

<b>FORM NO. MGT-7</b> Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]	<b>Annual Return</b> (other than OPCs and Small Companies)
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Form language: **English**  
Refer the instruction kit for filing the form

## I. REGISTRATION AND OTHER DETAILS

(i)	*Corporate Identification Number (CIN) of the company	:	<b>L72200TG1994PLC018351</b>
	Global Location Number (GLN) of the company	:	
	*Permanent Account Number (PAN) of the company	:	<b>AAACR9623F</b>
(ii)	(a) Name of the company	:	<b>B2B SOFTWARE TECHNOLOGIES LIMITED</b>
	(b) Registered office address	:	6-3-1112, AVR TOWERS, 3RD FLOOR, BEGUMPET, BEHIND WEST SIDESHOWROOM, NEAR SOMAJIGUD, A CIRCLE, Hyderabad, HYDERABAD, Telangana, India, 500016
	(c) *email-ID of the company	:	<b>csy@b2bsoftech.com</b>
	(d)*Telephone number with STD code	:	<b>04023375926</b>
	(e) Website	:	<b>www.b2bsoftech.com</b>
(iii)	Date of Incorporation	:	<b>20/09/1994</b>

(iv)

Type of Company	Category of the Company	Sub-category of the Company
Private Company	Company Limited by Shares	Indian Non-Government company

- (v) Whether company is having share capital : **Yes**
- (vi) \*Whether shares listed on recognized Stock Exchange(s) : **Yes**
- (vii) \*Financial year : **2024-2025**
- (viii) \*Whether Annual General Meeting (AGM) held:
- (a) If yes, date of AGM : **29<sup>th</sup> September 2025**
- (b) Due date of AGM: : **30<sup>th</sup> September, 2025**
- (c) Whether any extension for AGM granted: : **No**
- (d) If yes, provide the Service Request Number (SRN) of the application form filed for extension: : **Not applicable**
- (e) Extended due date of AGM after grant of extension : **Not applicable**
- (f) Specify the reasons for not holding the same : **Not applicable**

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

\*Number of business activities : 1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J6	Computer programming, consultancy and related activities	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)**

\*No. of Companies for which information is to be given: 1

Sl. No.	Name of the Company	CIN/FCRN	Holding/ Subsidiary/ Associate/ Joint Venture	% of shares held
1	B2B Softech Inc. USA	NA	Subsidiary	100.00

**IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY****(i) \*SHARE CAPITAL****a) Equity share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	1,20,00,000	1,15,85,400	1,15,85,400	1,15,85,400
Total amount of equity shares (in rupees)	12,00,00,000	11,58,54,000	11,58,54,000	11,58,54,000

Number of classes	1			
Class of shares :	Authorized Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares	1,20,00,000	1,15,85,400	1,15,85,400	1,15,85,400
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,00,00,000	11,58,54,000	11,58,54,000	11,58,54,000

**b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	-	-	-	-
Total amount of preference shares (in rupees)	-	-	-	-

**Number of classes: 0**

Class of shares	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Number of preference shares	-	-	-	-
Nominal value per share (in rupees)	-	-	-	-
Total amount of preference shares (in rupees)	-	-	-	-

**c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	-

d) Break-up of paid-up share capital

Class of Shares	Number of Shares			Total Nominal Amount	Total Paid-up Amount	Total Premium
	Physical	DEMAT	Total			
<b>Equity Shares</b>						
<b>At the beginning of the year - As of 01-04-2024</b>	<b>3516176</b>	<b>8069224</b>	<b>11585400</b>	<b>115854000</b>	<b>115854000</b>	<b>0</b>
<b>Increase during the year</b>						
i. Public Issues	0	0	0	0	0	0
ii. Rights Issue	0	0	0	0	0	0
iii. Bonus Issue	0	0	0	0	0	0
iv. Private Placement / Preferential Allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat Equity Shares allotted	0	0	0	0	0	0
vii. Conversion of Preference Shares	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs / ADRs	0	0	0	0	0	0
x. Others, specify (Increase in demat holding)	0	496440	0	0	0	0
<b>Decrease during the year</b>						
xi. Buy-back of Shares	0	0	0	0	0	0
xii. Shares Forfeited	0	0	0	0	0	0
xiii. Reduction of Share Capital	0	0	0	0	0	0
xiv. Other, Specify (Decrease in physical holding)	496440	0	0	0	0	0
<b>At the end of the year- Asof 31-03-2025</b>	<b>3019736</b>	<b>8566024</b>	<b>11585400</b>	<b>115854000</b>	<b>115854000</b>	<b>0</b>
<b>Preference Shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	0
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of Shares	0	0	0	0	0	0
ii. Re-issue of forfeited Shares	0	0	0	0	0	0
iii. Others, Specify	0	0	0	0	0	0
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of Shares	0	0	0	0	0	0
ii. Shares Forfeited	0	0	0	0	0	0
iii. Reduction of Share Capital	0	0	0	0	0	0
iv. Others, Specify	0	0	0	0	0	0
<b>At the end of the year</b>	0	0	0	0	0	0

(i) ISIN of the equity shares of the Company: **INE151B01011**

(ii) Details of stock split/consolidation during the year (for each class of shares): **Nil**

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	-	-	-
	Face value pershare	-	-	-

After split / consolidation	Number of shares	-	-	-
	Face value pershare	-	-	-

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)\* : **Nil**

[Details being provided in a CD/Digital Media] : **No**

Separate sheet attached for details of transfers : **No**

Note: In case list of transfers exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be given

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	NIL		
Partly convertible debentures			
Fully convertible debentures			
<b>Total</b>			

#### Details of debentures

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at end of the year
Non-convertible debentures	NIL			
Partly convertible debentures				
Fully convertible debentures				

(v) **Securities (other than shares and debentures) : Nil**

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
NIL					
Total					

(vi) **\*Turnover** and net worth of the company (as defined in the Companies Act, 2013)

<b>Turn over</b>	151363895
<b>Net worth of the Company</b>	<b>213812650</b>

**VI.(a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,33,814	2.89	0	0.00
	(ii) Non-resident Indian(NRI)	37,96,082	41.19	0	0.00
	(iii) Foreign national (otherthan NRI)	0	0.00	0	0.00
2.	Government	0	0.00	0	0.00
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Governmentcompanies	0	0.00	0	0.00
3.	Insurance companies	0	0.00	0	0.00
4.	Banks	0	0.00	0	0.00
5.	Financial institutions	0	0.00	0	0.00
6.	Foreign institutional investors	0	0.00	0	0.00
7.	Mutual funds	0	0.00	0	0.00
8.	Venture capital	0	0.00	0	0.00
9.	Body corporate (not mentioned above)	1511000		0	0.00
10.	Other – Trust	1290900		0	0.00
	<b>Total</b>	<b>69,31,796</b>	<b>59.83</b>	<b>0</b>	<b>0.00</b>

**Total number of shareholders (promoters): 22**

**(b) SHARE HOLDING PATTERN – Public/Other than promoters**

Sr. No.	Category	Equity		Preference	
		Number of Shares	Percentage	Number of Shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	36,81,980	31.78	0	0.00
	(ii) Non-resident Indian(NRI)	2,10,442	1.82	0	0.00
	(iii) Foreign national (otherthan NRI)	0	0.00	0	0.00
2	Government	0	0.00	0	0.00
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Governmentcompanies	0	0.00	0	0.00
3	Insurance Companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial Institutions	0	0.00	0	0.00
6	Foreign Institutional Investors	0	0.00	0	0.00
7	Mutual Funds	0	0.00	0	0.00
8	Body Corporate (not mentioned above)	1,61,182	1.39	0	0.00
9	Others-	0	0.00	0	0.00
	Foreign Portfolio Investor (Individuals),	0	0.00	0	0.00
	Alternative Investment Fund	0	0.00	0	0.00
	Global Depository Receipt (GDR)	0	0.00	0	0.00
	OCBs/Foreign Companies	0	0.00	0	0.00
	Trust	600000	5.18	0	0.00
	Unit Trust of India	0	0.00	0	0.00
	IEPF	0	0.00	0	0.00
	<b>Total</b>	<b>46,53,604</b>	<b>40.17</b>		
<b>Total number of Shareholders other than Promoters</b>			<b>8115</b>		
<b>Total number of Shareholders (Promoters + Public)</b>			<b>8137</b>		

(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the Company: Nil

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
Nil					

VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	22	24
Members (other than promoters)	8115	6947
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) \*Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as At the end of year	
	Executive	Non- executive	Executive	Non- executive	Executive	Non- executive
A. Promoter	0	0	0	1	0	0.14
B. Non-Promoter						
(i) Non-Independent	1	2	1	1	0	0
(ii) Independent	0	3	0	2	0	0
C. Nominee Directors Representing	0	0	0	0	0	0
(i) Banks and FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small shareholders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0.14

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: 5

B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any)
Bala Subramanyam Vanapalli	06399503	Whole-time director	0	NA
Yaramati Satyanarayana	00360679	Director	0	12-08-2025
Lakshminarayana Bolisetty	02766709	Independent Director	0	NA
Sreeramulu Kavuri	01999979	Independent Director	0	NA
Parvatha Samantha Reddy	00141961	Director	15,900	NA
Rama Chandra Rao Nemani	AFUPN8077R	CEO	24,58,760	NA
Sunil Nemani	AWRPN7930M	CFO	3,73,600	NA
Prabhat Bhamini	FLJPP1748B	Company Secretary & Compliance Officer	10	31-03-2025

(ii) Particulars of change in director(s) and Key managerial personnel during the year :

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment / change in designation/ cessation	Nature of change(Appointment / Change in designation / Cessation)
Mrs. Rajeswari Immani	07127791	Independent Director	27.03.2025	Cessation
Mr. Lakshmi Narayana Bolisetty	02766709	Independent Director	28.06.2024	Appointment
Mr. Sreeramulu Kavuri	01999979	Independent Director	28.06.2024	Appointment
Mr. Chode Suresh	03473921	Non-Independent Director	26.08.2024	Cessation
Mrs. Parvatha Samanth Reddy	00141961	Non-Independent Director	26.08.2024	Appointment
Mr. Lakshmi Narayana Bolisetty	02766709	Independent Director	26.09.2024	Regularisation
Mr. Sreeramulu Kavuri	01999979	Independent Director	26.09.2024	Regularisation
Mrs. Parvatha Samanth Reddy	00141961	Non-Independent Director	26.09.2024	Regularisation
Ms. Prabhat Bhamini	FLJPP1748B	Company Secretary & Compliance Officer	31.03.2025	Cessation

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD /COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/CLB/NCLT/COURT CONVENED MEETINGS**

Number of meetings held : NIL

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total share holding
Annual General Meeting	26-04-2024			

**B. Board Meetings**

Number of Meetings Held:

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	24.05.2024	4	4	100.00
2	26.06.2024	4	4	100.00
3	18.07.2024	6	4	66.66
4	26.08.2024	5	3	60.00
5	13.11.2024	6	4	66.66
6	11.02.2025	6	4	66.66
7	25.03.2025	6	5	83.33

### C. Committee Meetings

#### Number of Meetings Held:

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1.	Audit Committee	24.05.2024	2	2	100.00
2.	Audit Committee	18.07.2024	4	3	75.00
3.	Audit Committee	26.08.2024	4	2	50.00
4.	Audit Committee	13.11.2024	3	2	66.66
5.	Audit Committee	11.02.2024	3	3	100.00
6.	Nomination and Remuneration Committee	28.06.2024	2	2	100.00
7.	Nomination and Remuneration Committee	18.07.2024	4	3	75.00
8.	Nomination and Remuneration Committee	26.08.2024	3	2	66.66
9.	Nomination and Remuneration Committee	11.02.2025	3	3	100.00
10.	Nomination and Remuneration Committee	25.03.2025	3	3	100.00
11.	Stakeholders' Relationship Committee	25.03.2025	4	4	100.00

### D. \*ATTENDANCE OF DIRECTORS

S. No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1.	Mr. Yaramati Satyanarayan	7	3	42.85	1	1	100.00	Y
2.	Mr. Bala Subramanyam Vanapalli	7	7	100.00	1	1	100.00	Y
3.	Mr. Sreeramulu Kavuri	5	5	100.00	8	8	100.00	Y
4.	Mr. Lakshmi Narayana Bolisetty	5	5	100.00	8	8	100.00	Y
5.	Mrs. Parvatha Samanth Reddy	4	2	50.00	7	4	57.14	N
6.	Mrs. Rajeswari Immani	7	3	42.85	10	2	20.00	Y
7.	Mr. Chode Suresh	4	3	75.00	6	4	66.66	N

### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL



- A. Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1**

S. No	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others (Sitting fees)	Others if any	Total Amount
1.	BALA SUBRAMAN YAM VANAPALLI	Whole-Time Director	51,38,184	0	0	0	0	51,38,184

- B. Number of CEO, CFO and Company secretary whose remuneration details to be entered: 1**

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Others if any	Total Amount
1.	RAMA CHANDRA RAO NEMANI	CEO	36,00,000	-	-	-	-	36,00,000
2.	SUNIL NEMANI	CFO	12,00,000	-	-	-	-	12,00,000
3.	PRABHAT BHAMINI	Company Secretary	4,42,356	-	-	-	-	4,42,356

- C. Number of other directors whose remuneration details to be entered: 5**

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others (Sitting fees)	Others Advisory service fee	Total Amount
1.	YARAMATI SATYANARAYANA	Director		-	-	30,000		30,000
2.	PARVATHA SAMANTHA REDDY	Director		-	-	60,000		60,000
3.	LAKSHMINARAYANA BOLISETTY	Director		-	-	1,30,000		1,30,000
4.	SREERAMULU KAVURI	Director		-	-	1,30,000		1,30,000
5.	CHODE SURESH	Director		-	-	40,000		40,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

- A.** \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year: **Yes**  
**B.** If No, give the reasons/observations: **NA**

**XII. PENALTY AND PUNISHMENT – DETAILS THEREOF**

- A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/ DIRECTORS / OFFICERS : **NIL**  
B) DETAILS OF COMPOUNDING OF OFFENCES : **NIL**

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment: NO**

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the

annual return in Form MGT-8

Name : Devata Sri Manikya Ram  
Whether Associate or Fellow: Associate  
Certificate of Practice number: 4239

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**DECLARATION**

I am authorised by the Board of Directors of the company vide resolution no \_\_\_\_\_ dated \_\_\_\_\_ to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note:** Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☐ Company Secretary

☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

**List of attachments**

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

**Notes:**

The above Annual Return (MGT-7) is prepared as on March 31, 2025 as per the new format prescribed the Companies (Management and Administration) Amendment Rules, 2021. Annual General Meeting (AGM) is scheduled on \_\_\_\_\_. MGT-7 is subject to verification/certification by the Practicing Company Secretary only after the AGM, and issuance of compliance certificate in MGT -8.

The necessary attachment and certification of the e-form no. MGT-7 would be done after AGM. The Company would replace the uploaded version of e- form no. MGT-7 with MCA, with this version, upon filing with MCA.