

14th October, 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 30th September, 2015

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 30th September, 2015.

This is for your information and record.

Thanking you,

Yours faithfully
For B2B SOFTWARE TECHNOLOGIES LIMITED


V BALA SUBRAMANYAM
Executive Director
DIN 06399503



**COMPLIANCE REPORT ON CORPORATE GOVERNANCE FOR THE QUARTER
ENDED 30th SEPTEMBER, 2015**

Particulars	Clause of Listing agreement	Compliance status Yes/No/N.A	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	YES	N. A.
(B) Independent Directors	49 (IIB)	YES	N. A.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A	Complied in the Annual Report for the year 2014 – 2015
(D) Other provisions as to Board and Committees	49 (IID)	YES	N. A.
(E) Code of Conduct	49 (IIE)	YES	N. A.
(F) Whistle Blower Policy	49 (IIF)	YES	N. A.
III. Audit Committee	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.

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IV. Nomination and Remuneration Committee	49 (IV)	YES	N. A
V. Subsidiary companies	49 (V)	YES	Complied in the Annual Report for the year 2014 – 2015
VI. Risk Management	49 (VI)	YES	N. A.
VII. Related Party Transactions	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 01.07.2015 to 30.09.2015 is USD 95,855 (equivalent to INR 62,62,777/- approximately)</p> <p>The company has not entered into any other related party transactions.</p>
VIII. Disclosures	49 (VIII)	YES	Complied in the Annual Report for the year 2014 – 2015
(A) Related party transactions	49 (VIII A)	N.A	Complied in the Annual Report for the year 2014 – 2015
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A	Complied in the Annual Report for the year 2014 – 2015

FOR B2B SOFTWARE TECHNOLOGIES LIMITED

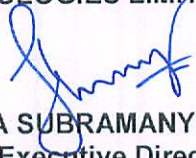



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(C) Remuneration of Directors	49 (VIII C)	N.A	Complied in the Annual Report for the year 2014 – 2015
(D) Management	49 (VIII D)	N.A	Complied in the Annual Report for the year 2014 – 2015
(E) Shareholders	49 (VIII E)	N.A	Complied in the Annual Report for the year 2014 – 2015
(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.
IX. CEO / CFO Certification	49 (IX)	N.A	Complied in the Annual Report for the year 2014 – 2015
X. Report on Corporate Governance	49 (X)	N.A	Complied in the Annual Report for the year 2014 – 2015
XI. Compliance	49 (XI)	N.A	Complied in the Annual Report for the year 2014 – 2015

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