

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

Date- 03rd September, 2024

USA

Sub: Submission of Annual Report for the financial year 2023-2024.
Scrip Code: 531268

Dear Sir/Madam,

Annual General Meeting ('AGM'):

Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are submitting herewith Annual Report of the Company for the financial year 2023-2024.

The Annual Report for the financial year 2023-24 is being sent to the shareholders electronically who have registered their email IDs. The same is also available on the Company's website at www.b2bsoftech.com.

The schedule of the AGM is set out below:

Particulars	Details
Date & time of the AGM	Thursday, the 26 th day of September 2024 at 04.00 PM (IST) through VC/OAVM
Cut-off date for the purpose of e-voting /e-voting at AGM	Thursday, the 19 th day of September, 2024
Commencement of e-voting	Monday, the 23 rd day of September 2024 (9.00 AM IST)
End of e-voting	Wednesday, the 25 th of September 2024 (5.00 PM IST)

You are requested to take the above information on record.

Thanking You
Yours faithfully,
For B2B SOFTWARE TECHNOLOGIES LIMITED

Prabhat Bhamini
Company Secretary & Compliance Officer
Membership No.- ACS 69664



B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES

30th ANNUAL REPORT



ANNUAL REPORT
2023 - 2024

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SECRETARIAL AUDITOR
D.S.M. Ram
Proprietor DSMR & Associates
Company Secretaries
6-3-668/10/42, Plot No.42, 2nd Floor,
Durga Nagar Colony, Punjagutta,
Hyderabad - 500082.

DIRECTORS

1. Dr. Satyanarayana Y(DIN-00360679)	Director
2. Mr. Lakshminarayana Bolisetty (DIN-02766709)	Independent Director
3. Mr. Sreeramulu Kavuri (DIN: 01999979)	Independent Director
4. Ms. Rajeswari Immani (DIN-07127791)	Independent Women Director
5. Mrs. Parvatha Samantha Reddy(DIN-00141961)	Director
6. Mr. Bala Subramanyam Vanapalli (DIN-06399503)	Executive Director

KEY MANAGERIAL PERSONNEL

1. Dr. Ramachandra Rao Nemani	C.E.O.
2. Mr. Bala Subramanyam Vanapalli	Executive Director
3. Mr. Sunil Nemani	C.F.O.
4. Ms. Prabhat Bhamini (ACS 69664)	Company Secretary & Compliance Officer

STATUTORY AUDITORS:
JAWAHAR & ASSOCIATES
Chartered Accountants,
C-5, Skylark Apartments,
3-6-309, Bashirbagh
Hyderabad - 500 029.

INTERNAL AUDITORS:
Srijani Sarkar
Flat No. 313, Block A,
Janapriya Nivas,
Babanagar, Nacharam
Hyderabad - 500 076.

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

REGISTERED OFFICE:

6-3-1112, 3rd Floor, AVR Tower, Behind Westside Showroom
Near Somajiguda Circle, Begumpet, Hyderabad - 500 016.
Website: www.b2bsoftech.com | E: investorservice@b2bsoftech.com
CIN : L72200TG1994PL018351

B2B SOFTWARE TECHNOLOGIES LIMITED

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

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of **B2B SOFTWARE TECHNOLOGIES LIMITED** (CIN: L72200TG1994PLC018351) will be held on Thursday the 26th Day of September 2024 at 04.00 P.M, through Electronic mode (Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:**ITEM NO. 1 – ADOPTION OF STANDALONE FINANCIAL STATEMENT AND REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, and the reports of the Board of Directors and Auditors thereon; and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, and the reports of the Board of Directors and Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

ITEM NO. 2 ADOPTION OF CONSOLIDATED FINANCIAL STATEMENT AND REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON-

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, and the report of the Auditors thereon; and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, and the report of the Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

ITEM NO. 3 – RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To appoint a Director, in place of Dr. Yaramati Satyanarayana (DIN: 00360679) who retires by rotation and being eligible, offers himself for reappointment:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Yaramati Satyanarayana (DIN: 00360679), who retires by rotation at this meeting being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:**ITEM NO 4- APPOINTMENT OF MR. LAKSHMINARAYANA BOLISSETTY (DIN- 02766709) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Lakshminarayana Bolisetty (DIN- 02766709), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 28, 2024,

who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, Regulation 16(1)(b) and 17(1A) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till June 27, 2029 including the period from June 06th 2027 when he attains 75 years of age and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO 5- APPOINTMENT OF MR. SREERAMULU KAVURI (DIN: 01999979) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Sreeramulu Kavuri (DIN: 01999979), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till June 27, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 6- APPROVE AND REGULARISE THE APPOINTMENT OF MRS. PARVATHA SAMANTHA REDDY (DIN- 00141961) AS A NON- EXECUTIVE AND NON INDEPENDENT DIRECTOR OF THE COMPANY (LIABLE TO BE RETIRE BY ROTATION).

To Consider, and if thought fit, to pass the following Resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Mrs. Parvatha Samantha Reddy (DIN- 00141961), who was appointed as Additional Director of the Company with effect from August 26th 2024 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

ITEM NO. 7- PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2023-2024:

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 re-enactment thereof for the time being in force), pursuant to the authorization granted by the members in the Annual General Meeting held on 29th September, 2023 at the time of re-appointment of Mr. Bala Subramanyam Vanapalli Whole-time Director (DIN: 06399503) 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.17,18,581/- to Mr. Bala Subramanyam Vanapalli, Whole-time Director (DIN: 06399503) of the Company for the Financial Year 2023-2024.”

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

ITEM NO. 8- MODIFICATION OF EMPLOYEE STOCK OPTION SCHEME

To Consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to all applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) (“the Act”) read with the rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the SEBI ESOP Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time and the Memorandum of Association and Articles of Association of the Company, modification of the B2B Employees’ Stock Ownership Plan – 2007 (“ESOP-2007”), for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors, as approved by the Board of Directors be and is hereby approved.

RESOLVED FURTHER THAT the modified ESOP Scheme (“ESOP-2024”) be implemented through B2B ESOP Trust (“ESOP Trust”) based on the guidelines formulated by a Committee of the Board of Directors (“Nomination and Remuneration Committee”) provided that the total number of options that can be granted in one or more tranches under the ESOP-2024 shall not exceed 10,00,000 (Ten Lakhs) options (“Options”), which upon exercise shall result into equivalent number of equity shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to be issued by the Company to ESOP and by utilizing the 6,00,000 equity shares holding by the ESOP Trust itself which were allotted by the Company under B2B ESOP Scheme 2007 and not exercised by any eligible employees within the given time period, on such other terms and conditions as the Compensation Committee or the ESOP Trust, as the case maybe, may determine from time to time.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to:

- i. delegate to the ESOP Trust, the authority to administer, implement and supervise the operation of the ESOP-2024 on such terms and conditions as it may specify;
- ii. determine the terms and conditions of grant, issue, re-issue, cancellation and withdrawal of Options from time to time;
- iii. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of Options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time;
- iv. to do all such acts, deeds, things and matters as may be considered necessary or expedient for the purpose of giving effect to the above resolution including delegation of all or any of the powers herein conferred by this resolution to the ESOP Trust; and
- v. to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby also authorised to determine, modify and vary all or any of the terms and conditions of the ESOP-2024 as it may in its absolute discretion determine subject to applicable laws.”

ITEM NO. 9- AUTHORISATION FOR GRANTING OF LOAN TO ESOP TRUST

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

“RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the SEBI ESOP Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time, approval of the members of the Company be and is hereby accorded to the B2B ESOP Trust (“ESOP Trust”) to acquire the new share of the Company for the purpose of implementation of the B2B Employees’ Stock Ownership Plan – 2024 (“ESOP-2024”) as approved by the Board of Directors, at such price and at such terms and conditions that the ESOP Trust may deem fit and to do all such acts, deeds and things as maybe incidental or ancillary in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Act, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded to the Board of Directors (“Board” which term shall be deemed to include any Committee thereof) to extend an interest free loan to the ESOP Trust upto Rs. 40,00,000 (Rupees Forty lakhs only) or such higher amount as may be sanctioned by the Board, for subscribing the shares up to 4,00,000 (Four lakhs) equity shares of the Company for the purpose of implementation of ESOP-2024 subject to overall limits, if any, specified under the Act or the SEBI ESOP Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Committee and the ESOP Trust be and is hereby authorised to do all such acts, deeds, things and matters as may be considered necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company”.

ITEM NO. 10- TO APPROVE FOR CONTINUATION OF MATERIAL RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the recommendations of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to continue agreement with Genius docs for providing services relating to product development and resource allocation.

RESOLVED FURTHER THAT the Board of Director of the Company or Company Secretary be and are hereby authorised 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 : 26th August, 2024

Place : Hyderabad

SD/-
BALA SUBRAMANYAM VANAPALLI
Executive Director
DIN: 06399503

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

NOTES:

- a. Pursuant to the General Circular No. 10/2022 dated 28th December 2022, issued by Ministry of Corporate Affairs (“MCA”) read together with subsequent circular issued in this regards, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with other circulars issued by SEBI in this regard (collectively to be referred to as “SEBI Circulars”), Companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
- b. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for certain businesses set out in the Notice is annexed hereto.
- c. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re- appointment or variation in terms of remuneration, is provided as part of this Notice. The Company has received the requisite consents/declarations for the appointment / re-appointment under the Act and the rules made there under.
- d. 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.
- e. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 09 December 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. 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.
- f. 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.
- g. 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 1000 members on first come first serve 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 restriction on account of first come first serve basis.
- h. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- i. 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.

- j. 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.
- k. 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.
- l. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.b2bsoftech.com and on the website of the Company's Registrar and Transfer Agents, www.cilsecurities.com It may be noted that any service request can be processed only after the folio is KYC Compliant.
- m. Members desiring any information on the Accounts are requested to write to the Company at least one week (7 days) before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.

n. Electronic Dispatch of Annual Report and Process for Registration of e-mail id:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made there under and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), and such statements including the Notice of the AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 30th AGM and the Annual Report 2023-24 are also available on the Company's website <https://b2bsoftech.com> website of the Stock exchanges i.e. BSE Limited: 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.

IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Non-availability of the same will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI

circular. These frozen folios will be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025

Further, SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub division/ Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Members are requested to make service requests in prescribed Form ISR-4, as available on the Company's website at <https://b2bsofttech.com>

- o. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
- p. Pursuant to the provisions of Section 72 of the Act read with the rules made there under, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the Registrar and Share Transfer Agent. The relevant nomination form is appended to this notice. Further, in terms of SEBI Circular dated February 24, 2022, all existing shareholders holding shares in trading and demat accounts shall provide their choice of nomination, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts by contacting their respective Depository Participant(s)
- q. 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.

Investor Grievance Redressal: The Company has designated an e-mail ID i.e. investorservice@b2bsofttech.com to enable the investors to register their complaints/send correspondence, if any.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, the 23rd September, 2024 at 9.00 A.M and ends on Wednesday the 25th September, 2024 at 5.00 P.M. 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 19th September 2024 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.