



**B2B SOFTWARE**  
TECHNOLOGIES LTD  
PEOPLE . VALUES . TECHNOLOGIES



**ANNUAL REPORT**  
**2018 - 2019**

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

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## DIRECTORS

1. Dr. Satyanarayana Y	Director
2. Mr. M. Rambabu	Independent Director
3. Mr. A. Rambabu	Independent Director
4. Mr. Ch.Suresh	Director
5. Ms. Rajeswari Immani	Independent Women Director
6. Mr. V. Bala Subramanyam	Executive Director

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

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

## BANKERS:

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

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

## 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. Ms. T.S. Maharani	Company Secretary

## 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](http://www.b2bsoftech.com) | E: [investorservice@b2bsoftech.com](mailto:investorservice@b2bsoftech.com)  
CIN : L72200TG1994PL018351

## **NOTICE**

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of **B2B SOFTWARE TECHNOLOGIES LIMITED** will be held on Monday day the 30th of September, 2019 at the registered office of the Company situated at 3rd & 4th Floor, AVR Towers, 6-3-1112, Behind Westside 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 Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, 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 Dr. Yaramati Satyanarayana (DIN: 00360679) who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

#### **Item No. 3 – To Re-appoint M/s Umamaheswara Rao & Co as the Statutory Auditors.**

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

**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act 2013 and upon recommendation of Audit Committee members M/s Umamaheswara Rao & Co., Chartered Accountants, Chartered Accountants (Firm Registration No.: 004453S), be and are hereby re-appointed as the Statutory Auditors of the Company, for another term of three consecutive years from the conclusion of 25th Annual General Meeting until the conclusion of 28th Annual General Meeting without the requirement of further ratification by the members in the terms of the provisions of the Companies Act 2013, at such remuneration as may be fixed by the Board of Directors upon recommendation of Audit Committee.

### **SPECIAL BUSINESS:**

#### **Item No. 4 – To appoint Mr. Chode Suresh (DIN: 03473921) as a Director:**

4. To consider and if thought fit to pass the following resolution as Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chode Suresh (DIN: 03473921), who was appointed as an Additional Director under the category of Non – Executive Director by the Board of Directors at their meeting held on 28th August 2019 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company and who shall be liable to retire by rotation”

#### **Item No. 5 – To Re-appoint Mrs. Rajeswari Immani (DIN: 07127791) as an Independent Director:**

5. To consider and if thought fit to pass the following resolution as Special Resolution:  
**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Rajeswari Immani (DIN: 07127791), who was appointed as an Independent Director to hold office till 27th March, 2020 being eligible and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, based on the recommendation of Nomination and Remuneration Committee be and is hereby re-appointed to hold office for a second term of 5 (five) consecutive years from 28th March 2020 to 27th March 2025, and whose office shall not be liable to retire by rotation.

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

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

Date: 28.08.2019  
Place: Hyderabad

**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 Regulation 42 of the SEBI (LODR) Regulations 2015 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 23rd September 2019 to 30th September 2019 (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 2018 – 2019 can also be downloaded from the company's website i.e., [www.b2bsoftech.com](http://www.b2bsoftech.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 is appended to this notice
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 25th Annual General Meeting of the Company. 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 conducting the e-voting process in a fair and transparent manner. E-Voting is Optional. 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 Cutoff Date is 23rd September 2019. The Company is providing Ballot facility at the venue of the AGM for the shareholders who have not cast their vote electronically. The results of the evoting and poll at the AGM will be declared within 48 hours from the conclusion of the AGM and shall be displayed on the website of the Company and BSE Limited.

**The instructions for the shareholders voting electronically are as under:**

- (i) The voting period begins on **Friday the 27th September 2019 at 09:00 am and ends on Sunday the 29th September 2019 at 05:00 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 23rd September 2019 may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should login on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (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 logged on to [www.evotingindia.com](http://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: and the Listing Regulations.

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"> <li>● 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.</li> <li>● 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.</li> </ul>
Dividend Bank Details of OR Date Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

- (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 “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.
- (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 your “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take the print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xvii) 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 & enter the details as prompted by the system.
- (xviii) 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.
- (xix) 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details as 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 the accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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](http://www.evotingindia.com), under help section or write and email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

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

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

**Item No. 4**

Mr. CHODE SURESH (DIN: 03473921) Director was appointed as an Independent Director on the Board of the company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for the period from 01.04.2019 to 31.03.2024 and whose office shall not be liable to retire by rotation.

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) the Non-Executive Directors have resigned from the Board with effect from 18th April 2019 and their resignation has caused insufficient availability of Non-Executive Directors in the Board liable to retire by rotation as required under the provisions of the Companies Act, 2013.



Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, 1/3rd out of not less than 2/3rd of Directors are liable to retire by rotation at every Annual General Meeting. However, the Company does not have enough strength of persons whose period of office is liable to determination by retirement of Directors by rotation in order to comply with the provisions of Section 152 (6) of the Companies Act, 2013.

The Company has only one Director who is liable to retire by rotation and hence in the current financial year also Dr. Yaramati Satyanarayana (DIN: 00360679) is being considered for the Directors liable to retire by rotation.

The management has put in its best efforts to identify suitable person for appointment as the Non-Executive Director of the Company in order to fill the gap of non-executive directors whose office shall be liable to retire by rotation as required under the provisions of the Companies Act 2013, however no positive response was received by the company.

Since the number of the Independent Directors as required are sufficient, the Board requested Mr. Chode Suresh the Independent Director to resign and accept the proposal for his appointment as the Additional Non Executive & Non Independent Director in order to comply with the composition of the Board as per the provisions of the Companies Act, 2013.

Mr. Chode Suresh (DIN: 03473921) also have given his consent to be appointed as the Non-Executive and Non-Independent Director whose office shall be liable to retire by rotation and resigned as Independent Director of the Company with effect from 14th August 2019.

Accordingly, the Board of Directors in their meeting held on 28th August 2019 has appointed Mr. Chode Suresh as an Additional Director of the Company with effect from the date of the Board Meeting and holds office till the date of the ensuing Annual General Meeting.

The Board recommends for his appointment as the Non-Executive & Non – Independent Director as per the provisions of the Companies Act 2013.

The company has received from Mr. Chode Suresh (DIN: 03473921) (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 company has also received notice in writing from a member proposing the candidature of Mr. CHODE SURESH (DIN: 03473921) for the office of Non-Executive & Non – Independent Director of the Company liable to retire by rotation along with the necessary deposit of Rs. 1,00,000/-.

The Board recommends the Ordinary Resolution set out as Item No.4 of the Notice for approval by the members. Information as required pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors is appended to this notice.

No Director, key managerial personnel or their relatives, except Mr. Chode Suresh (DIN: 03473921) to whom the resolution relates is interested or concerned in the resolution.

#### **Item No. 5**

Ms. Rajeswari Immani (DIN: 07127791) Director was appointed as an Independent Director on the Board of the company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges.

Ms. Rajeswari Immani (DIN: 07127791) Director was appointed as an Independent Director to hold office till 27th March 2020 and whose office shall not be liable to retire by rotation.

The Board of Directors, on the basis of performance evaluation done by the Nomination and Remuneration Committee of Ms. Rajeswari Immani (DIN: 07127791) Independent Director, considers that given her background and experience and contributions made by her during her tenure and the continued association of Ms. Rajeswari Immani (DIN: 07127791) would be beneficial to the company and it is desirable to continue to avail her service as an Independent Woman Director.

Accordingly, it is proposed to re-appoint Ms. Rajeswari Immani (DIN: 07127791) as an Independent Director of the

Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

The Company has also received declaration from Ms. Rajeswari Immani (DIN: 07127791) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board Ms. Rajeswari Immani (DIN: 07127791) fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

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 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 she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Copy of draft letter of appointment of Ms. Rajeswari Immani (DIN: 07127791) setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company during business hours.

The Board recommends the Special Resolution set out as Item No. 5 of the Notice for approval by the members. Information as required pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors is appended to this notice.

No Director, key managerial personnel or their relatives, except Ms. Rajeswari Immani (DIN: 07127791) to whom the resolution relates is interested or concerned in the 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	Yaramati Satyanarayana	Rajeswari Immani
Category	Director	Director	Independent Director
DIN	03473921	00360679	07127791
Date of Birth and Age	05.02.1984 (35 Years)	13.01.1957 (62 Years)	19/08/1958 (61 Years)
Qualification	Postgraduate	M. D. in Dermatology	Graduate in Law and a Postgraduate in Psychology
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 vast experience in the field of medicine and has been successful in the practice of dermatology.	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.
First Appointment on Board	14/02/2011	31/01/2000	28/03/2015
Terms and Conditions of Appointment / Re-appointment	Proposed to be appointed as a Non-Executive & Non-Independent Director of the Company.	Proposed to be re-appointed as Director of the Company liable to retire by rotation	Proposed to be re-appointed as an Independent Director for a further period of five years with effect from 28th March 2020.



Remuneration last drawn (including sitting fees, if any)	40,000	10,000	40,000
Remuneration proposed to be paid	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.
Shareholding in the Company as on March 31, 2019	Nil	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	Not related to any other Director or Key Managerial Personnel
Number of meetings of the Board attended during the year	4 (Four)	1 (One)	4 (Four)
Directorships of other Boards as on March 31, 2019	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil	Nil	Nil

By order of the Board  
For B2B Software Technologies Limited

Date: 28.08.2019  
Place: Hyderabad

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

Registered Office: 3<sup>rd</sup> & 4<sup>th</sup> 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 Fifth Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2019 and the report of the Auditors thereon.

### **1. FINANCIAL RESULTS:**

(In Rupees)

	<b>Standalone</b>		<b>Consolidated</b>	
<b>PARTICULARS:</b>	<b>2018-19</b>	<b>2017-2018</b>	<b>2018-2019</b>	<b>2017-2018</b>
Revenue from Operations	79,049,495	77,098,952	106,309,682	109,022,510
Other Income	68,89,217	43,89,220	68,89,217	43,89,220
<b>Profit/ Loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense</b>	<b>85,938,712</b>	<b>81,488,172</b>	<b>113,198,899</b>	<b>113,411,730</b>
Less: Depreciation/ Amortisation/ Impairment	11,90,255	12,06,971	11,90,255	12,06,971
<b>Profit/ Loss before Finance Costs, Exceptional Items and Tax Expense</b>	<b>84,748,457</b>	<b>80,281,201</b>	<b>112,008,644</b>	<b>112,204,759</b>
Less: Finance Costs	82,322,768	70,437,686	109,561,442	102,294,643
<b>Profit/ Loss before Exceptional Items and Tax Expense</b>	<b>24,25,689</b>	<b>98,43,515</b>	<b>24,47,202</b>	<b>9,910,116</b>
Add/ Less: Exceptional Items	-	-	-	-
<b>Profit/ Loss before Tax Expense</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Less: Tax Expense (Current & Deferred)	4,74,250	36,52,736	4,74,250	36,52,736
Profit/ Loss for the year (1)	19,51,439	61,90,779	19,72,952	62,57,380
Total Comprehensive Income/ Loss (2)	38,49,219	23,72,194	38,49,219	23,72,194
<b>Total (1+2)</b>	<b>58,00,658</b>	<b>85,62,973</b>	<b>58,22,171</b>	<b>86,29,574</b>
Balance of Profit/(Loss) for earlier years	-	-	-	-
Less: Transfer to Debenture Redemption Reserve	-	-	-	-
Less: Transfer to Reserves	(26,053,795)	(31,854,453)	(24,321,973)	(30,448,586)
Less: Dividend paid on Equity Shares	-	-	-	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
<b>Balance carried to Balance Sheet (A-B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

### **2. Industry Structure and development**

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

### **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.