

## B2B SOFTWARE TECHNOLOGIES LIMITED

Regd. Office: 3rd & 4th Floor, AVR Towers, 6-3-1112, Behind Westside 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

### NOTICE OF 25<sup>th</sup> ANNUAL GENERAL MEETING, E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE IS HEREBY GIVEN THAT the 25th Annual General Meeting of B2B SOFTWARE TECHNOLOGIES LIMITED be held on Monday the 30th of September, 2019 at 11.00 a. m., at the Registered Office of the Company situated at 3rd & 4th Floor, AVR Towers, 6-3-1112, Behind Westside Showroom, Near Somajiguda Circle, Begumpet, Hyderabad - 500016 for the purpose of transacting the business mentioned in the Notice dated 28th August, 2019 which has been sent to the Members of the Company individually along with a Statement annexed thereto pursuant to Section 102 (1) of the Companies Act, 2013, in respect of items of Special Business set out in the Notice.

Dispatch of the physical notice of Annual General Meeting, Annual Report 2018 - 2019 and Attendance Slip to the members was completed on 03rd September 2019 in the permitted mode.

The resolutions covered in the Notice of Annual General Meeting will be transacted through remote e-voting (facility to cast vote from a place other than the venue of Annual General Meeting) and also through e-voting or ballot at the venue of the Annual General Meeting in terms of Section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, as amended and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company have decided to engage the services of Central Depository Services Limited ["CDSL"] as the Agency for providing e-voting platform.

The Notice of the Annual General Meeting is available on the website of the Company at www.b2bsofttech.com and on the website of CDSL at <http://evotingindia.com>

#### Remote E-Voting:

**Date of commencement of Remote E-voting: Friday, the 27th of September, 2019 from 9 A.M. (IST)**

**Date of conclusion of Remote E-voting: Sunday the 29th of September, 2019 at 5.00 P.M. (IST).**

Please note that the remote e-voting shall not be allowed beyond 5.00 p. m, on 29th September, 2019. Members whose name is recorded in the Register of Members / Beneficial Owners maintained by the Depositories as on the cut-off date viz., Monday the 23rd of September, 2019 shall only be entitled to avail the facility of remote e-voting or by Poll (Ballot) paper at the Annual General Meeting. The Board of Directors had appointed M/s. DSMR & Associates, Company Secretaries, Hyderabad to scrutinize the process of remote e-voting and voting at the venue of the 25th Annual General Meeting in a fair and transparent manner.

#### Results:

The results on resolutions shall be declared within 48 hours from the conclusion of the 25th Annual General Meeting. The results declared along with the Scrutinizers report shall be placed on the Company's website [www.b2bsofttech.com](http://www.b2bsofttech.com) and on the website of CDSL <http://evotingindia.com> and also would be communicated to the Stock Exchanges.

#### Contact Details:

Any person who acquires shares of the Company and becomes a Member after the dispatch of the AGM Notice and holds shares as on the cut-off date viz., Monday the 23rd of September, 2019 may obtain the user name and password by sending an email request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-22723333. If the member is already registered with CDSL for e-voting, then he can use his existing user ID and Password for casting the vote through remote e-voting.

Members who have cast their vote through remote e-voting prior to the meeting, may also participate in the Annual General Meeting, but shall not be entitled to cast their vote again at the Annual General Meeting.

In case of any query pertaining to e-voting, please visit Help & FAQ's section and e-voting available at the help section of CDSL's website <http://evotingindia.com>. The query or grievance connected with the remote e-voting may also be addressed to:

Mr. Rakesh Dalvi, Manager, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai - 400013.  
 Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Phone number: 1800225533

#### Book Closure:

Notice pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also hereby given that the Registers of Members and Share Transfer books of the Company will remain closed from **Monday the 23rd of September, 2019 to Monday the 30th of September, 2019 (both days inclusive)** for the purpose of 25th Annual General Meeting. This is in accordance with the resolutions passed by the Board of Directors in their meeting held on 28th August, 2019.

By order of the Board

V. BALA SUBRAMANYAM  
 Executive Director  
 DIN: 06399503

Place: Hyderabad  
 Date: 3<sup>rd</sup> September 2019

**NOTE: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

**OPEN OFFER FOR ACQUISITION OF 18,47,224 (EIGHTEEN LAKHS FORTY SEVEN THOUSAND FOUR ONLY) FULLY PAID UP EQUITY SHARES OF ₹ 10 EACH FROM THE SHARE LIMITED ("OSL" / "TARGET COMPANY") BY MR. VIJAY DHAWANGALE ("ACQUIREE" ("ACQUIRER NO. 2") (HEREIN AFTER COLLECTIVELY REFER TO AS "ACQUIRERS" WITH REGULATIONS 3(1) & 4 OF THE SECURITIES AND EXCHANGE BOARD OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED ("SEBI (SAST) RI**

This Advertisement ("Pre Offer Public Announcement") is being issued by Ary Manager to the Offer ("Manager"), on behalf of the Acquirers, in compliance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations, 2011") in respect of Open Offer ("Offer") to acquire 18 Thousand Two Hundred and Twenty Four only Equity Shares of ₹ 10 each, being on a fully diluted basis at a price of ₹ 4.43 (Rupees Four and Forty Three Paise Public Announcement is to be read with Public Announcement dated June 24, Public Statement ("DPS") published on July 01, 2019 in Business Standard (Eng (Hindi - All Editions), Gujarat Mitra (Gujarati - Vadodara Edition) and Aapla Maha respect to the aforementioned Offer.

- 1) The Offer Price is ₹ 4.43 (Rupees Four and Forty Three Paise Only) per fully paid-up in Cash in accordance with the Regulation 9(1)(a) of the SEBI (SAST) Regulation, 2011 mentioned in PA, the DPS and Letter of Offer. There has been no revision in the Offer Price of ₹ 4.43 is fair and reasonable. The recommendation of IDC was published in the same newspapers where the DPS was published.
- 2) Committee of Independent Directors (hereinafter referred to as "IDC") of the Target Company whose names appeared in the Register of Members on August 16 of the LoF in relation to inter alia, the procedure for tendering their Equity Shares adhere to and follow the procedure outlined therein.
- 3) This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011. This Offer is not a competitive bid to this Offer.
- 4) The Letter of Offer dated August 26, 2019 ("LoF") has been dispatched on August 26, 2019 to the Members of the Target Company whose names appeared in the Register of Members on August 16 of the LoF in relation to inter alia, the procedure for tendering their Equity Shares adhere to and follow the procedure outlined therein.
- 5) Public Shareholders are required to refer to the Section titled "Procedure for Acceptance of Offers" in the LoF in relation to inter alia, the procedure for tendering their Equity Shares adhere to and follow the procedure outlined therein.
- 6) Please note that a copy of the LoF will also be available on SEBI's website ([www.sebi.gov.in](http://www.sebi.gov.in)).
- 7) Instructions for Public Shareholders:

**In case the Equity Shares are in physical form:** As per the press release dated August 26, 2019, the deadline for the requirement for effecting transfer of securities in dematerialized form of the same, Public Shareholders holding shares in Physical Form should ensure that the process of dematerialization is completed well in time so that they can participate in the Tendering Period.

**In case the Equity Shares are in dematerialized form:** An Eligible person may part with their broker/selling member and tender shares in the open offer as per the procedure outlined in the LoF.

- 8) In terms of Regulation 16(1) of SEBI (SAST) Regulations, 2011, the Draft Letter of Offer dated August 08, 2019. The final observations letter from SEBI was received on August 20, 2019. The observations letter from SEBI and the observations have been duly incorporated in the LoF.
- 9) There have been no other material changes in relation to the Offer, since the date of the DPS and the Letter of Offer.
- 10) As on the date of this advertisement, there are no statutory approvals required pursuant to this Open Offer. This Open Offer is subject to all other statutory approvals required to be obtained before the completion of the Open Offer.

#### 11) Schedule of Activities:

Major Activities	Original Schedule (Date & Day)
Public Announcement	June 24, 2019 (Monday)
Publication of Detail Public Statement	July 01, 2019 (Monday)
Filing of Draft Letter of Offer with SEBI	July 08, 2019 (Monday)
Last Date for a Competitive Bid*	July 22, 2019 (Monday)
Receipt of Comments from SEBI on Draft Letter of Offer	July 29, 2019 (Monday)
Identified Date**	July 31, 2019 (Wednesday)
Date by which Letter of Offer be posted to the Shareholder	August 07, 2019 (Wednesday)
Comments on the Offer by a Committee of Independent Directors constituted by the BODs of the Target Company	August 09, 2019 (Friday)
Last Day of Revision of Offer Price / Share	August 13, 2019 (Tuesday)
Issue of advertisement announcing the schedule of activities for Open Offer, status of statutory and other approvals in newspapers	August 14, 2019 (Wednesday)
Date of Opening of the Offer	August 16, 2019 (Friday)
Date of Closing of the Offer	August 29, 2019 (Thursday)
Date of communicating the rejection / acceptance and payment of consideration for the acquired share	September 16, 2019 (Monday)

\* There has been no competing offer in this offer

\*\* Identified Date is only for the purpose of determining the names of the Shareholders as on such date. All owner (registered or unregistered) of Equity Shares of the Target Company (except Acquirers, Acquirers and Seller of the Target Company) are eligible to participate in the offer any time before the date of the Offer.

The terms not defined herein will have the same meaning as defined in the PA, DPS and conditions of the Offer shall remain unchanged. The Acquirers jointly and severally accept the obligations of the Offer as laid down in this Advertisement and also for the obligations of the Acquirers as laid down in the SAST Regulations, 2011 and subsequent amendments made thereof. This Advertisement will also be available on [www.sebi.gov.in](http://www.sebi.gov.in).

**THIS ANNOUNCEMENT IS ISSUED BY MANAGER TO THE OFFER ON BEHALF OF THE**



**ARYAMAN FINANCIAL SERVICES LIMITED**

(CIN No.: L74899DL1994PLC059009)

60, Khatau Building, Alkesh Dinesh Modi Marg, O Fort, Mumbai - 400 001. Tel: 022 - 6216 6999

Website: [www.afsl.co.in](http://www.afsl.co.in) | Email: [info@afsl.co.in](mailto:info@afsl.co.in)

Contact Person: Mr. Deepak Blyani

Place: Mumbai  
 Date: September 04, 2019