

**INDEPENDENT AUDITOR'S REPORT**

To the Members of
M/s B2B Software Technologies Limited

Report on the Audit of the Standalone Ind AS Financial Statements**Opinion**

We have audited the accompanying standalone Ind AS financial statements of **M/s B2B Software Technologies Limited** ("the Company"), which comprise the balance sheet as at March 31, 2021, and the Statement of Profit and Loss (including other comprehensive income), Statement of changes in equity and Statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements.)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

30/04/2021

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter
<p><i>Revenue from Operations:</i></p> <p>The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p>
<p><i>Principle Audit Procedures</i></p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ol style="list-style-type: none">1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.




Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - i. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. In our opinion, proper books of account as required by law, have been kept by the company, in so far as appears from our examination of such books of the company;
 - iii. The Balance Sheet, Statement of Profit & Loss and the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts of the Company;
 - iv. In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting standards referred to in section 133 of Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules, 2014;
 - v. On the basis of written representations received from the directors, as on 31st March, 2021, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2021 from being appointed as a director in terms of sub-section (2) of Sec. 164 of the Companies Act, 2013;




- vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position.
 - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Umamaheswara Rao & Co**
Chartered Accountants


S Venugopal

Partner

Membership No: 205565

FRN 004453S

UDIN: 21205565AAAAEP9563



Place: Hyderabad

Date: April 30, 2021

Annexure -A to Auditors' Report

(Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" in our report of even date)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2021, we report that:

- (i) In respect of Company's fixed assets:
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- (ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any Deposits from the public and consequently the directives issued by Reserve Bank of India; the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activity carried out by the company.
- (vii) According to the information and explanations given to us and on the basis of examination of books of accounts, the Company has been regular in depositing Provident Fund, Employees State Insurance Dues, Goods and Service Tax and Income tax with appropriate authorities. According to the information and explanations given to us, no undisputed dues payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales Tax, VAT, Customs Duty, Service Tax, Goods and Service Tax and Cess were outstanding as at 31st March 2021 for a period of more than six months from the date they became payable.
 - a) According to the information and explanations given to us, there are no material dues of Income tax, wealth tax, sales tax, duty of custom, duty of excise and cess which have not been deposited with the appropriate authorities on account of any dispute.



viii) The Clause relating to payment of dues to any financial institution/Bank/Debenture holders is not applicable, as the company has not borrowed any loans from any financial institution/Bank/Debenture holders.

According to the information and explanations provided to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

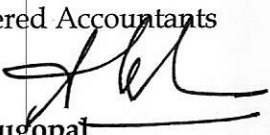
xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Umamaheswara Rao & Co**
Chartered Accountants


S Venugopal

Partner

Membership No: 205565

FRN 004453S

UDIN: 21205565AAAAEP9563



Place: Hyderabad

Date: April 30, 2021

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of *B2B Software Technologies Limited* ("the Company") as of 31st March 2021 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls


The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Umamaheswara Rao & Co**
Chartered Accountants


S Venugopal

Partner

Membership No: 205565

FRN 004453S

UDIN: 21205565AAAAEP9563



Place: Hyderabad

Date: April 30, 2021

**INDEPENDENT AUDITOR'S REPORT**

To The Members

M/s B2B Software Technologies Limited**Report on the Audit of the Consolidated Ind AS Financial Statements****Opinion**

We have audited the accompanying Ind AS consolidated financial statements of **M/s B2B Software Technologies Limited** (hereinafter referred to as the 'Holding Company') and its subsidiaries (collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2021, and the consolidated statement of Profit and Loss, (including other comprehensive income), the consolidated Cash Flow Statement, consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2021, of consolidated profit, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.



30/04/2021

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Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter
<p><i>Revenue from Operations:</i></p> <p>The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p>
<p><i>Principle Audit Procedures</i></p> <p>We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <ol style="list-style-type: none">1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.



In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- vi. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of the subsidiary which reflect total assets of Rs.64,04,927 as at 31st March, 2021, total revenues of Rs.3,40,32,014 and net profit Rs 2,71,643 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

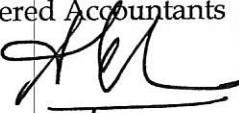


Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- iii. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- v. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2021 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- vi. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure which is based on auditor's reports of the Holding Company and its subsidiary company.
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) There were no pending litigations which would impact the consolidated financial position of the Group.
 - b) The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

For Umamaheswara Rao & Co
Chartered Accountants


S Venugopal
Partner

Membership No: 205565
FRN 004453S
UDIN: 21205565AAAAEQ2177



Place: Hyderabad
Date: April 30, 2021

Annexure to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2021, we have audited the internal financial controls over financial reporting of B2B Software Technologies Limited ("the Holding Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Umamaheswara Rao & Co**
Chartered Accountants


S Venugopal

Partner

Membership No: 205565

FRN 004453S

UDIN: 21205565AAAAEQ2177



Place: Hyderabad

Date: April 30, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members of
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, 6 – 3 – 1112,
Behind West Side Showroom,
Near Somajiguda, Begumpet, Hyderabad – 500016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B2B SOFTWARE TECHNOLOGIES LIMITED** having CIN L72200TG1994PLC018351 and having registered office at 3rd Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.


S. No	Name of the Director	DIN	Date of Appointment in Company *
1	Dr. Yaramati Satyanarayana	00360679	31/01/2000
2	Mr. Ram Babu Mutyala	03473901	14/02/2011
3	Mr. Arumilli Rambabu	03473906	14/02/2011
4	Mr. Bala Subramanyam Vanapalli	06399503	01/10/2014
5	Ms. Rajeswari Immani	07127791	28/03/2015
6	Mr. Suresh Chode	03473921	28/08/2019

* the date of appointment is as per the MCA Portal.

Ensuring the eligibility, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 16th July, 2021

For DSMR & Associates
Company Secretaries


D.S.M. Ram
C. P. No. 4239
Proprietor

UDIN: A014939C000627859

Peer Review Certificate No.1252/2021 dated 15th May, 2021

Secretarial Audit ReportFor the Financial Year Ended 31st March, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
B2B SOFTWARE TECHNOLOGIES LIMITED,
3RD FLOOR, AVR TOWERS,
6-3-1112, BEHIND WEST SIDESHOWROOM,
NEAR SOMAJIGUDA CIRCLE, BEGUMPET,
HYDERABAD, TELANGANA

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **B2B SOFTWARE TECHNOLOGIES LIMITED** (hereinafter called "**the Company**").

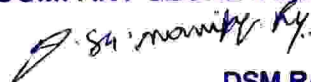
Due to prevailing circumstance of COVID-19 pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by / obtained from the Company electronically and also the information provided by the Company and its officers by audio and visual means, and audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided and declarations made by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 and made available to me, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder to the extent applicable;

For DSMR & ASSOCIATES
COMPANY SECRETARIES



DSM RAM
PROPRIETOR

C.P.No. 4239

Page 1 of 6

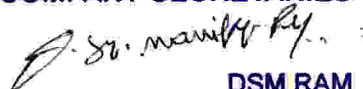
The Company has availed the exemption provided by the MCA under CFSS Scheme, 2020 and filed the below mentioned forms under the Scheme:

- Form MGT-14 for consideration and approval of Director Report for FY 2019-20
 - Form MGT-14 for approval of Re-appointment of Mr. Bala Subramanyam V and Performance Bonus for FY 2019-20
 - Form DPT-3 – For FY 2019-20
 - Form BEN-2 – Relating to Significant Beneficial Interest of VARMA J MEKA DEF BEN PENSION PLAN TRUST
 - Form AOC-4 (XBRL) for FY 2019-20
 - Form MGT-7 for FY 2019-20
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment

During the period of audit, the Company has not made any transactions. Hence the reporting of compliance under these regulations does not arise.

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2011;
- During the period of our Audit, the Company has no activities under these regulations. Hence the reporting of compliance under these regulations does not arise.
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

**For DSMR & ASSOCIATES
COMPANY SECRETARIES**



**DSM RAM
PROPRIETOR
C.P.No. 4239**

During the period of Audit, the Company has no activities under these regulations. Hence the reporting of compliance under these regulations does not arise.

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Company has not raised any capital during the reporting period, hence, reporting of compliance under these regulations does not arise.

- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

- (i) The Company is not complying with the requirement of maintaining 100% of promoters holding in demat form.

The reporting of clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of statutory auditors from listed entities and their material subsidiaries" is not applicable during the Review Period.

- e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

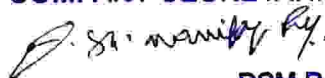
During the period of our audit the Company has not issued any securities under these regulations. Hence the reporting of compliance under these regulations does not arise.

However, it has been observed during the course of our audit, 6,00,000 Equity Shares of Rs.10/- each have been allotted to B2B ESOP Trust during February 2008 after obtaining the necessary statutory and regulatory approvals. The said shares have been allotted to the trust for giving them to the eligible employees of the company under ESOP Scheme 2007. However, after granting of options by the Compensation committee none of the employees have exercised their options before the due date. Hence all the options have lapsed. As on date the shares are still lying in the name of B2B ESOP Trust.

- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the period of audit, the Company has not issued any Debt Securities under these regulations. Hence the reporting of compliance under these regulations does not arise.

**For DSMR & ASSOCIATES
COMPANY SECRETARIES**



**DSM RAM
PROPRIETOR
C.P.No. 4239**

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

During the period of audit, the Company has not delisted its Equity Shares from the Stock Exchange, where the shares are listed. Hence the reporting of compliance under these regulations does not arise;

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

During the period of audit, the Company has not done any buy back of its securities. Hence the reporting of compliance under these regulations does not arise.

vi. Other laws applicable specifically to the Company namely:

- a. Information Technology Act, 2000 and the rules made thereunder
- b. Software Technology Parks of India rules and regulations

I have also examined compliance with the applicable clauses of the following:

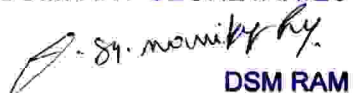
- (I) Secretarial Standards issued by The Institute of Company Secretaries of India,
- (II) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Clauses and regulations relating to Corporate Governance Report (which has been reviewed and certified by the Statutory Auditors) and except for the following:

- (a) Not complying with the requirement of maintaining 100% of promoters holding in Demat form.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines mentioned above.

I further report, that the compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit, since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

**For DSMR & ASSOCIATES
COMPANY SECRETARIES**


**DSM RAM
PROPRIETOR
C.P.No. 4239**

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the rules made there under.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and based on records maintained in my opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Hyderabad

Date: 16.07.2021

DSMR & Associates
Company Secretaries



D.S.M. Ram
Proprietor

C. P. No. 4239

UDIN: A014939C000627848

Peer Review Certificate No.1252/2021 dated 15th May, 2021

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE – A

To,
The Members,
B2B SOFTWARE TECHNOLOGIES LIMITED
3RD FLOOR, AVR TOWERS,
6-3-1112, BEHIND WEST SIDESHOWROOM,
NEAR SOMAJIGUDA CIRCLE, BEGUMPET
HYDERABAD, TELANGANA

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
4. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 16.07.2021

DSMR & Associates
Company Secretaries



D S M Ram
Proprietor

C. P. No. 4239

UDIN: A014939C000627848

Peer Review Certificate No.1252/2021 dated 15th May, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members of
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, 6 – 3 – 1112,
Behind West Side Showroom,
Near Somajiguda, Begumpet, Hyderabad – 500016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B2B SOFTWARE TECHNOLOGIES LIMITED** having CIN L72200TG1994PLC018351 and having registered office at 3rd Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

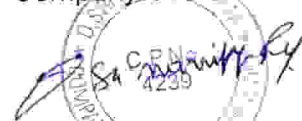
S. No	Name of the Director	DIN	Date of Appointment in Company *
1	Dr. Yaramati Satyanarayana	00360679	31/01/2000
2	Mr. Ram Babu Mutyala	03473901	14/02/2011
3	Mr. Arumilli Rambabu	03473906	14/02/2011
4	Mr. Bala Subramanyam Vanapalli	06399503	01/10/2014
5	Ms. Rajeswari Immani	07127791	28/03/2015
6	Mr. Suresh Chode	03473921	28/08/2019

* the date of appointment is as per the MCA Portal.

Ensuring the eligibility, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 16th July, 2021

For DSMR & Associates
Company Secretaries


D S M Ram
C. P. No. 4239
Proprietor

UDIN: A014939C000627859

Peer Review Certificate No.1252/2021 dated 15th May, 2021

Consent to act as a director of a company retiring by rotation

[Pursuant to section 152(6) and rules of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,
The Board of Directors,
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, 6-3-1112,
Behind west side showroom,
Near Somajiguda circle,
Begumpet
Hyderabad - TG 500016

I, YARAMATI SATYANARAYANA, hereby give my consent to be re-appointed as Director of **B2B SOFTWARE TECHNOLOGIES LIMITED**, a Company incorporated under Companies Act 1956 with the Registrar of Companies, Hyderabad, pursuant to sub-section (6) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed, my total directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature: 

(YARAMATI SATYANARAYANA)

Designation: Director

Date: 12.07.2021

Place: Visakhapatnam

Form DIR-2
Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To,

The Board of Directors,
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, 6-3-1112,
Behind west side showroom,
Near Somajiguda circle,
Begumpet
Hyderabad - TG 500016

I, YARAMATI SATYANARAYANA, hereby give my consent to act as a Director of **B2B SOFTWARE TECHNOLOGIES LIMITED**, a Company incorporated under Companies Act 1956 with the Registrar of Companies, Hyderabad, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

1. Director Identification Number (DIN): **00360679**
2. Name (in full): YARAMATI SATYANARAYANA
3. Father's Name (in full): SRIRANGA NAYAKULU YARAMATI
4. Address: 11-4-7/1, Rock Dale Lay Out, Near Apollo Hospital, Waltair Main Road,
Visakhapatnam (urban) Maharanip, Visakhapatnam – 530 002
5. E-mail id: dryaramati8585@gmail.com
6. Mobile no.: 9440178585
7. Income-tax PAN. : AAJPY1525D
8. Occupation: Business
9. Date of birth: 01/10/1957
10. Nationality: INDIA
11. No. of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager: Nil

12. Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. –

Name of the Institute	Membership No.	Certificate of Practice No., if any
NIL	NIL	NIL

DECLARATION

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed, my total directorship in all the companies shall not exceed the prescribed number of companies in which a person can be appointed as a Director.

Signature: 

(YARAMATI SATYANARAYANA)

Designation: Director

Date: 12.07.2021

Place: Hyderabad

Attachments:

1. Proof of identity: Copy of PAN Card
2. Proof of residence: Copy of Passport

आयकर विभाग
INCOME TAX DEPARTMENT
YARAMATI SATYANARAYANA
SRIRANGA NAYAKULU YARAMATI
01/10/1957
Permanent Account Number
AAJPY1525D
Signature
भारत सरकार
GOVT. OF INDIA



Asafmuni


आरम्भिक विशिष्ट पहचान प्राधिकरण
Unique Identification Authority of India


दिरुनामा: S/O: यरमाती श्री रंगनायकमुनि,
 रंगनायकुलु, 11-4-7/1, रॉक दाले लैय
 आउट, नैर अपोलो हॉस्पिटल, वॉल्टैर मल्ल रोड,
 विसाखपट्टनम (अरुब), विसाखपट्टनम,
 अरुंध्र प्रदेश, 530002

Address: S/O: Yaramati Sri
 Ranganayakulu, 11-4-7/1, rock dale lay
 out, near apollo hospital, wallair main road,
 Visakhapatnam (Urban), Visakhapatnam,
 Andhra Pradesh, 530002

Print Date: 22/04/2013



6950 8833 4333

1947  help@uidai.gov.in  www.uidai.gov.in


भारत सरकार
Government of India


यरमाती सत्यनारायण
Yaramati Satyanarayana
 पुढेन तद / DOB: 01/10/1957
 पुरुष / Male

Issue Date: 18/04/2013




6950 8833 4333

मेरा आधार, मेरी पहचान

Yaramati Satyanarayana



THE COMPANIES

ACT, 2013

(Appointment and Qualifications of Directors) Rules, 2014}

NAME OF THE COMPANY B2B SOFTWARE TECHNOLOGIES LIMITED

.. LIMITED / PRIVATE LIMITED

[illegible]

ACT, 2013
PERSONNEL WITH THEIR SHARE HOLDINGS
(Appointment and Qualifications of Directors) Rules, 2014)

LIMITED / PRIVATE LIMITED

DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY									
Sl. No.	Particulars	Name of Company wherein Securities held	Description No.	Date of Acquisition	Date of Disposal	Cumulative Balance and No. of Securities held after each transaction	Mode of holding Physical or dematerialised	Whether Securities Pledged or an Encumbrance created	Remarks
1	Income Tax PAN								
2	Membership No of the Association (ESI) or KMP not having DIN)								
3	Whether the Company held in Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company								
4	Company Name								
5	8	9	10	11	12	13	14	15	
6	7	B2B Software	pn58760	Cash	N/A		Physical	NIL	

Technologies Ltd.

{Pursuant to Section 170 of Companies Act, 2013 and Rule 17 of Companies

(Appointment and Qualifications of Directors) Rules, 2014)

LIMITED / PRIVATE LIMITED

[illegible]

ACT, 2013
PERSONNEL WITH THEIR SHARE HOLDINGS
(Appointment and Qualifications of Directors) Rules, 2014)

LIMITED / PRIVATE LIMITED

[illegible]

**THE COMPANIES
REGISTER OF DIRECTORS AND KEY MANAGERIAL**
(Pursuant to Section 170 of Companies Act, 2013 and Rule 17 of Companies

NAME OF THE COMPANY B&B Software Technologies Limited

Director Identification No. (DIN) (Optional) for KMP	Name and Surname in Full Any Former Name and Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surnames in Full	Date of Birth Nationality (including Nationality of origin if different) Occupation	Permanent Residential Address Present Residential Address	Date of Board Resolution in which Appointment made Date of Appointment and Reappointment in the company Date of Cessation of Office and Reasons therefor	Office of Director or KMP held or Relinquished in any other Corporate
07127791	Rajeshwari Immam	19-8-58 Indian	F.No. 403 Meenakshi Parkside Apts Srinagar Colony Amrpet Hyd-500073	28.03.2015 28.03.2015/ 30.09.2015	NIL
07127791	Rajeshwari Immam	19-08-58 Indian	F.NO. 403 Meenakshi Parkside Apts Srinagar Colony Amrpet, Hyd-73 [Reappointed as Independent Women Director for 5 years]	28.03.2019 30.09.2019	NIL

ACT, 2013

PERSONNEL WITH THEIR SHARE HOLDINGS
(Appointment and Qualifications of Directors) Rules, 2014)

LIMITED / PRIVATE LIMITED									
Membership No. of the ICSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY							
		Name of Company wherein Securities held	No., Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created	
7	8	9	10	11	12	13	14	15	
NIL	AAHFI 7862B	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
NIL	AAHFI 7862B	NIL	NIL	NIL	NIL	NIL	NIL	NIL	

THE COMPANIES

REGISTER OF DIRECTORS AND KEY PERSONNEL
(Pursuant to Section 170 of Companies Act, 2013 and Rule 17 of Companies

NAME OF THE COMPANY		1516		SD		Date	
Director Identification No. (DIN) (Optional) for KMP	Name and Surname in Full Any Former Name and Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surnames in Full	Date of Birth Nationality (including Nationality of origin if different) Occupation	Permanent Residential Address Present Residential Address	Date of Board Resolution in which Appointment made Date of Appointment and Reappointment in the company Date of Cessation of Office and Reasons thereof	Office of Director or KMP held or Reappointed in any other Corporate		
1	2	3	4	5	6		
024173401	Ram Babu Mutiyala	01-02-74 Indian	B-40, Off J.P. Nagar D.K. Enclave, Miyapur Seelanganpally Hyderabad	14-02-2011 30-09-2011	-		
	Satya Narayana Mutiyala		[Appointed as Additional Director]				
4173401	Ram Babu Mutiyala	01-02-74 Indian	Villa No 430-APR Pranav Antilia Bachupally, Bowdy Keshav Reddy School K.V. Rangareddy Bachupally, Hyd-90	13-03-2018 28-09-2018	-		
	Satya Narayana Mutiyala		[Reappointed as Independent director in The ACIM held on 28-09-18 for 5 years from 01-04-2019 to 31-03-2024]				

PERSONNEL WITH THEIR SHARE HOLDINGS
(Appointment and Qualifications of Directors) Rules, 2014)

PERSONNEL AND SHAREHOLDERS
(Appointment and Qualifications of Directors) Rules, 2014}

.. LIMITED / PRIVATE LIMITED

Membership No. of the KSI in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY								
		Name of Company wherein Securities held	No. Description and Normal Value of Securities	Date of Acquisition	Price or Other Consideration Paid	Date of Disposal	Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition	Whether Securities Pledged or any Encumbrance created
		Whether the Company itself, its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company								
7	8	9	10	11	12	13	14	15		
-	A94SPM 8944m	NIL	NIL	N371	N371	N371	NIL	NIL	NIL	
-	A94SPM 8944m	NIL	NIL	N61	N61	N61	N61	N61	N61	

REGISTER OF DIRECTORS AND KEY MANAGERIAL
{Pursuant to Section 170 of Companies Act, 2013 and Rule 17 of Companies

THE COMPANIES

ACT, 2013

PERSONNEL WITH THEIR SHARE HOLDINGS
(Appointment and Qualifications of Directors) Rules, 2014}

(Appointment and Qualifications of Directors) Rules, 2014)

NAME OF THE COMPANY B2B Software Technologies Limited

... LIMITED / PRIVATE LIMITED

Director Identification No. (DIN) (Optional) for KMP	Name and Surname in Full Any Former Name and Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surnames in Full	Date of Birth Nationality (including Nationality of origin if different) Occupation	Permanent Residential Address	Date of Board Resolution in which Appointment made Date of Appointment and Reappointment in the company Date of Cancellation of Office and Reasons thereof	Office of Director or KMP held or Relinquished in any other Corporate
1	2	3	4	5	6
03473706	Arumilli Rambabu	10-06-44 Indian	17-75/H, first floor Street 100-11 Kalyanpuri, Oppal Hyderabad-39	14-02-2011	-
	Arumilli Adinarayana		[Appointed as Additional director]	30-09-2011	
173906	Arumilli Rambabu	10-06-44 Indian	2-17-78/B/3 D.No:302, 4th floor Prithvi Residency Street No-2 Kalyanpuri, Oppal Hyderabad-500031	13-08-2018 28-09-2018	-
	Arumilli Adinarayana		[Reappointed as Independent director in AGM held on 28th Sep, 2018 for 5 years from (01-04-19 to 31-03-24)]		

[illegible]

THE COMPANIES REGISTER OF DIRECTORS AND KEY MANAGERIAL

(Pursuant to Section 170 of Companies Act, 2013 and Rule 17 of Companies

NAME OF THE COMPANY B2B SOFTWARE TECHNOLOGIES LIMITED

Director Identification No. (DIN) (Optional) for KMP	Name and Surname in Full Any Former Name and Surname in Full Father's Name, Mother's Name, and Spouse's Name (if married) and Surnames in Full	Date of Birth Nationality (including Matriality of origin if different) Occupation	Permanent Residential Address Present Residential Address	Date of Board Resolution in which Appointment made Date of Appointment and Reappointment in the company Date of Cessation of Office and Reasons thereof	Office of Director or KMP held or Relinquished in any other Company
0347394	Chode Suresh	05.02.84 Indian	H.No. 9-53, Reddi Chinnaveeray Nagar, Near Gromar, Nallu Nizambad, Telangana - 503001	28.08.2019	
	Chode Sai Babu			30.09.2019	
			H.No. 11 PF No. 301, Sri Dithya Apt, 4th Floor, opp. LIC Bank, Main Road, Rangareddy, Hyderabad - 50.		

ACT, 2013

PERSONNEL WITH THEIR SHARE HOLDINGS

(Appointment and Qualifications of Directors) Rules, 2014)

LIMITED / PRIVATE LIMITED

Membership No. of the DIN in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY							
		Name of Company wherein Securities held	No. Description and Nominal Value of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition	Mode of Holding Physical or Dematerialized	Whether Securities Pledged or any Encumbrance created
	ALPPL 496741	B2B Software Technologies Limited	1022 Shares					Demat.	

THE COMPANIES ACT, 2013
REGISTER OF DIRECTORS AND KEY MANAGERIAL
(Pursuant to Section 170 of Companies Act, 2013 and Rule 17 of Companies

NAME OF THE COMPANY R2B Software Technologies Limited

Director Identification No. (DIN) (Optional for KMP)	Name and Surname in Full Any Former Name and Surname in Full Father's Name, Mother's Name and Spouse's Name (if married) and Surnames in Full	Date of Birth	Permanent Residential Address Present Residential Address	Date of Board Resolution in which Appointment made Date of Appointment and Resignation in the company Date of Cessation of Office and Reasons thereof	Office of Director or KMP held or Reinstated in any other Corporate
1	2	3	4	5	6
	T.S. Maharee	08.10.69	Plot No. 4, Grehu Indraprastha Colony Sector 14, Gurgaon Haryana-122002	26.02.2019	
	T.S. Ramchandran		Service, Kakaguda Seemadabad Telangana-500015	01.08.2019 [Resigned as Company Secretary]	
	Rahul Kumar Bangadiya	09.10.71	14-2-196/3, SP Indian Colony, Shahrinagar Sector 14, Gurgaon Haryana-122002	20.01.2020	
	Ratanlalji Bangadiya		Service, Gunj, Begun Bazar Hyderabad-500012	[Appointed as Company Secretary]	

PERSONNEL WITH THEIR SHARE HOLDINGS
(Appointment and Qualifications of Directors) Rules, 2014)

LIMITED / PRIVATE LIMITED												
Membership No. of the CSl in case of Company Secretary	Income Tax PAN (Mandatory for KMP not having DIN)	DETAILS OF SECURITIES HELD IN THE COMPANY ITSELF, ITS HOLDING COMPANY, SUBSIDIARY COMPANY, SUBSIDIARY OF HOLDING COMPANY OR ASSOCIATE COMPANY										
		Name of Company wherein Securities held		No. of Securities	Date of Acquisition Price or Other Consideration Paid	Date of Disposal Price or Other Consideration Received	Cumulative Balance and No. of Securities held after each Transaction	Mode of Acquisition	Mode of holding Physical or Dematerialised	Whether Securities Pledged or any Encumbrance created		
		Whether the Company itself, its Holding Company, Subsidiary Company, Subsidiary of Holding Company or Associate Company	Description and Normal Value of Securities									
7	8	9	10	11	12	13	14	15				
8069	AEFPT 7393L											