



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

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.

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

BANKERS:

ICICI Bank Ltd.
Khairatabad,
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

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

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

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 VANAPALLI (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 Subramanyam 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 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.

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 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**

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*	<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.
Dividend Bank Details of OR Date of 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"> ● 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