

FORM NO. MGT-7 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]	Annual Return (other than OPCs and Small Companies)
---	---

Form language: **English**

Refer the instruction kit for filing the form

I. REGISTRATION AND OTHER DETAILS

(i)	*Corporate Identification Number (CIN) of the company	:	L72200TG1994PLC018351
	Global Location Number (GLN) of the company	:	
	*Permanent Account Number (PAN) of the company	:	AAACR9623F
(ii)	(a) Name of the company	:	B2B SOFTWARE TECHNOLOGIES LIMITED
	(b) Registered office address	:	3rd Floor, AVR Towers, 6-3-1112, Behind Westside Showroom, Near Somajiguda Circle, Begumpet, Hyderabad, Telangana - 500016
	(c) *email-ID of the company	:	accounts@b2bsoftech.com
	(d)*Telephone number with STD code	:	040-23372522
	(e)Website	:	www.b2bsoftech.com
(iii)	Date of Incorporation	:	20/09/1994

(iv)

Type of Company	Category of the Company	Sub-category of the Company
Public 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**

(a)

Sr. .No	Stock Exchange Name	Code
1.	BSE Limited	1

(b)

CIN of the Registrar and Transfer Agent	:	L67120TG1989PLC010188
Name of the Registrar and Transfer Agent	:	CIL SECURITIES LIMITED
Registered office address of the Registrar and Transfer Agents	:	214, RAGHAVA RATNA TOWERSCHIRAG ALI LANE, ABIDS, HYDERABAD Telangana 500001 India

- (vii) *Financial year From **April 1, 2021 to March 31, 2022**
- (viii) *Whether Annual General Meeting (AGM) held: **Yes**
- (a) If yes, date of AGM : **26th September, 2022**
- (b) Due date of AGM: **30th September, 2022**
- (c) Whether any extension for AGM granted: **NA**
- (d) If yes, provide the Service Request Number (SRN) of the application form filed for extension: **NA**
- (e) Extended due date of AGM after grant of extension: **NA**
- (f) Specify the reasons for not holding the same **NA**

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 sharehold
1	B2B Softech Inc., USA	N.A.	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) Category-wise Share Holding

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 : Equity 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			
	Equity Shares						
	At the beginning of the year - As of 01-04-2021	4015071	7570329	11585400	115854000	115854000	0
	Increase during the year						
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	0	0	0	0	0	0
	Decrease during the year						
i.	Buy-back 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.	Other, Specify	0	0	0	0	0	0
	At the end of the year - As of 31-03-2022	3735771	7849629	11585400	115854000	115854000	0
	Preference Shares						
	At the beginning of the year	0	0	0	0	0	0
	Increase during the year	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
	Decrease during the year	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
	At the end of the year	0	0	0	0	0	0

ISIN of the equity shares of the Company: **INE151B01011**

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

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)*
 [Details being provided in a CD/Digital Media] : **NA**

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

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

Date of Previous AGM			
Date of Registration of Transfer of Shares			
Type of Transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Transferred <small>Units</small>		Amount per Share (in Rs.) <small>Share/debenture/unit</small>	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	Middle Name	First Name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	Middle Name	First Name

Date of Registration of Transfer of Shares			
Type of Transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Transferred		Amount per Share (in Rs.) Share/debenture/unit	
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			
Total			

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 the end of the year
Non-convertible debentures	NIL			
Partly convertible debentures				
Fully convertible debentures				

(v) Securities (other than shares and debentures)

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					

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

Turn over	14,55,30,022
Net worth of the Company	15,31,82,179

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	333814	2.88	0	0
	(ii) Non-resident Indian (NRI)	4949322	42.72	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	2801900	24.18	0	0
10.	Other	0	0	0	0
	Total	8085036	69.79	0	0

Total number of shareholders (promoters): 27

(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	2662600	22.98	0	0.00
(ii)	Non-Resident Indian (NRI)	202662	1.75	0	0.00
(iii)	Foreign National (other than NRI)	0	0	0	0.00
2	Government	0	0	0	0.00
(i)	Central Government	0	0	0	0.00
(ii)	State Government	0	0	0	0.00
(iii)	Government Companies	0	0	0	0.00
3	Insurance Companies	0	0	0	0.00
4	Banks	0	0		0.00
5	Financial Institutions	0	0	0	0.00
6	Foreign Institutional Investors	0	0	0	0.00
7	Mutual Funds	0	0	0	0.00
8	Body Corporate (not mentioned above)	35102	0.30	0	0.00
9	Others-				
	Foreign Portfolio Investor (Individuals),	0	0	0	0.00
	Alternative Investment Fund	0	0	0	0.00
	Global Depository Receipt (GDR)	0	0	0	0.00
	OCBs/Foreign Companies	0	0	0	0.00
	Trust	600000	5.18	0	0.00
	Unit Trust of India	0	0	0	0.00
	IEPF	0	0	0	0.00
	Total	3500364	30.21	0	0.00

Total number of Shareholders other than Promoters	6938
Total number of Shareholders (Promoters + Public)	6965

(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 shareheld

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

Details	At the beginning of the year	At the end of the year
Promoters	28	27
Members (other than promoters)	2226	6938
Debenture holders	-	-

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	1	0	1	0	0
B. Non-Promoter	1	4	1	4	0	0
(i) Non-Independent	1	1	1	1	0	0
(ii) Independent	0	3	0	3	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 share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date: **9**

(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	
YARAMATI SATYANARAYANA	00360679	Director	0	
RAM BABU MUTYALA	03473901	Director	0	
ARUMILLI RAMBABU	03473906	Director	0	
CHODE SURESH	07127791	Director	220	
RAJESWARI IMMANI	03473921	Director	0	
RAMA CHANDRA RAO NEMANI	AFUPN8077R	CEO	2,458,760	
SUNIL NEMANI	AWRPN7930M	CFO	373,600	
JYOTHI MANTRI	CMAPM8976R	Company Secretary	0	

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

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)
RAHUL KUMAR BHANGADIYA	AVBPB7239C	COMPANY SECRETARY	28/02/2022	CESSATION
JYOTI MANTRI	CMAPM8976R	COMPANY SECRETARY	01/03/2022	APPOINTMENT

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- **1**

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	15/09/2021	5,267	51	33.57%

B. Board Meetings**Number of Meetings Held: 5**

S. No.	Date of meeting	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1.	30/04/2021	6	6	100%
2.	16/07/2021	6	6	100%
3.	29/10/2021	6	6	100%
4.	28/01/2022	6	6	100%
5.	22/02/2022	6	6	100%

B. Committee Meetings**Number of Meetings Held: 8**

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	30/04/2021	4	4	100
		16/07/2021	4	4	100
		29/10/2021	4	4	100
		28/01/2022	4	4	100
2.	Nomination and Remuneration Committee	30/04/2021	4	4	100
		16/07/2021	4	4	100
		22/02/2022	4	4	100
3	Stakeholder Relationship Committee	22/02/2022	3	3	100

C. *ATTENDANCE OF DIRECTORS

S. No.	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on 15.09.2021 (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	BALA SUBRAMANYAM VANAPALLI	5	5	100	1	1	100	Y
2	YARAMATI SATYANARAYANA	5	5	100	0	0	0	Y
3	RAM BABU MUTYALA	5	5	100	8	8	100	Y
4	ARUMILLI RAMBABU	5	5	100	8	8	100	Y
5	CHODE SURESH	5	5	100	8	8	100	Y
6	RAJESWARI IMMANI	5	5	100	8	8	100	Y

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: 2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	Bala Subramanyam Vanapalli	Whole-time Director	67,18,517	0	0	1,67,597	68,86,114
Total			67,18,517	0	0	1,67,597	68,86,114

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	Total Amount
1.	RAHUL KUMAR BHANGADIYA	COMPANY SECRETARY	3,30,000/-	0	0	0	3,30,000/-
2.	JYOTI MANTRI	COMPANY SECRETARY	30,000/-	0	0	0	30,000/-
3.	Dr. RAMACHANDRA RAO NEMANI	CEO	18,00,000/-	0	0	0	18,00,000/-
4.	Mr. SUNIL NEMANI	CFO	6,00,000/-	0	0	0	6,00,000/-
Total			27,60,000/-	0	0	0	27,60,000/-

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

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1.	RAM BABU MUTYALA	Director	0	0	0	50,000	50,000
2.	ARUMILLI RAMBABU	Director	0	0	0	50,000	50,000
3.	CHODE SURESH	Director	0	0	0	50,000	50,000
4.	RAJESWARI IMMANI	Director	0	0	0	50,000	50,000
5.	YARAMATI SATYANARAYANA	Director	0	0	0	50,000	50,000
Total			0	0	0	2,50,000	2,50,000

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. 2.23 dated **(10/08/2022)** 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, 2022 as per the new format prescribed the Companies (Management and Administration) Amendment Rules, 2021. Annual General Meeting (AGM) is scheduled on September 26, 2022. 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.