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**INDEX**

CONTENTS	PAGE NO.
1. Board of Directors	1
2. Notice to the Shareholders	2
3. Director's Report	6
4. Management Discussions and Analysis	9
5. Corporate Governance Report	10
6. Auditor's Report	21
7. Balance Sheet	23
8. Profit & Loss Account	24
9. Schedules of the Balance Sheet	25
10. Schedules of the Profit and Loss Account	28
11. Notes on Accounts	29
12. Significant Accounting Policies	33
13. Cash Flow Statement & Auditor's Certificate	34
14. Balance Sheet Abstract & Company's General Business Profile	35
15. Statement Regarding Subsidiary Companies	36
16. Auditors Report on Consolidated Financial Statements	37
17. Consolidated Financial Statements	38
18. Consolidated Cash Flow along with Auditors' Certificate	47
19. Report & Accounts of Subsidiaries :	
B2B Infotech Pte Ltd.	48
B2B Infotech SDN. BHD.	53
B2B Softech Inc.	56
B2B Software Technologies Kassel GmbH	59
B2B Enterprise Solutions Limited	61
20. Attendance Slip and Proxy Form	67

DIRECTORS

1. Dr. Ram Nemani
2. Dr. Satyanarayana Y
3. Dr. Ashok Kumar Agarwal
4. Mr. Anil Kumar V Epur
5. Mr. Durga Prasad P
6. Mr. Jayaprakash Sappidi
7. Mr. Satish Paul
8. Mr. Vikram Varma Datla
9. Mr. Sharath Reddy J
10. Mrs. Samantha Reddy P
11. Mr. Nagendra V.V.

Chairman
 Director
 Director
 Director
 Director
 Director
 Director
 Director
 Director
 Managing Director
 Alternate Director to Dr. Ram Nemani

REGISTERED OFFICE:

6-3-906/A/2, Somajiguda,
 Hyderabad – 500 082, A.P. INDIA.
 Website: www.b2bsoftech.com
 email: investorservice@b2bsoftech.com

BANKERS:

ICICI Bank Ltd.
 Khairatabad, Hyderabad – 500 004

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

STATUTORY AUDITORS:

DHANUNJAYA & PRABHAKAR,
 Chartered Accountants,
 Opp. Santosh Swapna Theatre,
 4-1-970, C-Block, # 407 & 408, IVth Floor,
 Ahuja Estates, Abids Road, Hyderabad – 500001.

LEGAL CONSULTANTS:

Harish Kumar & Associates,
 Legal & Corporate Consultants,
 West Marredpally, Secunderabad

HSBC,

Nagarjuna Hills, Banjara Hills, Hyderabad

**SHARE TRANSFER AGENTS AND
 DEMAT REGISTRARS:**

CIL SECURITIES LIMITED,
 214, Raghava Ratna Towers, Chirag Ali Lane,
 Hyderabad – 500 001
 Ph. : 23203155, Fax : 66661267
 E-mail : cilsec@rediffmail.com



NOTICE

Notice is hereby given that the Thirteenth Annual General Meeting of the members of B2B Software Technologies Limited will be held on Friday 28th September, 2007 at its Registered Office situated at 6-3-906/A/2, Somajiguda, Hyderabad – 500 082 at 11.00 A. M., to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Balance Sheet of the Company as at March 31, 2007 and the Profit and Loss account for the Financial Year ended on that date together with the schedules and notes thereon and the Directors' and Auditor's Report thereof.
2. To consider and appoint Dr. Ram Nemani, Director who retires by rotation and being eligible offers himself for reappointment.
3. To consider and appoint Dr. Y. Satyanarayana, Director who retires by rotation and being eligible offers himself for reappointment.
4. To consider and appoint Mr. Satish Paul, Director who retires by rotation and being eligible did not offer himself for reappointment.
5. To consider and appoint M/s Dhanunjaya & Prabhakar, Chartered Accountants as Statutory Auditors of the Company to hold office until the conclusion of next Annual General Meeting at such remuneration as may be decided by the Board of Directors.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 269, 198, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals as may be required from time to time the Members of the Company do hereby ratify the decision of the Board of Directors and approve the increase in remuneration payable to Mrs. P. Samantha Reddy, Managing Director of the Company from Rs.10,00,000/- to Rs.12,50,000/- per annum including all perquisites and allowances with effect from 1st October, 2006."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81 (1A) and other applicable provision, if any, of the companies Act, 1956 (including any statutory modification(s) or re-enactments thereof) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors of the Company (herein after referred to as the "Board" which expression shall include a committee thereof) or as may be prescribed or imposed while granting such approvals, permissions and transfers which may be agreed to and accepted by the board in its sole discretion, the consent of the Company be and is hereby accorded to the Board to create, offer, issue or allot, in one or more tranches, to "B2B ESOP TRUST" such number of Ordinary shares of the company of the face value of Rs.10/- each, not exceeding 6,00,000 number of Equity Shares of the Company, as the Board may deem fit, for subscription for cash at the Market value as on the date of such allotment and in accordance with the applicable guidelines and provisions of law and otherwise, ranking pari-passu with the ordinary shares of the company as then issued and in existence and on such terms and conditions and at such time or times as the Board may, in its absolute discretion and in the best interests of the company deem fit. Such shares of the company allotted by the Board shall be granted as options to the Professional Directors and the employees, including present and future employees of the company on such terms and conditions as may be decided upon by the Compensation Committee constituted by the Board for this purpose."

"FURTHER RESOLVED THAT if as a result of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, any additional equity shares are issued by the Company, in such event, for the purpose of making a fair and reasonable adjustment to the options granted earlier, to the Company Option Grantees, the above ceiling of 6,00,000 options and corresponding equity shares, which shall also form part of ESOP 2007, shall be deemed to be increased in proportion to such additional equity shares so issued and allotted."

"FURTHER RESOLVED THAT the Board be and is hereby authorised to issue and allot equity shares of the Company upon exercise of the aforesaid options from time to time in accordance with ESOP 2007 and such equity shares shall rank pari passu in all respects with the then existing equity shares of the Company."

"FURTHER RESOLVED THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition of the equity shares by the aforesaid Company Option Grantees under ESOP 2007 shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said Company Option Grantees."



B2B Software Technologies Limited

"FURTHER RESOLVED THAT the Board be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the said ESOP 2007 scheme, as approved herein, as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 1956, the Memorandum and Articles of Association of the Company and any other applicable laws."

"FURTHER RESOLVED THAT for the purpose of giving effect to these resolutions, the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to create, offer, grant, issue, allotment of the options / equity shares and/or utilization of the proceeds and to finalise and execute all documents and writings as may be necessary, desirable or expedient

By order of the Board

Dated: 27.07.2007
Place: Hyderabad

P. SAMANTHA REDDY
MANAGING DIRECTOR

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
- 2 Pursuant to the provisions of Section 154 of the Companies Act, 1956, read with clause 16 of the listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2007 to 28th September, 2007 (both days inclusive).
- 3 Members holding shares in physical form are requested to intimate the change, if any, in their Registered Address to the Company quoting their Registered Folio.
If the shares are held in Demat form, intimation regarding the change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining the Demat Account.
- 4 Explanatory Statement as required under the provisions of Section 173 (2) of the Companies Act, 1956 is annexed herewith.
- 5 Members / Proxies should bring the Attendance slips duly filled in for identification for attending the meeting.
- 6 Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.

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

Item No. 2 - Brief Profile of Dr. Ram Nemani:

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 at High Desert Hospital, Lancaster, C. A.

Item No. 3 - Brief Profile of Dr. Y. Satyanarayana:

Dr. Y. Satyanarayana is a Doctor in General Medicine and specialization in Dermatology. He has vast experience in the field of medicine in successful practice.

Item No. 4 - Brief Profile of Mr. Satish Paul:

Working at Oracle Corporation as Application Architect with specialisation in systems integration using EAI tools. Involved in designing and overseeing development of enterprise applications at global financial institutions like JP Morgan, Citibank, UBS Warburg etc. Also involved in designing workflow systems to enable business process re-engineering at these firms. Involved in latest grid computing initiatives at Oracle with respect to Oracle 10g database and 10g Application Server.


EXPLANATORY STATEMENT AS REQUIRED UNDER THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956:
Item No. 6:

Mrs. P. Samantha Reddy was appointed as the Managing Director of the Company for a period of 5 years with effect from 31.01.2005 with a remuneration of Rs.10,00,000/- per annum. Considering the services rendered by her towards the growth of Company the Board of Directors, in their meeting held on 02.09.2006, have thought it fit to revise the salary payable to her from Rs.10,00,000/- per annum to Rs.12,50,000/- per annum with effect from 1st October, 2006. The said increase in the remuneration was approved by the Remuneration Committee of the Company as required under the provisions of Schedule XIII to the Companies Act, 1956.

Increase in the remuneration payable to the Managing Director requires the approval of members by way of Ordinary Resolution. Hence this resolution is placed before you for approval.

None of the Directors except Mrs. P. Samantha Reddy and Mr. J. Sharath Reddy is in any way, interested or concerned in the said resolution.

Item No. 7

The Company's Compensation Committee of Directors has approved formulation of an Employee Stock Option Scheme 2007 (ESOP 2007), which would be administered through a B2B ESOP TRUST, in accordance with the provisions of the Securities & Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") and any other applicable law. The same has been approved by the Board of Directors at its meeting held on 27th July, 2007, subject to further approval of the Shareholders of the Company.

The main features of the employee stock option scheme are as under:

1. Total number of options to be granted:

A total of 6,00,000 (Six Lakh) options would be available for being granted to eligible permanent employees of the Company under ESOP 2007. Each option (after it is vested) will be exercisable for one fully paid up equity share of the Company having a face value of Rs.10/- each.

Vested options that lapse due to non-exercise or unvested options that get cancelled due to resignation of the employees or otherwise would be available for being re-granted at a future date.

SEBI guidelines require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional equity shares are issued by the Company to the option grantees, for making such fair and reasonable adjustment, the ceiling of the said 6,00,000 equity shares of the Company shall be deemed to be increased in proportion to the additional equity shares so issued and allotted.

2. Identification of classes of employees entitled to participate in ESOP 2007:

The identification of classes of eligible employees, may be decided by the Compensation Committee, of the Company from time to time, who shall be entitled to participate in ESOP 2007 in the manner and on the terms and conditions as the Compensation Committee may deem fit and appropriate, in their sole discretion.

Eligible employees of the Company may be granted stock options based on their performance and such other criteria as the Compensation Committee may, in its absolute discretion decide. The options granted to an eligible employee will not be transferable to any other person and shall not be pledged, hypothecated, mortgaged or otherwise alienated in any manner.

3. Requirements of vesting and period of vesting:

The options granted shall vest so long as the employee continues to be in the employment of the Company. Vesting of the options shall take place over a maximum period of 4 years with a minimum vesting period of 1 year from the date of grant. The exact proportion in which the options would vest would be determined by the Compensation Committee, subject to the minimum vesting period of one year from the date of grant of options.

The Compensation Committee may, in its discretion, lay down certain performance matrix on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance based vesting, and the proportion in which options granted under ESOP 2007 would vest (subject to the minimum and maximum vesting period as specified above).

**4. Exercise Price:**

The exercise price shall be the average of the daily closing price of equity shares of the Company at Bombay Stock Exchange Limited during the period of six months immediately preceding the date on which the options are granted. However, the exercise price shall not be less than Rs.10/- i.e., face value of the Equity Share.

5. Exercise Period and the process of Exercise:

The exercise period would commence from the date of vesting and will expire on completion of four years from the date of vesting of options.

The options will be exercisable by the eligible employees by a written application to the Company / its present and future subsidiaries to exercise the options in such manner, and on execution of such documents, as may be prescribed by the Compensation Committee from time to time. The options will lapse if not exercised within the specified exercise period.

6. Appraisal Process for determining the eligibility of the employees to ESOP:

The appraisal process for determining the eligibility of the employee will be specified by the Compensation Committee, and will be based on criteria such as seniority of employee, length of service, past performance record, merit of the employee, future potential contribution by the employee and/or such other criteria that may be determined by the Compensation Committee at its sole discretion.

7. Maximum number of options to be issued per employee and in aggregate:

The number of options that may be granted to any specific employee annually under ESOP 2007 shall not exceed 1% of the paid up capital and in aggregate options under ESOP 2007, shall not exceed 6,00,000 options.

8. Disclosure and Accounting Policies:

The Company shall comply with the disclosure and the accounting policies prescribed by concerned Authorities.

9. Method of option valuation:

To calculate the stock-based compensation, the Company shall use the Intrinsic Value Method for valuation of the options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if the Company had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on earning per share (EPS) of the Company shall also be disclosed in the Directors' Report.

The Compensation Committee will formulate the detailed terms and conditions of the said ESOP 2007, as well as monitor the administration and superintendence thereof.

The aggregate number of options to be offered to the eligible employees of the Company shall be within the aforesaid overall limit of 6,00,000 (Six Lakh) options.

Approval of the shareholders is being sought for ESOP 2007, for all the eligible employees of the Company pursuant to the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

As ESOP 2007 provides for issue of equity shares of the Company to be offered to persons other than existing shareholders of the Company, consent of the shareholders is sought pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 and as per the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, approval of members is required by way of Special Resolution. Hence this resolution is placed before you for approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

By order of the Board

Dated: 27.07.2007
Place: Hyderabad

P. SAMANTHA REDDY
MANAGING DIRECTOR



DIRECTORS' REPORT

To,
The Members,
B2B Software Technologies Limited

Your Directors hereby present the Thirteenth Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2007 and the report of the Auditors thereon.

FINANCIAL RESULTS:

(In Rupees)

PARTICULARS:	2006 – 2007	2005 – 2006
Total Income	34,275,881	22,248,430
Expenditure	32,041,657	21,663,699
Profit/(Loss) before tax	2,234,224	584,731
Current Tax (FBT)	79,974	---
Deferred Tax	---	---
Profit / Loss after tax	2,154,250	584,731
Add: Brought forward from previous year	(34,502,113)	(35,086,844)
Transfer to Balance Sheet	(32,347,863)	(34,502,113)

OPERATIONS & FUTURE PROSPECTS:

The performance of your Company during the financial year 2006 – 2007 was quite encouraging, especially during the last quarter. The Company has achieved profit after tax of Rs.2,154,250 lakhs on a turnover of Rs.34,275,881/- compared to the profit of Rs.584,731/- lakhs on a turn over of Rs.22,248,430/- during the previous year.

As proposed in the previous Annual General Meeting held on 02.09.2006, the Company's proposal of reduction in the paid up share capital could not be proceeded with due to technical reasons and the entries in the books of accounts were reversed after obtaining the approval of the Board of Directors before 31st of March, 2007.

PARTICULARS REGARDING SUBSIDIARY COMPANY:

As required by section 212 of the Companies Act, 1956 documents relating to the Company's subsidiaries are annexed to this report.

CORPORATE GOVERNANCE:

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

DEPOSITS:

During the year under review the Company has not invited/accepted any deposits from the public as defined in Section 58A read with Companies (Acceptance of Deposit) Rules, 1975.

BOARD OF DIRECTORS:

Dr. Ram Nemani, Dr. Y. Satyanarayana and Mr. Satish Paul retire at the ensuing Annual General Meeting. Dr. Ram Nemani and Dr. Y. Satyanarayana, being eligible offered themselves for re appointment.



The Company has not received any communication from Mr. Satish Paul consenting for his reappointment. Mr. Sunil Nemani had resigned as Director of the Company due to his personal reasons. The Board places on record its appreciation for the services rendered by him during his tenure as Director of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956 the Board of Directors of the Company hereby confirm that:

- (i) in the preparation of the Annual Accounts for the year ended March 31st, 2007, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (ii) the directors had 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 year ended on March 31st, 2007;
- (iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) annual accounts have been prepared on a going concern basis.

REPLIES TO AUDIT OBSERVATIONS:

- a. Reply to point 2(a) of Auditors Report the Company is making efforts to expedite the recovery the loan as per the repayment schedule agreed upon.
- b. Reply to point 2(b) of Auditors Report there has been drawn up a comprehensive business plan aimed at the improving the performance of subsidiaries mentioned. The resultsof the plan would be derived in the ensuing years.

AUDITORS:

M/s Dhanunaja & Prabhakar, Chartered Accountants, the Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Board recommends their re-appointment

PERSONNEL:

During the year under report, there were no employees drawing remuneration in excess of the limits laid down in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee's) Rules, 1975.

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

The disclosures required under Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, for the year ended March 31, 2007 are as follows:

- A. Conservation of energy:
Adequate measures have been taken to conserve energy wherever possible.
- B. Technology Absorption:
The Company is making continuous efforts to upgrade and automise the present Quality Management System Process. This is to ensure improvement in the process and maximize customer satisfaction.

**B2B Software Technologies Limited****C. Foreign Exchange Earnings and Outgo**

Sl.No.	Particulars	2006 – 2007 (in Rs.)	2005 – 2006 (in Rs.)
1.	Income from Software Development Services	18,489,108	9,531,592
2.	Income from Trading Activities	3,181,184	—
3.	Total Foreign Exchange Earnings	21,670,292	9,531,592
4.	Total Foreign Exchange Outgo – on account of travelling	341,602	350,160
5.	Foreign Exchange Outgo - on account of purchase of Software and Others	3,510,620	927,643
6.	Total Foreign Exchange Outgo.	3,852,222	1,277,803

ACKNOWLEDGEMENTS:

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

For and on behalf of the Board

Place : Hyderabad

Date : 27-7-2007

P. SAMANTHA REDDY
MANAGING DIRECTOR

J.R. SHARATH
DIRECTOR

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