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DIRECTORS

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

KEY MANAGERIAL PERSONNEL

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

REGISTERED OFFICE:

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

BANKERS:

ICICI Bank Ltd.
Khairatabad, Hyderabad – 500 004

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

STATUTORY AUDITORS:

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

**SHARE TRANSFER AGENTS AND
DEMAT REGISTRARS:**

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



NOTICE

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

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statement:

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

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

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

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

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

Item No. 4 – Ratification of Appointment of Auditors

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

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

SPECIAL BUSINESS:

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

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

Resolved that, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made there under, Ms. Rajeswari Immani (DIN: 07127791), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 28, 2015 and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Rajeswari Immani (DIN: 07127791) as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period up to 27th March, 2020, not liable to retire by rotation.

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

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

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



By order of the Board
For B2B Software Technologies Limited

Date: 14.08.2015
Place: Hyderabad

V. BALA SUBRAMANYAM
Executive Director
(DIN: 06399503)

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

NOTES:

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

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

2. Pursuant to Clause 16 read with Section 91 of the Companies Act, 2013 the Register of Members and Register of Share Transfer Books of the Company will remain closed from 24.09.2015 to 30.09.2015 (both days inclusive).
3. Members holding shares in physical form are requested to intimate the change, if any, in their Registered Address to the Company quoting their Registered Folio.
- If the shares are held in Demat form, intimation regarding the change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining the Demat Account.
4. Statement as required under the provisions of Section 102 (1) of the Companies Act, 2013 is enclosed to this notice.
5. Members / Proxies should bring the Attendance slips duly filled in for identification for attending the meeting.
6. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.
7. In accordance with Section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Annual Report (Audited Financial Statements, Directors Report, Auditors Report etc.) is being sent to the shareholders in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding) the Company's Registrar and Share Transfer Agents (in case of physical shareholding).

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

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



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

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

11. E-Voting:

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

The instructions for E-Voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instructions (IV).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-individual shareholders and custodians.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.



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

PROFILE OF Dr. MURTHY MUTYALA (DIN 02394524):

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

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

PROFILE OF Dr. RAM NEMANI (DIN 01131212):

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

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

PROFILE OF Ms. RAJESWARI IMMANI (DIN 07127791):

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

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

Item No. 5:

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

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

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

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

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



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

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

Item No. 6:

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

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

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

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

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

By order of the Board
For B2B Software Technologies Limited

Date: 14.08.2015

Place: Hyderabad

V. BALA SUBRAMANYAM
Executive Director
(DIN: 06399503)

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

**DIRECTORS' REPORT**

To,
The Members,
B2B Software Technologies Limited

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

FINANCIAL RESULTS:

(In Rupees)

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

Industry Structure and development

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

State of Company affairs

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

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

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



LISTING OF EQUITY SHARES:

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

TRANSFER TO RESERVES:

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

CHANGE IN NATURE OF BUSINESS, IF ANY:

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

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

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

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY:

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

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

CORPORATE GOVERNANCE:

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

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

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

MEETING OF INDEPENDENT DIRECTORS:

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

VIGIL MECHANISM:

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



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

BOARD EVALUATION:

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

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

CHANGES IN DIRECTORS:

INDUCTIONS:

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

RE – APPOINTMENTS:

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

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

RESIGNATIONS:

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

CHANGES IN KEY MANAGERIAL PERSONNEL:

Dr. RAM NEMANI:

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

EXECUTIVE DIRECTORS :

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

Mr. SUNIL NEMANI:

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