



13<sup>th</sup> January, 2015

To

Ms. Neha Gada  
DCS – CRD  
The Bombay Stock Exchange Limited  
No.1, Dalal Street,  
Phiroze Jeejeebhoy Towers  
Mumbai – 400 001

Dear Madam,

Sub: - Submission of information on Compliance of Clause 49 of the listing Agreement  
for the Quarter ended 31<sup>st</sup> December, 2014

Ref: - Company Code: 531268

With reference to the Captioned subject, we are herewith enclosing the report on  
Corporate Governance as required under the provisions of Clause 49 of the Listing  
Agreement for the quarter ended 31<sup>st</sup> December, 2014.

This is for your information and record.

Thanking you,


Yours faithfully

For **B2B SOFTWARE TECHNOLOGIES LIMITED**


  
**V BALA SUBRAMANYAM**  
Executive Director

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER  
ENDED 31<sup>ST</sup> DECEMBER, 2014**

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	Women Director would be inducted on the Board shortly.
(B) Independent Directors	49 (IIB)	YES	Separate meeting of Independent Directors would be held during this quarter
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A	Complied in the Annual Report for the year 2013 – 2014
(D) Other provisions as to Board and Committees	49 (IID)	YES	The company would constitute the risk management committee during this quarter
(E) Code of Conduct	49 (IIE)	YES	N. A.
(F) Whistle Blower Policy	49 (IIF)	YES	N. A.
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	N. A.
(B) Meeting of Audit Committee	49 (IIIB)	YES	N. A.
(C) Powers of Audit Committee	49 (IIIC)	YES	N. A.
(D) Role of Audit Committee	49 (IIID)	YES	N. A.
(E) Review of Information by Audit Committee.	49 (IIIE)	YES	N. A.

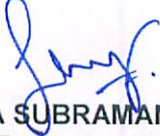
  
**V BALA SUBRAMANYAM**  
 Executive Director

<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	N. A
<b>V. Subsidiary companies</b>	49 (V)	YES	Complied in the Annual Report for the year 2013 – 2014
<b>VI. Risk Management</b>	49 (VI)	YES	N. A.
<b>VII. Related Party Transactions</b>	49 (VII)	YES	<p>The company has entered into related party transactions with GeniusDoc Inc., USA for supply of services relating to development and upgradation of the product GeniusDoc. The company has entered into an agreement for supply of the aforesaid services in the year 2011 and the same is valid for 5 years. Value of transaction entered into with GeniusDoc during the quarter i.e., from 01.10.2014 to 31.12.2014 is USD 96,727 (equivalent to INR 60,16,876 approximately)</p> <p>The company has not entered into any other related party transactions.</p>
<b>VIII. Disclosures</b>	49 (VIII)	YES	Complied in the Annual Report for the year 2013 – 2014
(A) Related party transactions	49 (VIII A)	N.A	Complied in the Annual Report for the year 2013 – 2014
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	Complied in the Annual Report for the year 2013 – 2014

  
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 Executive Director



(C) Remuneration of Directors	49 (VIII C)	N.A	Complied in the Annual Report for the year 2013 – 2014
(D) Management	49 (VIII D)	N.A	Complied in the Annual Report for the year 2013 – 2014
(E) Shareholders	49 (VIII E)	N.A	Complied in the Annual Report for the year 2013 – 2014
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A	No Public issues, rights issues, preferential issues etc., during the year.
<b>IX. CEO / CFO Certification</b>	49 (IX)	N.A	Complied in the Annual Report for the year 2013 – 2014
<b>X. Report on Corporate Governance</b>	49 (X)	N.A	Complied in the Annual Report for the year 2013 – 2014
<b>XI. Compliance</b>	49 (XI)	N.A	Complied in the Annual Report for the year 2013 – 2014

  
**V BALA SUBRAMANYAM**  
 Executive Director