

Secretarial Audit ReportFor the Financial Year Ended 31st March, 2022

[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 SIDE SHOWROOM,
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** bearing CIN: L72200TG1994PLC018351 (hereinafter called "**the Company**").

Secretarial 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, 2022, 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, 2022 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;
However, the company has availed the exemption provided by the MCA with regard to filing of e-form MGT-7 for the FY 2020-21
- 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;

For DSMR & ASSOCIATES
COMPANY SECRETARIES

Page 1 of 6

P. Sr. Manish R.
DSM RAM

- 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;

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

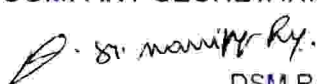
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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 except that

- (i) *The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form.*
- (ii) *The Company has not filed Compliance Certificate for the half year ended 31st March 2021*
- (iii) *The company has submitted the Shareholding Pattern for the quarter ending March 2021 on 26th April 2021. However, the company has paid the prescribed penalty of Rs. 9,440/- for delay in submitting the same.*
- (iv) *The company has submitted Related Party Transactions for the year ended March 31, 2021 on 3rd June 2021 after paying the prescribed penalty of Rs. 17,700/- for the same*

For DSMR & ASSOCIATES
COMPANY SECRETARIES



DSM RAM
PROPRIETOR
C.P.No. 4, 79

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.

- 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;

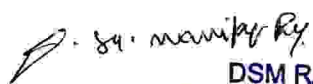
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

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.

For DSMR & ASSOCIATES
COMPANY SECRETARIES


DSM RAM
PROPRIETOR
C.P.No. 4239

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.

I further report that:

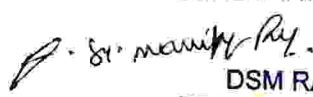
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions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

Mr. Rahul Kumar Bhangadiya (ACS-44666) has resigned from the post of Company Secretary on 28th February, 2022. Consequent to his resignation, Mrs. Jyothi Mantri (ACS- 53222) was appointed as a Whole Time Company Secretary with effect from 01st March 2022 and the same were taken on record in the Board Meeting held on 22nd February 2022.

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.

For DSMR & ASSOCIATES
COMPANY SECRETARIES


DSM RAM
PROPRIETOR
C.P.No. 4239

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.

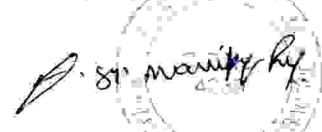
I further report that based upon the information provided by the company, the company has received letters from BSE Ltd for Non- Compliance with regard to submission of Shareholding Pattern & Related Party Transactions for the quarter ending March 2021 vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 has imposed a fine of:

- a) Rs. 9440/- (Inclusive of GST) &
- b) Rs.17,700/- (Inclusive of GST) for the quarter ending March 2021 respectively.

The company has paid a total amount of Rs. 27,140/- (Inclusive of GST) during the FY 2021-22

Place: Hyderabad
Date: 10.08.2022

DSMR & Associates
Company Secretaries



D.S.M. Ram
Proprietor

C. P. No. 4239

UDIN: A014939D000781287

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

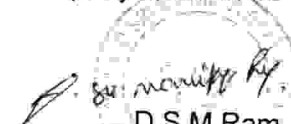
To,
The Members,
B2B SOFTWARE TECHNOLOGIES LIMITED
3RD FLOOR, AVR TOWERS,
6-3-1112, BEHIND WEST SIDESHOWROOM,
NEAR SOMAJIGUDA CIRCLE, BEGUMPET
HYDERABAD, TELANGANA

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: 10.08.2022

DSMR & Associates
Company Secretaries


D S M Ram
Proprietor

C. P. No. 4239

UDIN: A014939D000781287

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

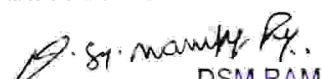
We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B2B SOFTWARE TECHNOLOGIES LIMITED** having CIN L72200TG1994PLC018351 and having registered office at 3rd Floor, AVR Towers, 6 - 3 - 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, 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, 2022 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.

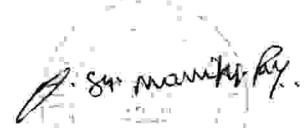
For DSMR & ASSOCIATES
COMPANY SECRETARIES


DSM RAM
PROPRIETOR
C.P.No. 4739

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: 10th August, 2022

For DSMR & Associates
Company Secretaries



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

UDIN: A014939D000781254

To,

Date 27/07/2022

The Board of Directors
B2B Software Technologies Limited
6-3-1112, AVR Towers, 3rd Floor, Begumpet,
Behind West Sideshowroom, Near Somajiguda Circle,
Hyderabad TG 500016 IN

Sub: Request for Re-Classification of my name along with person acting in concert from Promoters Category to Public Category-Reg.

Ref: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, I would like to inform that at present, I, Janakirama Varma Meka, Promoter along with Chandralekha Meka (Persons Acting in Concert), have been classified as Promoter and Promoter Group of B2B SOFTWARE TECHNOLOGIES LIMITED and been reported under "Promoter & Promoter Group Category" in the Shareholding Pattern submitted to BSE Limited

I along with my Persons Acting in Concert (PAC) hold equity shares in the Company as follows as on date:

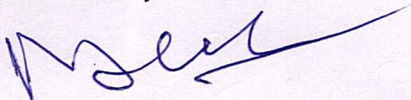
1. Janakirama Varma Meka (Self) – 10,85,270 Equity Shares holding 9.37% of total Equity Capital
2. Chandralekha Meka (PAC) – 40,000 Equity Shares holding 0.35% of total Equity Capital

I have been a Director from the year 2000 till 2006, but however after my resignation as Director I was never part of the management and did not involve in the affairs of the company and continued as a normal shareholder. I have never received any amount or any other monetary benefits from the company either when I was acting as Director or after my resignation to till date. I also do not have any right or intention either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner.

I request you to remove my name along with the Persons Acting in Concern and reclassify myself from Promoter & Promoter Group to Public. I am herewith enclosing undertaking as required under the provisions of SEBI.

Thanking You,

Yours Faithfully



Janakirama Varma Meka
(Promoter)

Undertaking from promoter(s) seeking reclassification

Date: 27/07/2022

To,

The Deputy General Manager,
Listing Compliance Monitoring Cell,
24th Floor,
P.J. Towers, Dalal Street,
Mumbai -400001

Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015

Dear Sir / Madam,

In connection with application for reclassification, I hereby confirm and certify that:

1. I along with persons related to me together:
 - a. do not hold more than ten percent of the total voting rights in the company.
 - b. do not exercise control over the affairs of the company, directly or indirectly.
 - c. do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
 - d. are not being represented on the board of directors (including not having a nominee director) of the Company
 - e. do not act as a key managerial person of the Company
 - f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines g. are not fugitive economic offender.
2. There is no pending regulatory action against me.
3. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, I shall be reclassified as promoter/person belonging to the promoter group of the company.
4. I shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, I shall be reclassified as promoter/person belonging to promoter group of the company.

Your's faithfully



Signature
JANAKIRAMA VARMA MEKA
Email Id & contact number

To,

Date 27/07/2022

The Board of Directors
B2B Software Technologies Limited
6-3-1112, AVR Towers, 3rd Floor, Begumpet,
Behind West Sideshowroom, Near Somajiguda Circle,
Hyderabad TG 500016 IN

Sub: Request for Re-Classification of my name along with person acting in concert from Promoters Category to Public Category-Reg.

Ref: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the above, I would like to inform that at present, I, Chandralekha Meka, Promoter and Janakirama Varma Meka (Persons Acting in Concert), have been classified as Promoter and Promoter Group of B2B SOFTWARE TECHNOLOGIES LIMITED and been reported under "Promoter & Promoter Group Category" in the Shareholding Pattern submitted to BSE Limited

I along with my Persons Acting in Concert (PAC) hold equity shares in the Company as follows as on date:

1. Janakirama Varma Meka (Self) – 10,85,270 Equity Shares holding 9.37% of total Equity Capital
2. Chandralekha Meka (PAC) – 40,000 Equity Shares holding 0.35% of total Equity Capital

I have never been associated with the management in any position and was not involved in the day-to-day affairs of the Company right from incorporation. I also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner.

I request you to remove my name along with the Persons Acting in Concern and reclassify myself from Promoter & Promoter Group to Public. I am herewith enclosing undertaking as required under the provisions of SEBI.

Thanking You,

Yours Faithfully

Chandralekha Meka

Chandralekha Meka
(Promoter Group)

Undertaking from promoter(s) seeking reclassification

Date: 27/07/2022

To,

The Deputy General Manager,
Listing Compliance Monitoring Cell,
24th Floor,
P.J. Towers, Dalal Street,
Mumbai -400001

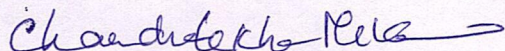
Sub: Application for Reclassification under Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Listing Regulations), 2015

Dear Sir / Madam,

In connection with application for reclassification, I hereby confirm and certify that:

1. I along with persons related to me together:
 - a. do not hold more than ten percent of the total voting rights in the company.
 - b. do not exercise control over the affairs of the company, directly or indirectly.
 - c. do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements.
 - d. are not being represented on the board of directors (including not having a nominee director) of the Company
 - e. do not act as a key managerial person of the Company
 - f. are not 'wilful defaulter(s)' as per the Reserve Bank of India Guidelines g. are not fugitive economic offender.
2. There is no pending regulatory action against me.
3. I shall continue to comply with the conditions mentioned at sub-clauses (i), (ii) and (iii) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 at all times from the date of re-classification, failing which, I shall be reclassified as promoter/person belonging to the promoter group of the company.
4. I shall comply with the conditions mentioned in the of sub-clauses (iv) and (v) of clause (b) of Regulation 31A (3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 for a period of not less than three years from the date of reclassification, failing which, I shall be reclassified as promoter/person belonging to promoter group of the company.

Your's faithfully



Signature
CHANDRALEKHA MEKA
Email Id & contact number