PENSION PLAN TRUST	1087600	9.39%	-	1087600	9.39%	-	-
4	JANAKIRAMA VARMA MEKA	1085270	9.37%	-	1085270	9.37%	-	-
5	SHARMILA NEMANI	496700	4.29%	-	496700	4.29%	-	-
6	SUNIL NEMANI	373600	3.22%	-	373600	3.22%	-	-
7	MURTHY MUTHYALA	351150	3.03%	-	351150	3.03%	-	-
8	VINITHA P VARMA	250300	2.16%	-	250300	2.16%	-	-
9	PRATHIMA NEMANI	233400	2.01%	-	233400	2.01%	-	-
10	P RAVINDRA REDDY	212110	1.83%	-	212110	1.83%	-	-
11	VARMA J MEKA DEF.BEN. PENSION PLAN TRUST	203300	1.75%	-	203300	1.75%	-	-
12	J VASANTHA	119605	1.03%	-	119605	1.03%	-	-
13	CHENDRA L J MEKHA	60000	0.5179%	-	60000	0.52%	-	-
14	DR K LAHIRI	21580	0.19%	-	21580	0.19%	-	-
15	HARSHINI	18000	0.16%	-	18000	0.16%	-	-
16	SAMANTHAREDDY	15900	0.14%	-	15900	0.14%	-	-
17	NEELAM JAYANTH REDDY	7900	0.07%	-	7900	0.07%	-	-
18	KRISHNA VARMA MEKA	6270	0.05%	-	6270	0.05%	-	-
19	ANJANEYULU KROTHAPALLI	5022	0.04%	-	5022	0.04%	-	-
20	P LEELAVATHI	2510	0.02%	-	2510	0.02%	-	-
21	N LAVANYA REDDY	2500	0.02%	-	2500	0.02%	-	-
22	S RAMESH	2000	0.02%	-	2000	0.02%	-	-
23	R SUBBARAMI REDDY	1010	0.01%	-	1010	0.01%	-	-
24	L PRATAP REDDY	1000	0.01%	-	1000	0.01%	-	-
25	SRINIVAS REDDY P	300	0.00%	-	300	0.00%	-	-
26	J MADAN MOHAN REDDY	10	0.00%	-	10	0.00%	-	-
27	N CHINNAPPA REDDY	10	0.00%	-	10	0.00%	-	-
28	ARUN RAJ	10	0.00%	-	10	0.00%	-	-
	TOTAL	**85,26,817**	**73.60%**	**0.00%**	**85,26,817**	**73.60%**	**0.00%**	**0%**

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

There is no change in the Promoters holding during the financial year 2019 – 2020

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

		Shareholding at the beginning of the year (As at 01-04-2019)					Shareholding at the end of the year (As at 31-03-2020)	
Sl. No	Shareholder's Name	No. of shares	% of the total shares of the Company	Date	Increase / Decrease in share holding	Reason	No. of shares	% of the total shares of the Company
1	PENMETSA SATYAVATI VARMA	6,62,400	5.72%	-	-	Nil Movement	6,62,400	5.72%
2	B2BESOP TRUST	6,00,000	5.18%	-	-	Nil Movement	6,00,000	5.18%
3	MARNI RAMA DEVI	2,34,700	2.03%	-	-	Nil Movement	2,34,700	2.03%
4	ADISESHA B REDDY	1,97,000	1.70%	-	-	Nil Movement	1,97,000	1.70%
5	DHEERAJ KUMAR LOHIA	1,06,260	0.92%	-	-	Nil Movement	1,06,260	0.92%
6	DEEPINDER SINGH POONIAN	62,029	0.54%	-	-	Sale	24,923	0.22%
7	KOPPISETTI VENKATA RAMANA	59,990	0.52%	-	-	Nil Movement	59,990	0.52%
8	PRAVALLIKA MADHAVAPURI	-	0.00%	-	-	Purchase	49,498	0.43%
9	MARAM REDDY RAJARAM REDDY	43,400	0.37%	-	-	Nil Movement	43,400	0.37%
10	MANISH DHINGRA	38,608	0.33%	-	-	Nil Movement	38,608	0.33%
11	VIJAY KUMAR BANGAD	25,649	0.22%			Nil Movement	25,649	0.22%
	GRAND TOTAL	**20,30,036**			**-**		**20,42,428**	

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	For each of the Directors and Key Managerial Personnel **DIRECTORS**	Shareholding at the beginning of the year (As at 1st April 2019)		Shareholding at the beginning of the year (As at 31st March 2020)	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1	Dr. RAMACHANDRA RAO NEMANI *	2458760	21.22%	2458760	21.22%
2	Dr. MURTHY MUTYALA*	351150	3.03%	351150	3.03%
3	Dr. Y SATYANARAYANA	0	0	0	0
4	Mr. M RAMBABU	0	0	0	0
5	Mr. A RAMBABU	0	0	0	0
6	Mr. CH SURESH	0	0	0	0
7	Ms. IMMANI RAJESWARI	0	0	0	0
8	Mr. V BALA SUBRAMANYAM	0	0	0	0
	KEY MANAGERIAL PERSONNEL				
1	Dr. RAMACHANDRA RAO NEMANI (CEO)	2458760	21.22%	2458760	21.22%
2	Mr. SUNIL NEMANI (CFO)	373600	3.22%	373600	3.22%
3	Mr. V BALA SUBRAMANYAM (Executive Director)	0	0	0	0
4	Mrs. T S MAHARANI (Company Secretary)#	0	0	0	0
5	Mr. Rahul Kumar Bhangadiya (Company Secretary) ##	0	0	0	0

* Resigned as Directors of the company w.e.f 18th April, 2019.
# Resigned as Company Secretary w.e.f 1st August, 2019.
Appointed as Company Secretary w.e.f 20th January, 2020.

V. INDEBTEDNESS

The Company has not made any borrowings during the financial year 2019 – 2020. The Company also does not have outstanding borrowings as at the beginning of the financial year.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

Sl. No	Particulars of Remuneration	Mr. V Bala Subramanyam DIN: 06399503 Wholetime Director	Total Amount
	Gross Salary		
	(a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	3,000,000	3,000,000
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	1,59,955	1,59,955
	(C)Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-
	Stock option	-	-
	Sweat equity		
	Commission	-	-
	- as % of profit - Others	-	-
	Others (Retirals)	-	-
	TOTAL	3,159,955	3,159,955
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)		

B. REMUNERATION TO OTHER DIRECTORS:

Sl No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	**Independent Directors**	Mr. M. Rambabu DIN: 03473901	Mr. A. Rambabu DIN: 03473906	Mr. Ch. Suresh DIN: 03473921	Ms. I Rajeswari DIN: 07127791	
	Fee for attending board/ committee meetings	50,000	50,000	50,000	30,000	180,000
	Commission	-	-	-		-
	Others	-	-	-		-
	TOTAL (1)	50,000	50,000	50,000	30,000	180,000
2	**Other Non-Executive Directors**	Dr. Y Satyanarayana DIN: 00360679				
	Fee for attending board/ committee meetings	30,000	-	-	-	30,000
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
	TOTAL (2)	30,000	-	-	-	30,000
	TOTAL (B) = (1+2)	80,000	50,000	50,000	30,000	210,000
	Total managerial remuneration (A+B)	-	-	-	-	-
	Overall ceiling as per the Act (@11& of profits calculated under section 198 of the Companies Act, 2013)	-	-	-	-	-

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

Sl. No	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		CEO	CFO	Company Secretary	Company Secretary	
		Dr. Ramachandra Rao Nemani	Mr. Sunil Nemani	Mrs. T. S. Maharani #	Mr. Rahul Kumar Bhangadiya##	
1	Gross Salary					
	(a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	-	-	1,04,000	71,612	1,75,612
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-	-	-
	(C) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock option	-	-	-	-	-
3	Sweat equity	-	-	-	-	-
4	Commission - as % of profit - Others	-	-	-	-	-
5	Others (Retirals)	-	-	-	-	-
	TOTAL	-	-	1,04,000	71,612	1,75,612

* Resigned w.e.f 1st August, 2019
** Appointed w.e.f 20th January, 2020

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

BSE Limited has imposed a fine of Rs. 1,74,640/- (including GST) for non compliance with the requirement to appoint a qualified Company Secretary as the Compliance Officer as per Regulation 6(1) of the SEBI (LODR) Regulation, 2015 for FY 2018-19 which has been paid in FY 2019-20.

Place : Hyderabad
Date :14-08-2020

For and on behalf of the Board

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

YARAMATI SATYANARAYANA
Director
DIN: 00360679

Secretarial Audit Report

For the Financial Year Ended 31st March, 2020
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided 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 31st March, 2020, 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 31st March, 2020 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; except for delay in filing the Form DIR-12 relating to "Resignation of Company Secretary " due to technical reason.

   During the period of Audit, the Company has appointed Mr. Rahul Kumar Bhangadiya as Company Secretary and Compliance Officer w.e.f January 20, 2020.

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

   (i) The Company is not complying with the requirement of maintaining 100% of promoters holding in demat form.

   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 is observed that an amount of Rs.60,00,000/- is advanced to B2B ESOP Trust in February 2008, for allotment of shares to employees under ESOP Scheme, but as per the information obtained, none of the employees have exercised their options and 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 and except for the following:

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

(b) The Company has made a total payment of Rs. 1,74,640/- (including GST) during the FY 2019-20 i.e., during the Audit period for non-compliance with the requirement to appoint a qualified company secretary as compliance Officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015 for FY 2018-19.

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.

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.

Note: Due to COVID-19 pandemic, there was no possibility to visit the company due to travel restrictions imposed by the State/Centre. I had inspected all the relevant documents necessary for secretarial Audit Report based upon the information provided by the company through online mode and also reviewed the documents available on the websites of the stock exchange and the company. The audit was conducted in a manner that provided me a reasonable basis for evaluating all the documents and records and expressing my opinion thereon.

K. Jhansi Laxmi
Company Secretary in Practice
CP No:10744
UDIN:A016577B000596277
generated on 19/08/2020

Place:Hyderabad
Date:14-08-2020

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE – A

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

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable 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. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
4. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. 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.
6. 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.

K. Jhansi Laxmi
Company Secretary in Practice
CP No:10744
UDIN:A016577B000596277
generated on 19/08/2020

Place:Hyderabad
Date:14-08-2020

MANAGEMENT DISCUSSION AND ANALYSIS

B2B - Health Care Division

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

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

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

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

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

B2B in the Microsoft Dynamics world

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

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

With more than 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 tying times we have tied up with other Partners in exploring the options of extending Payroll for other countries.

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

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

Risk and Risk Mitigations:

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

CORPORATE GOVERNANCE

Report Pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the requirements of Corporate Governance is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

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

2. BOARD OF DIRECTORS:

Composition and Functions:

The Board consists of 6 Directors with considerable professional experience and expertise in various fields. The Board of Directors has the ideal composition with more than half the directors being non-executive directors. Since the Company has a non-executive Chairman, the Board's composition meets the stipulated requirement of at least one-third of the Board comprising independent directors.

None of the non-executive directors have any pecuniary relationship or transactions with the Company, except receiving sitting fees for attending Board and Committee Meetings.

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

6 (Six) Board Meetings were held during the financial year 2019 – 2020 on the following dates:

1. 18.04.2019
2. 14.08.2019
3. 28.08.2019
4. 13.11.2019
5. 20.01.2020
6. 07.02.2020

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

The details of the attendance of directors at meetings of the Board and annual general meeting, held during the year (starting from 1st April 2019 to 31st March 2020), 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)	1	NO	Nil	Nil
Mr. V. Bala Subramanyam (Non-Promoter and Executive Director)	6	YES	1	Nil
Mr. A. Rambabu (Non-Promoter and Independent Director)	6	YES	Nil	Nil
Mr. M. Rambabu (Non-Promoter and Independent Director)	6	YES	Nil	Nil
Mr. Ch. Suresh (Non-Promoter and Non-Independent Director)	5	YES	Nil	Nil
Ms. Immani Rajeswari (Non-Promoter and Independent Woman Director)	4	YES	Nil	Nil

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) had resigned as Directors of the Company with effect from 18th April 2019.

Name of the Director and category of Directorship	Other Directorships	Shares held in the Company
Dr. Y. Satyanarayana, Director (Promoter and Non-Executive Director)	NIL	NIL
Mr. V. Bala Subramanyam, Executive Director (Non-Promoter and Whole Time Director)	Stellar IT Solutions Private Limited	NIL
Mr. A. Rambabu (Non-Promoter and Independent Director)	NIL	NIL
Mr. M. Rambabu (Non-Promoter and Independent Director)	NIL	NIL
Mr. Ch. Suresh (Non-Promoter and Non-Independent Director)	NIL	NIL
Ms. Immani Rajeswari (Non-Promoter and Independent Woman Director)	NIL	NIL

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) had resigned as Directors of the Company with effect from 18th April 2019.

- During the year 2019 – 2020, 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.

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 – www.b2bsoftech.com.

SKILLS/EXPERTISE OF THE BOARD OF DIRECTORS:

The Company has diverse and highly qualified members in the Board and firmly believes that their expertise and skills in specialized areas are immensely beneficial to the company.

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.
7	RAMACHANDRA RAO NEMANI #	Director & CEO	Dr. Ram Nemani is the Chairman of the Company, is a Non resident Doctor based in USA for past 3 decades with vast experience in the field of IT and Medicine. He is also a strategic advisor to portals like Onestopmd.com, GeniusRx.com etc. He holds several patents pending focused on healthcare incorporating Internet technologies. He has been on faculty as Assistant Professor of Medicine, Los Angeles, USA. He has held positions of Honours Director of Cardiac and intensive care unit ssat High Desert Hospital, Lancaster, C.A.
8	DR. MURTHY MUTYALA ##	Director	Dr. Murthy Mutyala is a graduate in Medicine from Rangaraya College, Kakinada and he is presently Chief of Medicine and Chief of Staff, V.A. Medical Center, Marlin, Texas. He has got many awards during his career including Gold Medal from the Chief Minister of Andhra Pradesh in the year 2008 and very actively involved in community services for the upliftment of poor people.

Resigned w.e.f 18th April, 2019 as Director ## Resigned w.e.f 18th April, 2019 as Director

CONFIRMATION FROM THE BOARD:

The Board of Directors be and 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 – www.b2bsoftech.com.

3. AUDIT COMMITTEE:

(a) Terms of reference:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

   b. Changes, if any, in accounting policies and practices and reasons for the same

   c. Major accounting entries involving estimates based on the exercise of judgment by management

   d. Significant adjustments made in the financial statements arising out of audit findings

   e. Compliance with listing and other legal requirements relating to financial statements

   f. Disclosure of any related party transactions

   g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;

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

Reconstitution of Audit Committee:

At the beginning of the FY 2019 – 2020, the Audit Committee constituted of Mr. M. Rambabu, Mr. A. Rambabu, Mr. Ch. Suresh, Dr. Murthy Mutyala, Ms. Rajeswari Immani and Dr. Ramachandra Rao Nemani as its members.

Reconstitution of Audit Committee:

During the Financial year under review Dr. Ramachandra Rao Nemani and Dr. Murthy Mutyala, Directors has resigned from the Board of Directors w.e.f 18th April, 2019 and consequent to their resignation the committee was reconstituted by the following members:

1. Mr. A. Rambabu

2. Mr. M. Rambabu

3. Mr. Ch. Suresh

4. Ms. Rajeswari Immani

During the Financial year under review, Mr. Ch Suresh, Independent Director has resigned from the Board of Directors w.e.f 14th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee had the following members consequent to the resignation of Mr. Ch Suresh:

1. Mr. A. Rambabu

2. Mr. M. Rambabu

3. Ms. Rajeswari Immani

Subsequently, Mr. Ch Suresh was appointed as Non-Executive Non-Independent Director in the Board Meeting held on 28th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee was reconstituted on 28th August, 2019 consequent to the Appointment of Mr. Ch Suresh as mentioned below:

1. Mr. A. Rambabu

2. Mr. M. Rambabu

3. Mr. Ch. Suresh

4. Ms. Rajeswari Immani

The revised Structure of Audit committee is as under:

Mr. M Rambabu – Chairman

Mr. A Ram Babu – Member

Mr. Chode Suresh – Member

Ms. Rajeswari Immani - Member

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

Name of the Member	Category	Attendance at the meetings held on			
		18.04.2019	14.08.2019	13.11.2019	07.02.2020
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	No	Yes	Yes	Yes
Mr. Ch. Suresh	Non- Independent Non-Executive	Yes	No	Yes	Yes

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.

4. NOMINATION AND REMUNERATION COMMITTEE:

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

(a) Terms of Reference:

1. Identify persons who are qualified to become Directors in accordance with the criteria laid down;
2. Lay down the criteria for appointment at senior management level;
3. Recommend to the Board, appointment and removal of Directors;
4. To vet and approve recommendations from the Executive Directors for the appointment and succession of senior managers;
5. Formulate 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.

Reconstitution of Nomination and Remuneration Committee:

At the beginning of the financial year 2019 – 2020 the Nomination and Remuneration Committee consisted of Mr. A. Rambabu, Mr. M. Rambabu, Ms. Rajeswari Immani, Mr. Ch. Suresh and Dr. Murthy Mutyala as its Members.

During the Financial year under review, Dr. Murthy Mutyala, Director has resigned from the Board of Directors w.e.f 18th April, 2019 and consequent to his resignation the committee was reconstituted by the following members:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Mr. Ch. Suresh
4. Ms. Rajeswari Immani

During the Financial year under review, Mr. Ch Suresh, Independent Director has resigned from the Board of Directors w.e.f 14th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee had the following members consequent to the resignation of Mr. Ch Suresh:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Ms. Rajeswari Immani

Subsequently, Mr. Ch Suresh was appointed as Non-Executive Non-Independent Director in the Board Meeting held on 28th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee was reconstituted on 28th August, 2019 consequent to the Appointment of Mr. Ch Suresh as mentioned below:

1. Mr. A. Rambabu
2. Mr. M. Rambabu
3. Mr. Ch. Suresh
4. Ms. Rajeswari Immani

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

Name of the Member	Category	Attendance at the meetings held on		
		18.04.2019	28.08.2019	20.01.2020
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	LOA	Yes
Ms. Rajeswari Immani	Independent Non-Executive	LOA	Yes	Yes

(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	30,000
2.	Mr. A. Rambabu	50,000
3.	Mr. M. Rambabu	50,000
4.	Mr. Ch. Suresh	50,000
5.	Ms. Rajeswari Immani	30,000

(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	30,00,000	1,59,955	-	Appointed for 3 years	As per rules of Company	31,59,955

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: www.b2bsoftech.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.

5. STAKE HOLDERS RELATIONSHIP COMMITTEE:

At the beginning of the Financial year the Stakeholders Relationship Committee consists of Mr. Ch. Suresh, Mr. M. Rambabu and Mr. Bala Subramanyam Vanapalli.

During the Financial year under review, Mr. Ch Suresh, Independent Director has resigned from the Board of Directors w.e.f 14th August, 2019 to comply with the composition of the Board as prescribed under the provisions of Section 149 of the Companies Act, 2013.

The committee was reconstituted consequent to the resignation of Mr. Ch Suresh as mentioned below:

1. Ms. Rajeswari Immani

2. Mr. M Rambabu

3. Mr. V. Bala Subramanyam

Ms. Rajeswari Immani is the chairman of the Committee. The terms of reference and the details of meetings held during the financial year 2019-20 and the attendance of the members are provided in the Corporate Governance Report, which forms part of the Directors Report.

The members of the Stakeholders Relationship Committee are as follows:

Sl. No.	Name of the Member	Designation	Attendance of the Meeting held on 10.12.2019
1.	Ms. Rajeswari Immani	Chairman	Yes
2.	Mr. M. Rambabu	Member	Yes
3.	Mr. V. Bala Subramanyam	Member	Yes

The Share Transfer Committee approves the transfer of shares, where shares are held in physical form and issues duplicate share certificates as per the provisions of the Companies Act, 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 transfers, transmissions, issue of duplicate share certificate etc. There are no requests for share transfers pending for the year under review.

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

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

5A INDEPENDENT DIRECTORS MEETING

During the year, the Independent Directors met on Monday, the 13th November, 2019 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.

6. 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.

7. 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 an Annual basis.

The policy on determining material subsidiaries is available on the website of the Company i.e., www.b2bsoftech.com. The financials of the individual subsidiary for the financial year 2019 – 2020 and for the previous years are available on the Company's website www.b2bsoftech.com.

8. DISCLOSURES:

(i) Related party Transactions:

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

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

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31st March 2020. The details of related party transactions are disclosed in Note No. 31 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.

BSE Limited has imposed a fine of Rs.1,74,640/- (including GST) for non-compliance with the requirement

to appoint a qualified Company Secretary as the Compliance Officer as per Regulation 6(1) of the SEBI (LODR) Regulations, 2015 for FY 2018-19 which has been paid in FY 2019-20.

(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.

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.

Sl. 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, 2014. 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 31st March 2020 your Company's Board has obtained declarations from the senior management relating to any material, financial and commercial transactions where they have personal interest that may have a potential conflict with the interests of the Company at large.

(viii) Shareholders' Information

The quarterly results are sent to the stock exchanges on which the Company's shares are listed so as to display the same on its own website i.e., www.b2bsoftech.com. During the year there were no presentations made by the Company to analysts.

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

(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.

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/CFO certification for the year ended 31st March 2020 has been attached at the end of this report. Similarly, the CEO/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 Non-Executive Chairman is allowed to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. Also, the post of Chairman and Managing Director/CEO is held by separate persons. 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 www.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 www.b2bsoftech.com.

(xiii) Policy on Material Subsidiaries.

The Policy for determining 'material' subsidiaries is available on the website of the company www.b2bsoftech.com.

(xiv) Policy on Related Party Transactions.

The Policy on dealing with related party transactions is available on the website of the company www.b2bsoftech.com.

(xv) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year ended March 31, 2020.

(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 Committees 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, 2020:

Sl. 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	3,500/-
	Total	1,83,500/-

9. 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:

10. 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

11. 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, during the year under review no amount have been transferred to Investor Education and Protection Fund (IEPF).

12. Proceeds from public issues, right issues, preferential issues etc.

During the year ended March 31, 2020 there were no proceeds from public issues, right issues, preferential issues, etc.

13. GENERAL BODY MEETINGS:

Location and date/time of last three Annual General Meetings

Year	Location	Date	Time
2018 – 2019	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	30th September 2019	11.00 A.M.
2017 – 2018	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	28th September 2018	11.00 A.M.
2016 – 2017	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	25th September, 2017	10.30 A. M.

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

a. Annual General Meeting held on 30th September 2019

One Special Resolution was passed as mentioned herein:

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

b. Annual General Meeting held on 28th September 2018

Five Special Resolution was passed as mentioned herein:

1. To re-appoint Mr. Arumilli Rambabu as an Independent Director.
2. To re-appoint Mr. Chode Suresh as an Independent Director.
3. To re-appoint Mr. Ram Babu Mutyala as an Independent Director.
4. Alteration of Memorandum of Association as per the provisions of Companies Act 2013.
5. Alteration of Articles of Association as per the provisions of Companies Act 2013.

c. Annual General Meeting held on 25th September 2017

No Special Resolution was passed.

No special resolution requiring a postal ballot was passed during the last three years. The Company is not proposing to pass any resolutions through postal ballot at the ensuing Annual General Meeting.

14. MEANS OF COMMUNICATION:

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

The results of the Company are displayed on www.b2bsoftech.com. No presentations were made to either analysts or Investors during the financial year 2019 – 2020.

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

15. 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)

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

Date : 26th September, 2020 (Saturday)

Time : 10.00 AM

Financial Calendar: 1st April 2020 to 31st March 2021

1st Quarterly Results	Half Yearly Results	3rd Quarter	4th Quarter
August, 2020	November 2020	February 2021	May 2021

B. Date of Book Closure: NIL

C. Dividend Payment Date:

No Dividend is recommended for the financial year 2019– 2020

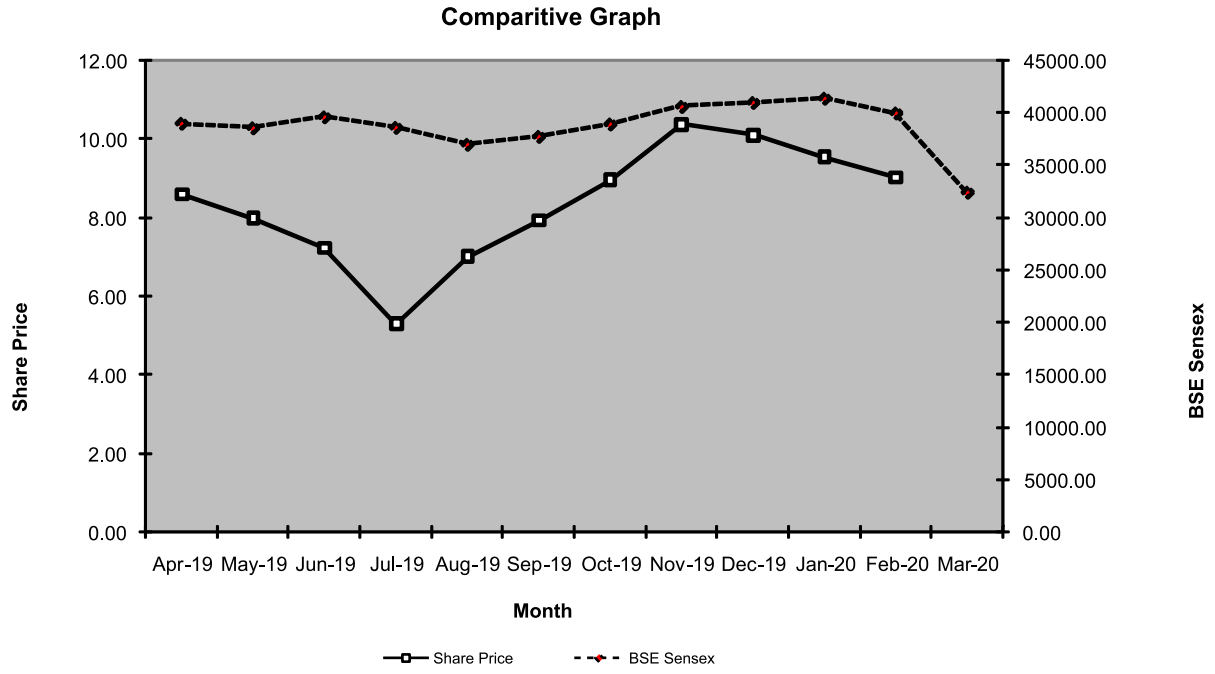
D. Listing on Stock Exchanges and Stock code:

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 2019 – 2020.

E. Market Price Date: High/Low during each month in last financial year (2019 – 2020)

Period	BSE Limited, Mumbai	
	High	Low
April, 2019	9.55	7.64
May, 2019	9.40	6.54
June, 2019	9.00	5.43
July, 2019	6.40	4.14
August, 2019	7.70	6.30
September, 2019	8.52	7.32
October, 2019	9.38	8.52
November, 2019	11.38	9.38
December, 2019	10.10	10.10
January, 2020	10.50	8.58
February, 2020	9.45	8.58
March, 2020	0.00	0.00

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:

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

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

I. Distribution of shareholding:

No. of shares slab	No. of shareholders				No. of shares					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
upto 5000	683	1129	1812	96.90%	181171	4.51%	506814	6.70%	687985	5.94%
5001-10000	1	15	16	0.86%	6270	0.16%	117522	1.55%	123792	1.07%
10001-20000	4	10	14	0.75%	67910	1.69%	127967	1.69%	195877	1.69%
20001-30000	1	5	6	0.32%	25600	0.64%	117495	1.55%	143095	1.24%
30001-40000	0	1	1	0.05%	0	0.00%	38608	0.51%	38608	0.33%
40001-50000	1	1	2	0.11%	43400	1.08%	49498	0.65%	92898	0.80%
50001-100000	0	2	2	0.11%	0	0.00%	119990	1.59%	119990	1.04%
100001 & above	9	8	17	0.91%	3691920	91.92%	6491235	85.76%	10183155	87.90%
Total	**699**	**1171**	**1870**	**100%**	**4016271**	**100%**	**7569129**	**100%**	**11585400**	**100%**

Forfeited Shares: 15400 Equity Shares

Sl. No	Category	No. of Shares	%
1.	Promoters & Associates	8526817	73.60
2.	Private Body Corporates	12987	0.11
3.	Indian Public	2846996	24.57
4.	Non-Resident Individuals and OCBs	198600	1.71
	Total	**11585400**	**100**

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: advisors@cilsecurities.com

International Securities Identification Number (ISIN): INE151B01011

The Company has entered into Agreements with NSDL and CDSL, and as on 31st March 2020, 75,69,129 Equity Shares have been dematerialized, constituting 65.33% 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,

3rd and 4th Floor, AVR Towers, 6 – 3 – 1112,

Behind West Side Showroom, Near Somajiguda Circle,

Begumpet, Hyderabad – 500016

investorservice@b2bsoftech.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 31st March 2020.

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

Hyderabad
14th August, 2020

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

Hyderabad
14th August, 2020

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
3rd & 4th 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 3rd & 4th 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) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 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, such other Statutory Authority.

Ensuring the eligibility of 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

D S M Ram
Proprietor
C. P. No. 4239
UDIN: A014939B000579690

Place: Hyderabad
Date: 14-08-2020

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 March 2020, 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: 20211639AAAAIH5798
FRN 004453S

Place: Hyderabad
Date: 14-08-2020

INDEPENDENT AUDITORS' REPORT

The Members

M/s B2B Software Technologies Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind ASfinancial statements ofM/sB2B Software Technologies Limited ("the Company"), which comprise the balance sheet as at March 31st,2020, 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 31st, 2020, 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 opinionon 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
Revenue from Operations: 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.
Principle Audit Procedures 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 : 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 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.

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 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 relatedto 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, 2016 ("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, 2020, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2020 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"; and
   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 remunerationpaid 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.

For Umamaheswara Rao & Co.,
Chartered Accountants
R R Dakshinamurthy
Partner
Membership No: 211639
FRN : 004453S
UDIN: 20211639AAAAGP3380

Place: Hyderabad
Date: 29-06-2020

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 31st March 2020, we report that:

(i) In respect of Company's fixed assets:

a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b. The Company has a regular programme of physical verification of its fixed assets 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 the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company

(ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

(iii) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year.

(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 and investments 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) According to the information and explanations given to us and on the basis of examination of books of accounts, the Company has been regular in depositing Provident Fund, Employees State Insurance Dues, Goods and Service Tax, VAT, Income tax and Sales tax with appropriate authorities. According to the information and explanations given to us, no undisputed dues payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales tax, VAT Customs Duty, Service Tax, Goods and Service Tax and Cess were outstanding as at 31st March 2020 for a period of more than six months from the date they became payable.

a) 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) The Clause relating to payment of dues to any financial institution/Bank/Debenture holders is not applicable, as the company has not borrowed any loans from any financial institution/Bank/Debenture holders.

According to the information and explanations provided to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x) 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.

xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 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, 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) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

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, paragraph 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.

For Umamaheswara Rao & Co.,
Chartered Accountants

R R Dakshinamurthy
Partner
Membership No: 211639
FRN : 004453S
UDIN: 20211639AAAAGP3380

Place: Hyderabad
Date: 29-06-2020

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 31st March 2020 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, 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 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 31st March 2020, 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: 20211639AAAAGP3380

Place: Hyderabad
Date: 29-06-2020

Balance Sheet as at March 31, 2020

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

Particulars	Note No.	As at 31-03-2020	As at 31-03-2019
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	3	20,06,632	22,02,652
(b) Intangible assets	4	929	929
(c) Financial Assets			
(i) Investments	5	33,81,120	33,81,120
(ii) Loans	6	60,00,000	60,00,000
(iii) Other financial assets			
(d) Deferred tax assets (net)			
(e) Other non-current assets	7	7,86,713	7,46,713
		1,21,75,394	**1,23,31,414**
2. Current assets			
(a) Inventories	8	3,01,301	3,93,077
(b) Financial Assets			
(i) Current Investments	9	7,15,48,349	6,57,95,806
(ii) Trade receivables	10	1,21,64,584	1,13,67,800
(iii) Cash and cash equivalents	11	1,77,98,876	40,32,179
(iv) Bank balances other than (iii) above	12	1,02,75,220	1,44,51,335
(v) Loans	13	1,15,654	1,29,103
(vi) Other financial assets			
(c) Current tax assets (Net)			
(d) Other current assets	14	69,96,524	45,50,005
		11,92,00,509	**10,07,19,305**
3. Non-current assets held for sale		-	-
Total Assets		**13,13,75,908**	**11,30,50,719**
II. EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	15	11,59,31,000	11,59,31,000
(b) Other equity		(1,41,08,310)	(2,60,53,795)
		10,18,22,690	**8,98,77,205**
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Other non-current liabilities		-	-
		-	-
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables	16	54,68,360	34,77,245
(iii) Other financial liabilities			
(b) Other current liabilities	17	1,03,21,460	87,77,324
(c) Short-term provisions	18	1,37,63,398	1,09,18,943
(d) Current tax liabilities (Net)			
		2,95,53,218	**2,31,73,513**
Total Equity and Liabilities		**13,13,75,908**	**11,30,50,719**

See accompanying notes to the financial statements

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

R.R.Dakshinamurthy
Partner
Membership No: 211639
Hyderabad
Date : 29-06-2020

For and on behalf of the Board

V.Bala Subramanyam
Executive Director
DIN : 06399503

Sunil Nemani
Chief Financial Officer

Rahul Kumar Bhangadiya
Company Secretary
ACS44666

Dr. Y. Satyanarayana
Director
DIN : 00360679

Dr. Ramachandra Rao Nemani
CEO
DIN: 01131212

Profit & Loss Account for the Year ended March 31,2020

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

Particulars	Note No	As at 31.03.2020	As at 31.03.2019
I. Revenue from Operations	19	10,56,29,335	7,90,49,495
II. Other income	20	81,85,214	68,89,217
III. Total revenue (I+II)		**11,38,14,549**	**8,59,38,712**
IV. Expenses			
(a) Purchases of Software Products	21	2,66,14,056	1,20,57,477
(b) Changes in Inventory - WIP		91,776	(60,551)
(c) Employee benefit expenses	22	6,24,18,566	6,04,53,357
(d) Administrative and other expenses	23	1,28,11,355	98,72,486
(e) Depreciation and amortization expense	3	11,10,435	11,90,255
Total expenses		**10,30,46,188**	**8,35,13,023**
V. Profit/(Loss) before exceptional items and tax (III - IV)		**1,07,68,360**	**24,25,689**
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		**1,07,68,360**	**24,25,689**
VIII. Tax expense / (income)			
Current tax		23,52,247	4,74,250
Earlier year taxes		31,546	-
Deferred Tax		-	-
Total tax expenses		**23,83,793**	**4,74,250**
IX. Profit for the period / year (VII-VIII)		**83,84,567**	**19,51,439**
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	24	35,60,918	38,49,219
Income tax relating to items that will not be reclassified to profit or loss			
B. Items that will be reclassified to Profit or Loss			
Income tax relating to items that will be reclassified to profit or loss			
		35,60,918	**38,49,219**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**1,19,45,485**	**58,00,658**
Earnings per share-par value of ₹10 per share			
Class A - Basic and diluted		0.72	0.17
See accompanying notes to financial statements			

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

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 29-06-2020

Sunil Nemani
Chief Financial Officer

Dr. Ramachandra Rao Nemani
CEO
DIN: 01131212

Rahul Kumar Bhangadiya
Comany Secretary
ACS44666

Cash Flow Statement for the year ended March 31, 2020

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

Particulars	31.03.2020	31.03.2019
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	1,19,45,485	58,00,658
Adjustments for :		
Depreciation	11,10,435	11,90,255
Income from Investment - Dividends	(57,52,543)	(39,60,502)
Exchange differences on translation of foreign currency cash and cash equivalents	51,774	(1,46,722)
Loss on Sale of Fixed Assets	-	-
	73,55,151	28,83,689
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	91,776	(60,551)
(Increase)/Decrease in Accounts Receivables	(7,96,784)	(10,16,317)
(Increase)/Decrease in Loans and Advances	13,449	8,915
(Increase)/Decrease in Other Current assets	(24,46,519)	24,17,277
Increase / (Decrease) in Trade and Other Payables	19,91,115	19,21,952
Increase / (Decrease) in Other Current Liabilities	15,44,136	(4,01,411)
Increase / (Decrease) in Short term provisions	28,44,455	(13,17,331)
	32,41,627	15,52,534
Cash generated from operations	1,05,96,778	44,36,223
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	**1,05,96,778**	**44,36,223**
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(9,14,415)	(11,94,168)
Sale of Fixed Assets	-	-
Purchase of Mutual Funds	(57,52,543)	(79,60,502)
Sale of Mutual Funds	-	35,00,000
Decrease in Long Term Loans & Advances	-	-
Income from Investment - Dividends	57,52,543	39,60,502
(Increase)/Decrease in Other Non-Current assets	(40,000)	-
Net Cash used in Investing Activities	**(9,54,415)**	**(16,94,168)**
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	**-**	**-**
D. Exchange differences on translation of foreign currency cash and cash equivalents	(51,774)	1,46,722
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	95,90,589	28,88,777
Cash and Cash equivalents at the beginning of the year	1,84,83,514	1,55,94,738
Cash and Cash equivalents at the end of the year	**2,80,74,097**	**1,84,83,515**

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

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 29-06-2020

Sunil Nemani
Chief Financial Officer

Rahul Kumar Bhangadiya
Company Secretary
ACS44666

Dr. Ramchandra Rao Nemani
CEO
DIN: 01131212

Notes to Financial Statements

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

1 Nature of operations

B2B Software Technologies is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in 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 June 29th, 2020.

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 produts. 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 uncertainity 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 uncertainity as to the measurement or ultimate collectability,

revenue recognition is postponed until such uncertainity 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 impaiment, 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. nvestment 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 contigencies

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 31 March 2019
(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2018	Changes in equity share capital during the year	Balance as at March 31, 2019
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000		77,000
Total	**11,59,31,000**	**-**	**11,59,31,000**

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 2018	-	-	(3,24,41,647)	5,87,194	-	(3,18,54,453)
Total Comprehensive Income for the year	-	-	19,51,439	38,49,219	-	58,00,658
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-
Transfer of premium on preference shares to reserves	-	-	-	-	-	-
Balance as at 31st March 2019	**-**	**-**	**(3,04,90,208)**	**44,36,413**	**-**	**(2,60,53,795)**

Condensed Statement of Changes in Equity for the year ended 31 March 2020
(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000	-	77,000
Total	**11,59,31,000**	**-**	**11,59,31,000**

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 2019	-	-	(3,04,90,208)	44,36,413	-	(2,60,53,795)
Total Comprehensive Income for the year	-	-	83,84,567	35,60,918	-	1,19,45,485
Transfer to capital reserve	-	-	-	-	-	-
Balance as at 31st March 2020	**-**	**-**	**(2,21,05,641)**	**79,97,331**	**-**	**(1,41,08,310)**

3. Property, Plant & Equipment

Amount in Rupees

Sl. No	Asset Name	Gross Block				Depreciation				Net Block	
		As at 01.04.2019	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2020	As at 01.04.2019	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
	Tangible										
1	Computers	55,32,624	7,44,191	-	62,76,815	48,28,600	5,49,929	-	53,78,529	8,98,286	7,04,024
2	Servers	22,88,761	-	-	22,88,761	15,15,507	2,89,115	-	18,04,622	4,84,139	7,73,254
3	Furniture and Fixtures	5,99,707	36,938	-	6,36,645	5,11,933	22,503	-	5,34,436	1,02,209	87,774
4	Office Equipment	18,51,296	1,33,286	-	19,84,582	16,72,281	1,06,674	-	17,78,955	2,05,627	1,79,015
5	Vehicles	23,17,606		-	23,17,606	18,59,021	1,42,214	-	20,01,235	3,16,371	4,58,585
										20,06,632	**22,02,652**

4. Intangible Assets

6	Copy Rights	18,600	-	-	18,600	17,671	-		17,671	929	929
										929	**929**

	Total	**1,26,08,594**	**9,14,415**	**-**	**1,35,23,009**	**1,04,05,013**	**11,10,435**	**-**	**1,15,15,448**	**20,07,561**	**22,03,581**

Notes forming part of Balance Sheet for the year ended March 31, 2020

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

Particulars	As at 31.03.2020	As at 31.03.2019
5 Investments		
(Unquoted, Investment in Equity shares)		
Investment in Subsidiary		
B2B Softech Inc.,		
72,000 Equity Shares of US Dollar 1 each, fully paid-up	33,81,120	33,81,120
Other Investments		
B2B Infotech Pte Ltd		
200,000 Equity Shares of Singapore Dollar 1 each, fully paid-up	55,10,797	55,10,797
Less: Provision for Diminution in the Value of Investment	(55,10,797)	(55,10,797)
	-	-
B2B Software Technologies Kassel GmbH		
(121,431 Euro)	62,50,862	62,50,862
Advances for Addl investment in Subsidiary Companies - Pending allotment		
B2B Software Technologies Kassel GmbH - Euro 5556	2,86,877	2,86,877
Less: Advance received against sale of investment in subsidiary	(12,92,636)	(12,92,636)
Less: Provision for Loss on Sale of Investment	(39,37,554)	(39,37,554)
Less: Provision for Diminution in the Value of Investment	(13,07,549)	(13,07,549)
	(0)	-
B2B Infotech SDN BHD		
(2,50,000 Equity Shares of Malaysian RM 1 each fully paid up)	5,48,856	5,48,856
Less: Provision for Diminution in the Value of Investment	(5,48,856)	(5,48,856)
	-	-
	33,81,120	**33,81,120**
6 Loans		
(Unsecured and considered good)		
Loan to B2B ESOP Trust	60,00,000	60,00,000
	60,00,000	**60,00,000**
7 Other Non Current assets		
Security Deposits	7,86,713	7,46,713
	7,86,713	**7,46,713**
8 Inventories		
Work-In-Progress	3,01,301	3,93,077
(As certified by the management)		
	3,01,301	**3,93,077**
9 Investments		
(Quoted, fully paidup)		
Aditya Birla Sun Life Mutual Fund	1,41,63,606	1,02,21,381
ICICI Mutual Funds	5,73,84,744	5,55,74,425
Total Quoted Current Investments	**7,15,48,349**	**6,57,95,806**
10 Trade Receivables		
(Unsecured and considered good)		
Debts outstanding for a period exceeding six months	-	14,47,237
Others	1,21,74,589	1,13,67,800
Less: Provision for Doubtful Debts	(10,005)	(14,47,237)
	1,21,64,584	**1,13,67,800**
11 Cash and Cash Equivalents		
Cash on hand	4,162	323
Balances with scheduled banks		
In Current accounts	1,77,94,714	40,31,855
In EEFC accounts	1	1
	1,77,98,876	**40,32,179**
12 Bank balances other than Cash and Cash equivalents		
Balances with scheduled banks		
In Fixed Deposit accounts	1,02,75,220	1,44,51,335
	1,02,75,220	**1,44,51,335**

Notes forming part of Balance Sheet for the year ended March 31, 2020

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

Particulars	As at 31.03.2020	As at 31.03.2019
13 Loans		
(Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	1,15,654	1,29,103
	1,15,654	**1,29,103**
14 Other Current assets		
TDS Receivable	35,79,076	32,71,504
Interest accrued but not due	1,66,869	4,49,690
Advance Income tax	-	-
Other Receivables	13,03,924	4,48,935
Income Tax Refund (AY 2018-19)	17,82,979	1,68,190
MAT Credit Entitlement	1,63,676	2,11,686
	69,96,524	**45,50,005**
15 Equity Share Capital		
(i) Share Capital		
Authorised Capital :		
1,20,00,000 (31st March 2017 : 1,20,00,000) Equity Shares of Rs.10 each	12,00,00,000	12,00,00,000
Issued, Subscribed and Paid up Capital :		
11,585,400 (31st March 2017 : 11,585,400) Equity Shares of Rs.10 each fully paid up	11,58,54,000	11,58,54,000
Add : Shares Forfeited (Paid up value Rs.77000/-)	77,000	77,000
	11,59,31,000	**11,59,31,000**
Notes:		
a) Details of Share Holders having more than 5% of Shares	**No of Shares**	**No of Shares**
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) Reconciliation of number of Shares outstanding		
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	**1,15,85,400**	**1,15,85,400**
16 Trade Payables		
(Unsecured and considered good)		
Dues to other than micro and small enterprises	54,68,360	34,77,245
	54,68,360	**34,77,245**
17 Other Current Liabilities		
Outstanding expenses	44,46,220	37,61,222
Statutory liabilities	23,76,274	19,89,413
Security Deposit	34,98,967	29,51,128
Advances received	-	75,561
	1,03,21,460	**87,77,324**
18 Short term Provisions		
Provision for Gratuity Payable	1,14,11,363	1,00,74,361
Provision for Key result area	-	1,58,860
Provision for Income tax	23,52,035	6,85,722
	1,37,63,398	**1,09,18,943**

Notes forming part of Statement of profit and loss for the year ended March 31, 2020

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

Particulars	As at 31.03.2020	As at 31.03.2019
19 Revenue from operations		
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	5,59,48,399	3,98,66,864
Domestic Income		
Sale of Software Products	2,63,84,241	1,78,94,068
Income from Consultancy Services	2,32,96,695	2,12,88,564
	10,56,29,335	**7,90,49,495**
20 Other Income		
Dividend from Mutual Fund	57,52,543	39,60,502
Interest on Deposits	11,23,667	9,44,553
Other Income	22,474	75,000
Interest on TDS Refund	-	1,10,968
Exchange Fluctuation Gain/ (Loss)	-51,774	1,46,722
Reversal of Bad Debts	4,52,720	16,51,472
Miscellaneous income	8,85,584	-
	81,85,214	**68,89,217**
21 Purchases of Software Products		
Software Products	2,66,14,056	1,20,57,477
	2,66,14,056	**1,20,57,477**
22 Employee benefit expenses		
Salaries *	5,13,67,268	4,84,35,632
Contribution to Provident Fund and other Funds	75,62,545	69,46,423
Product Incentives	21,80,985	46,55,260
Staff Welfare Expenses	9,94,194	3,69,214
Certification fee	69,664	46,828
Stipend	2,43,910	
	6,24,18,566	**6,04,53,357**
23 Administrative and other Expenses		
Rent	21,98,208	20,54,400
Rates and Taxes	5,00,796	4,77,981
Insurance	79,461	89,299
Travelling Expenses	17,60,175	9,68,346
Communication Expenses		
- Internet Charges	2,88,645	3,11,488
- Telephone	45,141	68,323
- Postage & Courier	7,414	13,561
Printing and Stationery	23,065	47,975
Electricity Charges	6,03,575	6,59,836
Advertisement	97,680	1,40,880
Repairs and Maintenance		
- Machinery	1,72,243	1,19,626
- Vehicles	2,70,210	3,18,472
Professional and Consultancy Charges	37,59,602	29,02,277
Auditors Remuneration		
Statutory audit fee	1,80,000	1,40,000
Tax audit fee	-	20,000
Directors Sitting Fee	2,10,000	2,10,000
Bad Debts Write off	8,85,584	-
Membership Fee, Meeting & Seminar Charges	5,62,439	2,92,482
Security Charges	3,61,834	3,38,193
Loss On sale of fixed assets	-	-
Office Maintenance	4,45,283	3,39,347
Donations	3,60,000	3,60,000
	1,28,11,355	**98,72,486**
24 Other Comprehensive Income		
Items that will not be reclassified to Profit or (Loss)		
Acturial gain/(loss) -Gratuity	35,60,918	38,49,219
	35,60,918	**38,49,219**

Notes to Financial Statements:

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

25 Financial risk managament 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 2020	31 March 2019
Trade Receivables	51,70,647	75,83,960
	$ 68,589.05	$1,09,640.28

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 2020	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee	75.3859	54,29,180	54,29,180

31st March 2019	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee	69.1713	79,63,159	79,63,159

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:

Particluars	Carrying Value as at	
	31 March 2020	31 March 2019
Investment in Subsidiary	33,81,120	33,81,120
Trade receivables	1,21,64,584	1,13,67,800
Short term deposits with banks	1,02,75,220	1,44,51,335
Loans	61,15,654	61,29,103

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 2020

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	54,68,360	-	-	54,68,360
Other Current Liabilities	1,03,21,460	-	-	1,03,21,460
Total	**1,57,89,820**	**-**	**-**	**1,57,89,820**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2019

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	34,77,245	-	-	34,77,245
Other Current Liabilities	87,77,324	-	-	87,77,324
Total	**1,22,54,569**	**-**	**-**	**1,22,54,569**

26 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
	31-03-2020	31-03-2020	31-03-2019	31-03-2019
Non- current financial assets				
Investment in subsidiary, at cost	33,81,120	33,81,120	33,81,120	33,81,120
Loans	60,00,000	60,00,000	60,00,000	60,00,000
Total Non-Current	**93,81,120**	**93,81,120**	**93,81,120**	**93,81,120**
Current financial assets				
Current Investments - Liquid Mutual Fund Units	7,15,48,349	7,15,48,349	6,57,95,806	6,57,95,806
Trade Receivables	1,21,64,584	1,21,64,584	1,13,67,800	1,13,67,800
Cash and Cash Equivalents	1,77,98,876	1,77,98,876	40,32,179	40,32,179
Bank Balances other than above	1,02,75,220	1,02,75,220	1,44,51,335	1,44,51,335
Loans	1,15,654	1,15,654	1,29,103	1,29,103
Total Current	**11,19,02,684**	**11,19,02,684**	**9,57,76,223**	**9,57,76,223**
Total	**12,12,83,804**	**12,12,83,804**	**10,51,57,343**	**10,51,57,343**
Non-current Financial Liabilities				
Total Non-current	**-**	**-**	**-**	**-**
Current Financial Liabilities				
Trade Payables	54,68,360	54,68,360	34,77,245	34,77,245
Total Current	**54,68,360**	**54,68,360**	**34,77,245**	**34,77,245**
Total	**54,68,360**	**54,68,360**	**34,77,245**	**34,77,245**

27 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 2020	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	7,15,48,349	-	-	7,15,48,349
Total	**7,15,48,349**	**-**	**-**	**7,15,48,349**
Financial liabilities measured at fair value				
Total	**-**	**-**	**-**	**-**

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 2020, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2019	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	6,57,95,806	-	-	6,57,95,806
Total	**6,57,95,806**	**-**	**-**	**6,57,95,806**
Financial liabilities measured at fair value				
Total	**-**	**-**	**-**	**-**

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 2019, there were no transfers between Level I, Level II and Level III fair value measurements.

28 Contingent Liabilities and Capital Commitments :

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

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

Particulars	March 31, 2020	March 31, 2019
Software Services	5,82,31,073	4,22,49,973

30 Expenditure in Foreign Currency (on payment basis)

Particulars	March 31, 2020	March 31, 2019
Foreign-Travelling Exps	3,12,094	41,485

31 Disclosure is made as per the requirement of the Accounting Standard 18 on Related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidary Company

b) Key Managerial Person (KMP)

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

c) Parties where key managerial person has significant influence

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

ii) Transactions during the year

Name of the Related party	March 31, 2020	March 31, 2019
(a) With Genius Doc Inc		
Export of Software Services	3,14,81,246	2,85,93,453
(b) With Key Management Personnel		
Managerial Remuneration	31,59,955	43,36,641

iii) Balances Outstanding at the Year End

Name of the Related party	March 31, 2020	March 31, 2019
(a) With Genius Doc Inc		
Receivables	51,70,647	75,83,960
(b) With Key Management Personnel		
Managerial Remuneration	2,50,000	2,50,000

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

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

	March 31, 2020	March 31, 2019
Profit/ (Loss) after Tax	1,19,45,485	58,00,658
Weighted average number of equity shares	1,15,85,400	1,15,85,400
Basic and diluted Earning Per Share	**1.03**	**0.50**
(Nominal value of equity shares: Rs. 10 each)		

33 Investment in Mutual Funds of Unit Trust of India, Aditya Birla Sun Life Insurance & ICICI Prudencial

	March 31, 2020	March 31, 2019
	Amount	Amount
Opening Balance	6,57,95,806	6,13,35,304
Add: Purchases	57,52,543	79,60,502
Less: Sales	-	35,00,000
Closing Balance	7,15,48,349	6,57,95,806

* Net Asset Value as on 31.03.2020 is Rs 7,15,48,349/-

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

35 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 dimunition in the value of investment to the extent of 100% of the carrying amount.

36 The Company is primarly 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.

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

38 Employee Benefits

During the year the company has made a provision of Rs. 57,42,142/- for gratuity based on Actuarial Valuation. The company has not created any assets to meet this obligation. Disclosure as required by Indian Accounting Standard - 19 'Employee Benefits'

	Particulars	March 31, 2020	March 31, 2019
1	**Changes in Present Value of Obligation**		
	Present value of obligation as at the beginning of the year	1,00,74,361	89,09,182
	Interest Cost	7,68,674	6,23,643
	Current service cost	49,73,468	43,90,756
	Actuarial gain/(loss) on obligations	(35,60,918)	(38,49,219)
	Benefits paid	(8,44,221)	-
	Present value of obligations at the end of the year	**1,14,11,364**	**1,00,74,362**
2	**Changes in Fair Value of Plan Assets**		
	Fair value of plan assets at the beginning of the year		
	Expected return on plan assets	-	-
	Contributions	8,44,221	-
	Benefits Paid	(8,44,221)	-
	Actuarial gain/(loss) on plan assets	-	-
	Fair value of plan assets at the end of the year	-	-

3	**Liability Recognised in Balance Sheet**		
	Present value of obligation as at the end of the year	1,14,11,364	1,00,74,362
	Fair value of plan assets at the end of the year	-	-
	Funded Status	1,14,11,364	1,00,74,362
	Net asset/(liability) recognised in balance sheet	**1,14,11,364**	**1,00,74,362**
4	**Bifurcation of Net Liability**		
	Current Liability (Short-term)	-	-
	Non - Current Liability (Long-term)	1,14,11,364	1,00,74,362
	Net Liability	**1,14,11,364**	**1,00,74,362**
5	**Expenses Recognised in Statement of Profit & Loss**		
	Current service cost	49,73,468	43,90,756
	Past Service Cost	-	-
	Interest Cost	7,68,674	6,23,643
	Expected Return on plan assets	-	-
	Expenses recognised in the Income Statement	**57,42,142**	**50,14,399**
	Other Comprehensive Income		
	Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
	Actuarial gain/(loss) on Obligations - Change in Financial assumptions	11,57,988	(7,69,872)
	Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(47,18,906)	(30,79,347)
	Total Actuarial gain/ (loss) on obligations	**(35,60,918)**	**(38,49,219)**
	Actuarial gain/ (loss) on Plan assets	**-**	**-**
	Total Other Comprehensive Income	**(35,60,918)**	**(38,49,219)**
	Assumptions		
	Discount	6.73%	7.63%
	Escalation	7%	7%

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

Auditors' Report on Consolidated Financial Statements

The Board of Directors

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, 2020, and the consolidated statement of Profit and Loss, (including other comprehensive income),the consolidated cash flowStatement, 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 accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, 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 opinionon theconsolidatedfinancial 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.

Key Audit Matter
Revenue from Operations: 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.
Principle Audit Procedures 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 : 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 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.

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 toinfluence 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 ishigher 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 theentities 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 a subsidiary which reflect total assets of Rs.62,94,586 as at 31st March, 2020, total revenues of Rs.3,29,26,136, and net profit Rs 6,92,263 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.

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 statementscertified by the Management.

Report on Other Legal and Regulatory Requirements

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, 2020 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, 2020 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 remunerationpaid 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.

For Umamaheswara Rao & Co.,
Chartered Accountants

(R R. Dakshinamurthy)
Partner
M No 211639 FRN 004453S
UDIN: 20211639AAAAGQ1194

Place: Hyderabad
Date: 29-06-2020

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 March 2020, 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 March 2020, 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
M No 211639 FRN 004453S
UDIN: 20211639AAAAGQ1194

Place: Hyderabad
Date: 29-06-2020

Consolidated Balance Sheet as at March 31, 2020

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

Particulars	Note No.	As at 31-03-2020	As at 31-03-2019
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	3	20,06,632	22,02,652
(b) Intangible assets	4	929	929
(c) Financial Assets			
(i) Investments	5	-	-
(ii) Loans	6	60,00,000	60,00,000
(iii) Other financial assets			
(d) Deferred tax assets (net)			
(e) Other non-current assets	7	7,86,713	7,46,713
		87,94,274	**89,50,294**
2. Current assets			
(a) Inventories	8	3,01,301	3,93,077
(b) Financial Assets			
(i) Current Investments	9	7,15,48,349	6,57,95,806
(ii) Trade receivables	10	1,21,64,584	1,13,67,800
(iii) Cash and cash equivalents	11	2,40,93,463	91,45,120
(iv) Bank balances other than (iii) above	12	1,02,75,220	1,44,51,335
(v) Loans	13	1,15,654	1,29,103
(vi) Other financial assets			
(c) Current tax assets (Net)			
(d) Other current assets	14	69,96,524	45,50,005
		12,54,95,095	**10,58,32,246**
3. Non-current assets held for sale		**-**	**-**
Total Assets		**13,42,89,375**	**11,47,82,540**
II. EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	15	11,59,31,000	11,59,31,000
(b) Other equity		(1,11,94,843)	(2,43,21,973)
		10,47,36,157	**9,16,09,027**
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Other non-current liabilities		-	-
		-	-
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables	16	54,68,360	34,77,245
(iii) Other financial liabilities			
(b) Other current liabilities	17	1,03,21,460	87,77,324
(c) Short-term provisions	18	1,37,63,398	1,09,18,943
(d) Current tax liabilities (Net)			
		2,95,53,218	**2,31,73,513**
Total Equity and Liabilities		**13,42,89,375**	**11,47,82,540**

See accompanying notes to the financial statements

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

R.R.Dakshinamurthy
Partner
Membership No: 211639
Hyderabad
Date : 29-06-2020

For and on behalf of the Board

V.Bala Subramanyam
Executive Director
DIN : 06399503

Sunil Nemani
Chief Financial Officer

Rahul Kumar Bhangadiya
Company Secretary
ACS44666

Dr. Y. Satyanarayana
Director
DIN : 00360679

Dr. Ramachandra Rao Nemani
CEO
DIN: 01131212

Consolidated Profit and Loss Account for the Year ended March 31, 2020

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

Particulars	Note No	As at 31.03.2020	As at 31.03.2019
I. Revenue from Operations	19	13,85,55,471	10,63,09,682
II. Other income	20	81,85,213	68,89,217
III. Total revenue (I+II)		**14,67,40,684**	**11,31,98,899**
IV. Expenses			
(a) Purchases of Software Products	21	2,66,14,056	1,20,57,477
(b) Changes in Inventory - WIP		91,776	(60,551)
(c) Employee benefit expenses	22	9,21,06,302	8,45,39,918
(d) Administrative and other expenses	23	1,53,57,493	1,30,24,598
(e) Depreciation and amortization expense	3	11,10,435	11,90,255
Total expenses		**13,52,80,062**	**11,07,51,697**
V. Profit/(Loss) before exceptional items and tax (III - IV)		**1,14,60,622**	**24,47,202**
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		**1,14,60,622**	**24,47,202**
VIII. Tax expense / (income)			
Current tax		23,52,247	4,74,250
Earlier year taxes		31,546	-
Deferred Tax		-	-
Total tax expenses		**23,83,793**	**4,74,250**
IX. Profit for the period / year (VII-VIII)		**90,76,829**	**19,72,952**
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	24	35,60,918	38,49,219
Income tax relating to items that will not be reclassified to profit or loss			
B. Items that will be reclassified to Profit or Loss			
Income tax relating to items that will be reclassified to profit or loss			
		35,60,918	**38,49,219**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**1,26,37,747**	**58,22,171**
Earnings per share-par value of ₹10 per share			
Class A - Basic and diluted		0.78	0.17
See accompanying notes to financial statements			

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

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 29-06-2020

Sunil Nemani
Chief Financial Officer

Dr. Ramachandra Rao Nemani
CEO
DIN: 01131212

Rahul Kumar Bhangadiya
Comany Secretary
ACS44666

Consolidated Cash Flow Statement for the year ended March 31, 2020
(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	31.03.2020	31.03.2019
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	1,26,37,747	58,22,171
Adjustments for :		
Depreciation	11,10,435	11,90,255
Income from Investment - Dividends	(57,52,543)	(39,60,502)
Exchange differences on translation of foreign currency cash and cash equivalents	51,775	(1,46,722)
Loss on Sale of Fixed Assets	-	-
	80,47,414	29,05,202
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	91,776	(60,551)
(Increase)/Decrease in Accounts Receivables	(7,96,784)	(10,16,317)
(Increase)/Decrease in Loans and Advances	13,449	8,915
(Increase)/Decrease in Other Current assets	(24,46,519)	24,17,277
Increase / (Decrease) in Trade and Other Payables	19,91,115	19,21,952
Increase / (Decrease) in Other Current Liabilities	15,44,136	(4,01,411)
Increase / (Decrease) in Short term provisions	28,44,455	(13,17,331)
	32,41,627	15,52,534
Cash generated from operations	1,12,89,041	44,57,736
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	**1,12,89,041**	**44,57,736**
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(9,14,415)	(11,94,168)
Sale of Fixed Assets	-	-
Purchase of Mutual Funds	(57,52,543)	(79,60,502)
Sale of Mutual Funds	-	35,00,000
Decrease in Long Term Loans & Advances	-	-
Income from Investment - Dividends	57,52,543	39,60,502
(Increase)/Decrease in Other Non-Current assets	(40,000)	-
Net Cash used in Investing Activities	**(9,54,415)**	**(16,94,168)**
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	-	-
D. Exchange differences on translation of foreign currency cash and cash equivalents	4,37,608	4,51,164
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	1,07,72,234	32,14,732
Cash and Cash equivalents at the beginning of the year	2,35,96,455	2,03,81,723
Cash and Cash equivalents at the end of the year	**3,43,68,683**	**2,35,96,455**

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

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 29-06-2020

Sunil Nemani
Chief Financial Officer

Dr. Ramchandra Rao Nemani
CEO
DIN: 01131212

Rahul Kumar Bhangadiya
Company Secretary
ACS44666

Notes to Consolidated Financial Statements

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

1 Nature of operations

B2B Software Technologies is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in 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 Consolidated financial statements are approved for issue by the Company's Board of Directors on June 29,2020.

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 produts. 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 uncertainity 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 uncertainity as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainity 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 impaiment, 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 contigencies

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 31 March 2019
(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at 1 April, 2018	Changes in equity share capital during the period	Balance as at March 31, 2019
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000		77,000
Total	**11,59,31,000**	**-**	**11,59,31,000**

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 2018	-	-	(3,23,37,942)	5,87,194	13,02,162	-	(3,04,48,586)
Total Comprehensive Income for the year	-	-	19,72,952	38,49,219	3,04,442	-	61,26,613
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-	-
Transfer of premium on preference shares to reserves	-	-	-	-	-	-	-
Balance as at 31st March 2019	**-**	**-**	**(3,03,64,990)**	**44,36,413**	**16,06,604**	**-**	**(2,43,21,973)**

Condensed Statement of Changes in Equity for the year ended 31 March 2020
(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2019	Changes in equity share capital during the period	Balance as at March 31, 2020
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000	-	77,000
Total	**11,59,31,000**	**-**	**11,59,31,000**

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 2019	-	-	(3,03,64,990)	44,36,413	16,06,604	-	(2,43,21,973)
Total Comprehensive Income for the year	-	-	90,76,829	35,60,918	4,89,383	-	1,31,27,130
Transfer to capital reserve	-	-	-	-		-	-
Balance as at 31st March 2020	**-**	**-**	**(2,12,88,161)**	**79,97,331**	**20,95,987**		**(1,11,94,843)**

3 Fixed Assets -Q4 2019-20

Amount in Rupees

Sl. No	Description	Gross Block				Depreciation				Net Block	
		As at 01.04.2019	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2020	As at 01.04.2019	For the period	Deletions/ Discarded during the period	As at 31.03.2020	As at 31.03.2020	As at 31.03.2019
	Tangible										
1	Computers	55,32,624	7,44,191	-	62,76,815	48,28,600	5,49,929	-	53,78,529	8,98,286	7,04,024
2	Servers	22,88,761	-	-	22,88,761	15,15,507	2,89,115	-	18,04,622	4,84,139	7,73,254
3	Furniture and Fixtures	5,99,707	36,938	-	6,36,645	5,11,933	22,503	-	5,34,436	1,02,209	87,774
4	Office Equipment	18,51,296	1,33,286	-	19,84,582	16,72,281	1,06,674	-	17,78,955	2,05,627	1,79,015
5	Vehicles	23,17,606		-	23,17,606	18,59,021	1,42,214	-	20,01,235	3,16,371	4,58,585
										20,06,632	**22,02,652**

4. Intangible Assets

6	Copy Rights	18,600	-	-	18,600	17,671	-		17,671	929	929
										929	**929**

	Total	**1,26,08,594**	**9,14,415**	**-**	**1,35,23,009**	**1,04,05,013**	**11,10,435**	**-**	**1,15,15,448**	**20,07,561**	**22,03,581**

Notes to Consolidated Balance sheet as at 31st March 2020

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

Particulars	As at 31.03.2020	As at 31.03.2019
5 Investments		
(Unquoted, Investment in Equity shares)		
Investment in Subsidiary		
B2B Softech Inc.,		
72,000 Equity Shares of US Dollar 1 each, fully paid-up	-	-
Other Investments		
B2B Infotech Pte Ltd		
200,000 Equity Shares of Singapore Dollar 1 each, fully paid-up	55,10,797	55,10,797
Less: Provision for Diminution in the Value of Investment	(55,10,797)	(55,10,797)
	-	-
B2B Software Technologies Kassel GmbH		
(121,431 Euro)	62,50,862	62,50,862
Advances for Addl investment in Subsidiary Companies - Pending allotment		
B2B Software Technologies Kassel GmbH - Euro 5556	2,86,877	2,86,877
Less: Advance received against sale of investment in subsidiary	(12,92,636)	(12,92,636)
Less: Provision for Loss on Sale of Investment	(39,37,554)	(39,37,554)
Less: Provision for Diminution in the Value of Investment	(13,07,549)	(13,07,549)
	-	-
B2B Infotech SDN BHD		
(2,50,000 Equity Shares of Malaysian RM 1 each fully paid up)	5,48,856	5,48,856
Less: Provision for Diminution in the Value of Investment	(5,48,856)	(5,48,856)
	-	-
	-	-
6 Loans		
(Unsecured and considered good)		
Loan to B2B ESOP Trust	60,00,000	60,00,000
	60,00,000	**60,00,000**
7 Other Non Current assets		
Security Deposits	7,86,713	7,46,713
	7,86,713	**7,46,713**
8 Inventories		
Work-In-Progress	3,01,301	3,93,077
(As certified by the management)		
	3,01,301	**3,93,077**
9 Investments		
(Quoted, fully paidup)		
Aditya Birla Sun Life Mutual Fund	1,41,63,606	1,02,21,381
ICICI Mutual Funds	5,73,84,744	5,55,74,425
Total Quoted Current Investments	**7,15,48,349**	**6,57,95,806**
10 Trade Receivables		
(Unsecured and considered good)		
Debts outstanding for a period exceeding six months	-	14,47,237
Others	1,21,74,589	1,13,67,800
Less: Provision for Doubtful Debts	(10,005)	(14,47,237)
	1,21,64,584	**1,13,67,800**
11 Cash and Cash Equivalents		
Cash on hand	4,162	323
Balances with scheduled banks		
In Current accounts	2,40,89,300	91,44,796
In EEFC accounts	1	1
	2,40,93,463	**91,45,120**

Particulars	As at 31.03.2020	As at 31.03.2019
12 Bank balances other than Cash and Cash equivalents		
Balances with scheduled banks		
In Fixed Deposit accounts	1,02,75,220	1,44,51,335
	1,02,75,220	**1,44,51,335**
13 Loans		
(Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	1,15,654	1,29,103
	1,15,654	**1,29,103**
14 Other Current assets		
TDS Receivable	35,79,076	32,71,504
Interest accrued but not due	1,66,869	4,49,690
Advance Income tax	-	-
Other Receivables	30,86,903	4,48,935
Income Tax Refund (AY 2018-19)		1,68,190
MAT Credit Entitlement	1,63,676	2,11,686
	69,96,524	**45,50,005**
15 Equity Share Capital		
(i) Share Capital		
Authorised Capital :		
1,20,00,000 (31st March 2017 : 1,20,00,000) Equity Shares of Rs.10 each	12,00,00,000	12,00,00,000
Issued, Subscribed and Paid up Capital :		
11,585,400 (31st March 2017 : 11,585,400) Equity Shares of Rs.10 each fully paid up	11,58,54,000	11,58,54,000
Add : Shares Forfeited (Paid up value Rs.77000/-)	77,000	77,000
	11,59,31,000	**11,59,31,000**
Notes:		
a) Details of Share Holders having more than 5% of Shares	**No of Shares**	**No of Shares**
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) Reconciliation of number of Shares outstanding		
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	**1,15,85,400**	**1,15,85,400**
16 Trade Payables		
(Unsecured and considered good)		
Dues to other than micro and small enterprises	54,68,360	34,77,245
	54,68,360	**34,77,245**
17 Other Current Liabilities		
Outstanding expenses	44,46,220	37,61,222
Statutory liabilities	23,76,274	19,89,413
Security Deposit	34,98,967	29,51,128
Advances received	-	75,561
	1,03,21,460	**87,77,324**
18 Short term Provisions		
Provision for Gratuity Payable	1,14,11,363	1,00,74,361
Provision for Key result area	-	1,58,860
Provision for Income tax	23,52,035	6,85,722
	1,37,63,398	**1,09,18,943**

Notes forming part of Consolidated Statement of Profit and Loss for the year ended March 31, 2020

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

Particulars	As at 31.03.2020	As at 31.03.2019
19 Revenue from operations		
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	8,88,74,535	6,71,27,050
Domestic Income		
Sale of Software Products	2,63,84,241	1,78,94,068
Income from Consultancy Services	2,32,96,695	2,12,88,564
	13,85,55,471	**10,63,09,682**
20 Other Income		
Dividend from Mutual Fund	57,52,543	39,60,502
Interest on Deposits	11,23,667	9,44,553
Other Income	22,474	75,000
Interest on TDS Refund	-	1,10,968
Exchange Fluctuation Gain/ (Loss)	-51,775	1,46,722
Reversal of Bad Debts	4,52,720	16,51,472
Miscellaneous income	8,85,584	-
	81,85,213	**68,89,217**
21 Purchases of Software Products		
Software Products	2,66,14,056	1,20,57,477
	2,66,14,056	**1,20,57,477**
22 Employee benefit expenses		
Salaries *	8,10,55,004	7,25,22,193
Contribution to Provident Fund and other Funds	75,62,545	69,46,423
Product Incentives	21,80,985	46,55,260
Staff Welfare Expenses	9,94,194	3,69,214
Certification fee	69,664	46,828
Stipend	2,43,910	
	9,21,06,302	**8,45,39,918**
23 Administrative and other Expenses		
Rent	21,98,208	20,54,400
Rates and Taxes	6,65,408	6,64,246
Insurance	24,60,987	30,24,016
Travelling Expenses	17,60,175	9,68,346
Communication Expenses		
- Internet Charges	2,88,645	3,11,488
- Telephone	45,141	99,452
- Postage & Courier	7,414	13,561
Printing and Stationery	23,065	47,975
Electricity Charges	6,03,575	6,59,836
Advertisement	97,680	1,40,880
Repairs and Maintenance		
- Machinery	1,72,243	1,19,626
- Vehicles	2,70,210	3,18,472
Professional and Consultancy Charges	37,59,602	29,02,277
Auditors Remuneration		
Statutory audit fee	1,80,000	1,40,000
Tax audit fee	-	20,000
Directors Sitting Fee	2,10,000	2,10,000
Bad Debts Write Off	8,85,584	-
Membership Fee, Meeting & Seminar Charges	5,62,439	2,92,482
Security Charges	3,61,834	3,38,193
Loss On sale of fixed assets	-	-
Office Maintenance	4,45,283	3,39,347
Donations	3,60,000	3,60,000
	1,53,57,493	**1,30,24,598**
24 Other Comprehensive Income		
Items that will not be reclassified to Profit or (Loss)		
Acturial gain/(loss) -Gratuity	35,60,918	38,49,219
	35,60,918	**38,49,219**

25 Financial risk managament 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 2020	31 March 2019
Trade Receivables	51,70,647	75,83,960
	$68,589.05	$1,09,640.28

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 2020	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee	75.3859	54,29,180	54,29,180

31st March 2019	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee	69.1713	79,63,159	79,63,159

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:

Particluars	Carrying Value as at	
	31 March 2020	31 March 2019
Investment in Subsidiary	-	-
Trade receivables	1,21,64,584	1,13,67,800
Short term deposits with banks	1,02,75,220	1,44,51,335
Loans	61,15,654	61,29,103

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 2020:

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	54,68,360	-	-	54,68,360
Other Current Liabilities	1,03,21,460	-	-	1,03,21,460
Total	**1,57,89,820**	**-**	**-**	**1,57,89,820**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2019:

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	34,77,245	-	-	34,77,245
Other Current Liabilities	87,77,324	-	-	87,77,324
Total	**1,22,54,569**	**-**	**-**	**1,22,54,569**

26 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
	31-03-2020	31-03-2020	31-03-2019	31-03-2019
Non- current financial assets				
Investment in subsidiary, at cost	-	-	-	-
Loans	60,00,000	60,00,000	60,00,000	60,00,000
Total Non-Current	**60,00,000**	**60,00,000**	**60,00,000**	**60,00,000**
Current financial assets				
Current Investments - Liquid Mutual Fund Units	7,15,48,349	7,15,48,349	6,57,95,806	6,57,95,806
Trade Receivables	1,21,64,584	1,21,64,584	1,13,67,800	1,13,67,800
Cash and Cash Equivalents	2,40,93,463	2,40,93,463	91,45,120	91,45,120
Bank Balances other than above	1,02,75,220	1,02,75,220	1,44,51,335	1,44,51,335
Loans	1,15,654	1,15,654	1,29,103	1,29,103
Total Current	**11,81,97,270**	**11,81,97,270**	**10,08,89,163**	**10,08,89,163**
Total	**12,41,97,270**	**12,41,97,270**	**10,68,89,163**	**10,68,89,163**
Non-current Financial Liabilities				
Total Non-current	**-**	**-**	**-**	**-**
Current Financial Liabilities				
Trade Payables	54,68,360	54,68,360	34,77,245	34,77,245
Total Current	**54,68,360**	**54,68,360**	**34,77,245**	**34,77,245**
Total	**54,68,360**	**54,68,360**	**34,77,245**	**34,77,245**

27 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 2020	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	7,15,48,349	-	-	7,15,48,349
Total	**7,15,48,349**	**-**	**-**	**7,15,48,349**
Financial liabilities measured at fair value				
Total	**-**	**-**	**-**	**-**

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 2020, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2019	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	6,57,95,806	-	-	6,57,95,806
Total	**6,57,95,806**	**-**	**-**	**6,57,95,806**
Financial liabilities measured at fair value				
Total	**-**	**-**	**-**	**-**

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 2019, there were no transfers between Level I, Level II and Level III fair value measurements.

28 Contingent Liabilities and Capital Commitments :

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

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

Particulars	**March 31, 2020**	**March 31, 2019**
Software Services	5,82,31,073	4,22,49,973

30 Expenditure in Foreign Currency (on payment basis)

Particulars	**March 31, 2020**	**March 31, 2019**
Foreign-Travelling Exps	3,12,094	41,485

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

i) List of Related Parties

a) Parties where control exist

Name of the party	**Relation**
B2B Softech Inc.	Subsidary Company

b) Key Managerial Person (KMP)

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

c) Parties where key managerial person has significant influence

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

ii) Transactions during the year

Name of the Related party	**March 31, 2020**	**March 31, 2019**
(a) With Genius Doc Inc		
Export of Software Services	3,14,81,246	2,85,93,453
(b) With Key Management Personnel		
Managerial Remuneration	31,59,955	43,36,641

iii) Balances Outstanding at the Year End

Name of the Related party	**March 31, 2020**	**March 31, 2019**
(a) With Genius Doc Inc		
Receivables	51,70,647	75,83,960
(b) With Key Management Personnel		
Managerial Remuneration	2,50,000	2,50,000

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

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

	March 31, 2020	**March 31, 2019**
Profit/ (Loss) after Tax	1,26,37,747	58,22,171
Weighted average number of equity shares	1,15,85,400	1,15,85,400
Basic and diluted Earning Per Share	1.09	0.50
(Nominal value of equity shares: Rs. 10 each)		

33 **Investment in Mutual Funds of Unit Trust of India, Aditya Birla Sun Life Insurance & ICICI Prudencial**

	March 31, 2020	March 31, 2019
	Amount	Amount
Opening Balance	6,57,95,806	6,13,35,304
Add: Purchases	57,52,543	79,60,502
Less: Sales	-	35,00,000
Closing Balance	7,15,48,349	6,57,95,806

* Net Asset Value as on 31.03.2020 is Rs 7,15,48,349/-

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

35 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 dimunition in the value of investment to the extent of 100% of the carrying amount.

36 The Group is primarly 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	
	31-03-2020	31-03-2019
	Audited	Audited
Segment Revenue		
a) India	1055.89	790.49
b) USA	329.26	272.60
Total	**1385.15**	**1063.10**
Less : Inter segment revenues	-	-
Net Segment Revenue	**1,385.15**	**1,063.10**
Segment Results before tax and interest		
a) India	25.83	(44.64)
b) USA	6.923	0.215
c) Other Income	81.852	68.89
Total	**114.61**	**24.47**
Less : Interest Expenses	-	-
Less : Other un-allocable expenditure net off un-allocable income.	-	-
Total Profit/(Loss) Before Tax	114.61	24.47

Particulars	For the Year ended	
	31-03-2020	31-03-2019
	Audited	Audited
Assets		
1. India	1,279.9	1,096.7
2. USA	62.9	51.1
Total	**1,342.9**	**1,147.8**
Liabilities		
1. India	1,279.9	1,130.7
2. USA	62.9	17.1
Total	**1,342.9**	**1,147.8**

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

38 Employee Benefits

During the year the company has made a provision of Rs. 57,42,142/- for gratuity based on Actuarial Valuation. The company has not created any assets to meet this obligation. Disclosure as required by Indian Accounting Standard - 19 'Employee Benefits'

	Particulars	March 31, 2020	March 31, 2019
1	**Changes in Present Value of Obligation**		
	Present value of obligation as at the beginning of the year	1,00,74,361	89,09,182
	Interest Cost	7,68,674	6,23,643
	Current service cost	49,73,468	43,90,756
	Actuarial gain/(loss) on obligations	(35,60,918)	(38,49,219)
	Benefits paid	(8,44,221)	-
	Present value of obligations at the end of the year	**1,14,11,364**	**1,00,74,362**
2	**Changes in Fair Value of Plan Assets**		
	Fair value of plan assets at the beginning of the year		
	Expected return on plan assets	-	-
	Contributions	8,44,221	-
	Benefits Paid	(8,44,221)	-
	Actuarial gain/(loss) on plan assets	-	-
	Fair value of plan assets at the end of the year	-	-
3	**Liability Recognised in Balance Sheet**		
	Present value of obligation as at the end of the year	1,14,11,364	1,00,74,362
	Fair value of plan assets at the end of the year	-	-
	Funded Status	1,14,11,364	1,00,74,362
	Net asset/(liability) recognised in balance sheet	1,14,11,364	1,00,74,362
4	**Bifurcation of Net Liability**		
	Current Liability (Short-term)	-	-
	Non - Current Liability (Long-term)	1,14,11,364	1,00,74,362
	Net Liability	**1,14,11,364**	**1,00,74,362**
5	**Expenses Recognised in Statement of Profit & Loss**		
	Current service cost	49,73,468	43,90,756
	Past Service Cost	-	-
	Interest Cost	7,68,674	6,23,643
	Expected Return on plan assets	-	-
	Expenses recognised in the Income Statement	**57,42,142**	**50,14,399**
	Other Comprehensive Income		
	Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
	Actuarial gain/(loss) on Obligations - Change in Financial assumptions	11,57,988	(7,69,872)
	Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(47,18,906)	(30,79,347)
	Total Actuarial gain/ (loss) on obligations	**(35,60,918)**	**(38,49,219)**
	Actuarial gain/ (loss) on Plan assets	**-**	**-**
	Total Other Comprehensive Income	**(35,60,918)**	**(38,49,219)**
	Assumptions		
	Discount	6.73%	7.63%
	Escalation	7%	7%

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

Form No. SH – 13
Nomination Form
[Pursuant to Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
B2B SOFTWARE TECHNOLOGIES LIMITED,
3rd& 4th Floor, AVR Towers, 6 – 3 – 1112,
Behind West Side Showroom, Near Somajiguda,
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& 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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