



B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES



ANNUAL REPORT
2018 - 2019

25th ANNUAL REPORT

CONTENTS

	Corporate Information	Page 01	Notice to the Shareholders	Page 08	Director's Report
Page 28	Management Discussions and Analysis	Page 29	Corporate Governance Report	Page 46	Independent Auditor's Report
Page 52	Standalone Financial Statements	Page 72	Auditors Report on Consolidated Financial Statements	Page 77	Consolidated Financial Statements
Page 97	Nomination Forms	Page 99	Attendance Slip and Proxy Form		

DIRECTORS

1. Dr. Satyanarayana Y	Director
2. Mr. M. Rambabu	Independent Director
3. Mr. A. Rambabu	Independent Director
4. Mr. Ch.Suresh	Director
5. Ms. Rajeswari Immani	Independent Women Director
6. Mr. V. Bala Subramanyam	Executive Director

STATUTORY AUDITORS:
UMAMAHESWARA RAO & CO.,
Chartered Accountants,
5H, Krishna Apartments,
8-3-324, Ameerpet, 'X' Road,
Hyderabad - 500 073.

INTERNAL AUDITORS:
M.V. Vijaya Kumar & Co.,
6-3-609/14/1,
Anand Nagar Colony,
Khairatabad,
Hyderabad - 500 004.

BANKERS:

ICICI Bank Ltd.
Khairatabad,
Hyderabad - 500 004

State Bank of Hyderabad,
Bellavista Branch,
Hyderabad - 500 082

KEY MANAGERIAL PERSONNEL

1. Dr. Ramachandra Rao Nemani	C.E.O.
2. Mr. V. Bala Subramanyam	Executive Director
3. Mr. Sunil Nemani	C.F.O.
4. Ms. T.S. Maharani	Company Secretary

SHARE TRANSFER AGENTS AND DEMAT REGISTRARS:

CIL SECURITIES LIMITED,
214, Raghava Ratna Towers, Chirag Ali Lane,
Hyderabad - 500 001
Ph : 23202465, Fax : 23203028
E-mail : advisors@cilsecurities.com

REGISTERED OFFICE:

6-3-1112, 3rd & 4th Floor, AVR Tower, Behind Westside Showroom
Near Somajiguda Circle, Begumpet, Hyderabad - 500 016.
Website: www.b2bsoftech.com | E: investorservice@b2bsoftech.com
CIN : L72200TG1994PL018351

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of **B2B SOFTWARE TECHNOLOGIES LIMITED** will be held on Monday day the 30th of September, 2019 at the registered office of the Company situated at 3rd & 4th Floor, AVR Towers, 6-3-1112, Behind Westside Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 at 11:00 A.M., to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statement:

1. To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the year ended March 31, 2019, including the audited Balance Sheet as at March 31, 2019, the Statement of Profit and Loss for the year ended on that date along with the Cash Flow Statement and the reports of the Board of Directors ('the Board') and Auditors thereon.

Item No. 2 – Re – Appointment of Director retiring by rotation:

2. To appoint a Director in place of Dr. Yaramati Satyanarayana (DIN: 00360679) who retires by rotation at this Annual General Meeting and being eligible has offered himself for reappointment.

Item No. 3 – To Re-appoint M/s Umamaheswara Rao & Co as the Statutory Auditors.

3. To re-appoint Statutory Auditors and to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act 2013 and upon recommendation of Audit Committee members M/s Umamaheswara Rao & Co., Chartered Accountants, Chartered Accountants (Firm Registration No.: 004453S), be and are hereby re-appointed as the Statutory Auditors of the Company, for another term of three consecutive years from the conclusion of 25th Annual General Meeting until the conclusion of 28th Annual General Meeting without the requirement of further ratification by the members in the terms of the provisions of the Companies Act 2013, at such remuneration as may be fixed by the Board of Directors upon recommendation of Audit Committee.

SPECIAL BUSINESS:

Item No. 4 – To appoint Mr. Chode Suresh (DIN: 03473921) as a Director:

4. To consider and if thought fit to pass the following resolution as Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Chode Suresh (DIN: 03473921), who was appointed as an Additional Director under the category of Non – Executive Director by the Board of Directors at their meeting held on 28th August 2019 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company and who shall be liable to retire by rotation”

Item No. 5 – To Re-appoint Mrs. Rajeswari Immani (DIN: 07127791) as an Independent Director:

5. To consider and if thought fit to pass the following resolution as Special Resolution:
RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Rajeswari Immani (DIN: 07127791), who was appointed as an Independent Director to hold office till 27th March, 2020 being eligible and in respect of whom the company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director, based on the recommendation of Nomination and Remuneration Committee be and is hereby re-appointed to hold office for a second term of 5 (five) consecutive years from 28th March 2020 to 27th March 2025, and whose office shall not be liable to retire by rotation.

By order of the Board
For **B2B Software Technologies Limited**

V. BALA SUBRAMANYAM
Executive Director
(DIN: 06399503)

Date: 28.08.2019
Place: Hyderabad

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Pursuant to Regulation 42 of the SEBI (LODR) Regulations 2015 read with Section 91 of the Companies Act, 2013 the Register of Members and Register of Share Transfer Books of the Company will remain closed from 23rd September 2019 to 30th September 2019 (both days inclusive).
3. Members holding shares in physical form are requested to intimate the change, if any, in their Registered Address to the Company quoting their Registered Folio.
If the shares are held in Demat form, intimation regarding the change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining the Demat Account.
4. Statement as required under the provisions of Section 102 (1) of the Companies Act, 2013 is enclosed to this notice.
5. Members / Proxies should bring the Attendance slips duly filled in for identification for attending the meeting.
6. Members desiring any information on the Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.
7. In accordance with Section 101 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Annual Report (Audited Financial Statements, Directors Report, Auditors Report etc.) is being sent to the shareholders in electronic form to the email address registered with their Depository Participant (in case of electronic shareholding) the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
We, therefore, request and encourage you to register your email ID in the records of your Depository Participant (in case of electronic holding) the Company's Registrar and Share Transfer Agents (in case of physical shareholding) mentioning your folio no./demat account details.
However, in case you wish to receive the above shareholder communication in paper form, you may write to the Company's Registrar and Share Transfer Agents, CIL Securities Limited, Unit: B2B Software Technologies Limited, or send an email at mentioning your folio no. / demat account details.
The soft copy of the Annual Report 2018 – 2019 can also be downloaded from the company's website i.e., www.b2bsoftech.com.
8. Requests for transfer of physical shares received during the period of book closure shall be considered only after the reopening of Books.
9. Shareholders may avail the nomination facility under Section 72 of the Companies Act, 2013. The relevant nomination form is appended to this notice
10. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details off PAN along with a Photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company.
11. E-Voting:

The Company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL)

for all shareholders to enable them to cast their votes electronically on the items mentioned in this notice of the 25th Annual General Meeting of the Company. The Company has appointed Mr. D.S.M. Ram, Proprietor of DSMR & Associates (C.P. No. 4239) Company Secretary in Practice as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-Voting is Optional. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cutoff Date is 23rd September 2019. The Company is providing Ballot facility at the venue of the AGM for the shareholders who have not cast their vote electronically. The results of the e-voting and poll at the AGM will be declared within 48 hours from the conclusion of the AGM and shall be displayed on the website of the Company and BSE Limited.

The instructions for the shareholders voting electronically are as under:

- (i) The voting period begins on **Friday the 27th September 2019 at 09:00 am and ends on Sunday the 29th September 2019 at 05:00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2019 may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should login on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 character DP ID followed by 8 digits Client ID
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below: and the Listing Regulations.

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details of OR Date Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share password with any other person and take utmost care to keep your password confidential.

- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “Resolutions Description” and against the same the option “YES/NO” for voting. Select the Option YES or NO as desired. The Option YES implies that you assent to the Resolution and Option No implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed, If you wish to confirm your vote, click on “OK”, else to change your vote. Click on “CANCEL” and accordingly modify your vote.
- (xv) Once your “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take the print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xvii) If the demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for the android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as promoted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians
 - Non Individual shareholders (i.e other than Individuals, HUF, NRI etc) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A Scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details as Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of the accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write and email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

Please follow all steps from sl.no. (i) to sl.no. (xvii) about to cast vote.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr. CHODE SURESH (DIN: 03473921) Director was appointed as an Independent Director on the Board of the company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for the period from 01.04.2019 to 31.03.2024 and whose office shall not be liable to retire by rotation.

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) the Non-Executive Directors have resigned from the Board with effect from 18th April 2019 and their resignation has caused insufficient availability of Non-Executive Directors in the Board liable to retire by rotation as required under the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 152 (6) of the Companies Act, 2013, 1/3rd out of not less than 2/3rd of Directors are liable to retire by rotation at every Annual General Meeting. However, the Company does not have enough strength of persons whose period of office is liable to determination by retirement of Directors by rotation in order to comply with the provisions of Section 152 (6) of the Companies Act, 2013.

The Company has only one Director who is liable to retire by rotation and hence in the current financial year also Dr. Yaramati Satyanarayana (DIN: 00360679) is being considered for the Directors liable to retire by rotation.

The management has put in its best efforts to identify suitable person for appointment as the Non-Executive Director of the Company in order to fill the gap of non-executive directors whose office shall be liable to retire by rotation as required under the provisions of the Companies Act 2013, however no positive response was received by the company.

Since the number of the Independent Directors as required are sufficient, the Board requested Mr. Chode Suresh the Independent Director to resign and accept the proposal for his appointment as the Additional Non Executive & Non Independent Director in order to comply with the composition of the Board as per the provisions of the Companies Act, 2013.

Mr. Chode Suresh (DIN: 03473921) also have given his consent to be appointed as the Non-Executive and Non-Independent Director whose office shall be liable to retire by rotation and resigned as Independent Director of the Company with effect from 14th August 2019.

Accordingly, the Board of Directors in their meeting held on 28th August 2019 has appointed Mr. Chode Suresh as an Additional Director of the Company with effect from the date of the Board Meeting and holds office till the date of the ensuing Annual General Meeting.

The Board recommends for his appointment as the Non-Executive & Non – Independent Director as per the provisions of the Companies Act 2013.

The company has received from Mr. Chode Suresh (DIN: 03473921) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The company has also received notice in writing from a member proposing the candidature of Mr. CHODE SURESH (DIN: 03473921) for the office of Non-Executive & Non – Independent Director of the Company liable to retire by rotation along with the necessary deposit of Rs. 1,00,000/-.

The Board recommends the Ordinary Resolution set out as Item No.4 of the Notice for approval by the members. Information as required pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors is appended to this notice.

No Director, key managerial personnel or their relatives, except Mr. Chode Suresh (DIN: 03473921) to whom the resolution relates is interested or concerned in the resolution.

Item No. 5

Ms. Rajeswari Immani (DIN: 07127791) Director was appointed as an Independent Director on the Board of the company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges.

Ms. Rajeswari Immani (DIN: 07127791) Director was appointed as an Independent Director to hold office till 27th March 2020 and whose office shall not be liable to retire by rotation.

The Board of Directors, on the basis of performance evaluation done by the Nomination and Remuneration Committee of Ms. Rajeswari Immani (DIN: 07127791) Independent Director, considers that given her background and experience and contributions made by her during her tenure and the continued association of Ms. Rajeswari Immani (DIN: 07127791) would be beneficial to the company and it is desirable to continue to avail her service as an Independent Woman Director.

Accordingly, it is proposed to re-appoint Ms. Rajeswari Immani (DIN: 07127791) as an Independent Director of the

Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

The Company has also received declaration from Ms. Rajeswari Immani (DIN: 07127791) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board Ms. Rajeswari Immani (DIN: 07127791) fulfil the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations.

The company has received from Ms. Rajeswari Immani (DIN: 07127791) (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Copy of draft letter of appointment of Ms. Rajeswari Immani (DIN: 07127791) setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company during business hours.

The Board recommends the Special Resolution set out as Item No. 5 of the Notice for approval by the members. Information as required pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors is appended to this notice.

No Director, key managerial personnel or their relatives, except Ms. Rajeswari Immani (DIN: 07127791) to whom the resolution relates is interested or concerned in the resolution.

Information pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors:

Name of the Director	Chode Suresh	Yaramati Satyanarayana	Rajeswari Immani
Category	Director	Director	Independent Director
DIN	03473921	00360679	07127791
Date of Birth and Age	05.02.1984 (35 Years)	13.01.1957 (62 Years)	19/08/1958 (61 Years)
Qualification	Postgraduate	M. D. in Dermatology	Graduate in Law and a Postgraduate in Psychology
Nature of Expertise / Experience	He is talented in his academic. He also has knowledge of latest technologies and analyzing the market in FMCG and Goods Sector	He has vast experience in the field of medicine and has been successful in the practice of dermatology.	She is politically well connected and served as Zilla Parishad Chairperson for several years in Godavari District. She also does lot of Social Activities on behalf of NGO.
First Appointment on Board	14/02/2011	31/01/2000	28/03/2015
Terms and Conditions of Appointment / Re-appointment	Proposed to be appointed as a Non-Executive & Non-Independent Director of the Company.	Proposed to be re-appointed as Director of the Company liable to retire by rotation	Proposed to be re-appointed as an Independent Director for a further period of five years with effect from 28th March 2020.

Remuneration last drawn (including sitting fees, if any)	40,000	10,000	40,000
Remuneration proposed to be paid	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.	Only sitting fee will be paid for attending the meetings and no other remuneration will be paid.
Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director or Key Managerial Personnel	Not related to any other Director or Key Managerial Personnel	Not related to any other Director or Key Managerial Personnel
Number of meetings of the Board attended during the year	4 (Four)	1 (One)	4 (Four)
Directorships of other Boards as on March 31, 2019	Nil	Nil	Nil
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	Nil	Nil	Nil

By order of the Board
For B2B Software Technologies Limited

Date: 28.08.2019
Place: Hyderabad

V. BALA SUBRAMANYAM
Executive Director
(DIN: 06399503)

Registered Office: 3rd & 4th Floor, AVR Towers, 6-3-1112,
Behind West Side Showroom, Near Somajiguda,
Begumpet, Hyderabad-500016
Phone: 040-23372522, 23375926
Fax: 040-233223285
Email id: investorservice@b2bsoftech.com
Website: www.b2bsoftech.com
CIN: L72200TG1994PLC018351

DIRECTORS' REPORT

To,
The Members,
B2B Software Technologies Limited

Your Directors hereby present the Twenty Fifth Annual Report of your Company together with the Audited Accounts including Consolidated Accounts for the financial year ended March 31, 2019 and the report of the Auditors thereon.

1. FINANCIAL RESULTS:

(In Rupees)

	Standalone		Consolidated	
PARTICULARS:	2018-19	2017-2018	2018-2019	2017-2018
Revenue from Operations	79,049,495	77,098,952	106,309,682	109,022,510
Other Income	68,89,217	43,89,220	68,89,217	43,89,220
Profit/ Loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense	85,938,712	81,488,172	113,198,899	113,411,730
Less: Depreciation/ Amortisation/ Impairment	11,90,255	12,06,971	11,90,255	12,06,971
Profit/ Loss before Finance Costs, Exceptional Items and Tax Expense	84,748,457	80,281,201	112,008,644	112,204,759
Less: Finance Costs	82,322,768	70,437,686	109,561,442	102,294,643
Profit/ Loss before Exceptional Items and Tax Expense	24,25,689	98,43,515	24,47,202	9,910,116
Add/ Less: Exceptional Items	-	-	-	-
Profit/ Loss before Tax Expense	-	-	-	-
Less: Tax Expense (Current & Deferred)	4,74,250	36,52,736	4,74,250	36,52,736
Profit/ Loss for the year (1)	19,51,439	61,90,779	19,72,952	62,57,380
Total Comprehensive Income/ Loss (2)	38,49,219	23,72,194	38,49,219	23,72,194
Total (1+2)	58,00,658	85,62,973	58,22,171	86,29,574
Balance of Profit/(Loss) for earlier years	-	-	-	-
Less: Transfer to Debenture Redemption Reserve	-	-	-	-
Less: Transfer to Reserves	(26,053,795)	(31,854,453)	(24,321,973)	(30,448,586)
Less: Dividend paid on Equity Shares	-	-	-	-
Less: Dividend paid on Preference Shares	-	-	-	-
Less: Dividend Distribution Tax	-	-	-	-
Balance carried to Balance Sheet (A-B)	-	-	-	-

2. Industry Structure and development

Microsoft Dynamics is a growing business and global organizations identify Microsoft Dynamics as the preferred vendor for their next ERP investment. Microsoft Dynamics customer relationship management (CRM) and enterprise resource planning (ERP) software connects people, processes, and systems. With easy to use, fast to implement tools to manage financials, supply chain, and operations. Microsoft Dynamics is sold by a global network of solution specialists, known as partners or resellers.

3. State of Company affairs

B2B is one of the Microsoft Partner specialized in providing Implementation services for Microsoft Dynamics ERP in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises.

As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology. B2B has developed several Add-on's namely Quality, HR & Payroll, Plant Maintenance and Life sciences Vertical for Microsoft Dynamics on NAV and AX.

- **Indian Accounting Standards (Ind AS)**

The Company has adopted Indian Accounting Standards (Ind AS) with effect from 1st April 2017 pursuant to Ministry of Corporate Affairs notification of the Companies (Indian Accounting Standards) Rules, 2015.

4. LISTING OF EQUITY SHARES:

The Company's Equity shares are presently listed on BSE Limited and the Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2018 – 2019.

5. TRANSFER TO RESERVES:

Your Company has accumulated losses amounting to Rs.31,854,453/- brought forward from the previous years. The profit of Rs.58,00,658/- earned during the year has been adjusted against the losses and the accumulated losses are reduced to Rs. 26,053,795/-. Hence, your company does not propose to transfer any amount to the Reserves.

6. CHANGE IN SHARE CAPITAL:

During the Financial year 2018-19 the Authorized Share Capital and Paid Up Capital as at 31st March 2019 stood at Rs. 12,00,00,000/- and Rs.11,58,54,000/- respectively. During the year under review, the company has not issued Securities nor granted any Stock Options or Sweat Equity.

6A. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of the Company.

7. DIVIDEND

The Directors of the Company do not recommend any dividend during the year under review.

8. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF, established by the Government of

India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

However, there are no amount available to be transferred to Investor Education and Protection Fund (IEPF) during the year under review.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

Based on the recommendation of Nomination and Remuneration Committee Mrs. T.S. Maharani, who is an Associate Member of Institute of Company Secretaries of India bearing Membership Number F8069 holding the prescribed qualification under section 2(24) of the Companies Act, 2013 is being appointed as Whole Time Company Secretary and Compliance Officer of the Company with effect from 26th February 2019.

Mrs. T.S. Maharani has opted to resign from the position of the Whole Time Company Secretary and Compliance Officer of the Company with effect from 1st August, 2019 for better prospects

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala had resigned as Directors of the Company with effect from 18th April 2019 due to uncomforted laborious and absorbing task in arranging the constitutional documents i.e. notary and apostilled documents for filing E-Form DIR-3 KYC with the Registrar of Companies Telangana. The Directors place on record their appreciation of the valuable advice and guidance given by them while they were Directors of the Company.

There are no other material changes and commitments in the business operations of the Company from the financial year ended 31st March 2019 to the date of signing of the Directors Report.

10. PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY:

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiary. In accordance with Section 129(3) of the Companies Act, 2013, we have prepared consolidated financial statements of the Company and its subsidiary, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of the subsidiary in the prescribed format AOC – 1 is appended as Annexure 1 to the Board's report. The statement also provides the details of performance, financial positions of each of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of the subsidiary, are available on our website www.b2bsofttech.com. These documents will also be available for inspection during business hours at our registered office.

11. CORPORATE GOVERNANCE:

The Corporate Governance Report and a certificate by the Statutory Auditors regarding compliance of the conditions of corporate governance by your Company as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to this Report.

12. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the company and other material developments during the financial year.

13. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:

All the Independent Directors have given declarations of Independence, as required pursuant to Section 149 (7) of the Companies Act, 2013 stating that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

All the Independent Directors have complied with the Code for Independent Directors prescribed in Scheduled IV to the Act.

14. MEETING OF INDEPENDENT DIRECTORS:

The performance of the Individual Directors on the Board and the Committees thereof is done by the Board and the Independent Directors in their exclusive meeting done as per the policy formulated by the Board in this regard.

15. VIGIL MECHANISM:

In terms of the provisions of Section 177 of the Companies Act, 2013 your Company has formulated a Whistle Blower Policy as a Vigil Mechanism. This mechanism aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the policy.

This mechanism is for the employees to report concerns about unethical behaviour, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

16. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the performance evaluation of the Board and Individual Directors is done on annual basis.

The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

17. CHANGES IN DIRECTORS:

INDUCTIONS:

During the year under review Mr. Chode Suresh (DIN: 03473921) has resigned from the Board as an Independent Director with effect from 14th August, 2019 and is being appointed as an Additional Non-Executive and Non-Independent Director whose office shall be liable to retire by rotation with effect from 28th August, 2019 in order to comply with the composition of the Board as per the Companies Act 2013.

REGULARIZATION OF CHODE SURESH

Mr. Chode Suresh (DIN: 03473921) was appointed as an Additional Director of the Company in the Board Meeting held on 28th August 2019 and to hold office upto the ensuing Annual General Meeting. Notice has been received from the members proposing his candidature for his appointment as Director of the Company and accordingly his appointment was recommended.

RE – APPOINTMENTS:

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) the Non-Executive Directors have resigned from the Board with effect from 18th April 2019. And their resignation has caused insufficient availability of Non-Executive Directors in the Board liable to retire by rotation as required under the Companies Act, 2013.

The Company has only one Director who is liable to retire by rotation and hence in the current financial year also Dr. Yaramati Satyanarayana (DIN: 00360679) is being considered for the Directors liable to retire by rotation.

Therefore, Dr. Yaramati Satyanarayana (DIN: 00360679) retire at the ensuing Annual General Meeting and being eligible, seek their re-appointment as no other Directors liable to retire by rotation were available. The Board recommends his re-appointment.

None of the independent directors will retire at the ensuing Annual General Meeting.

RESIGNATIONS:

As per the Companies Act 2013, Mr. Venkata Nagendra Vietla (DIN: 00231729) Director and Executive Director of the company has resigned from the Board with effect from 13th August 2018 during the year under review. The Board places on record its appreciation for the services rendered by him during his tenure as the Director.

Dr. Rama Chandra Rao Nemani (DIN: 01131212) and Dr. Murthy Mutyala (DIN: 02394524) had resigned as Directors of the Company with effect from 18th April 2019 due to uncomforted laborious and absorbing task in arranging the constitutional documents i.e. notary and apostilled documents for filing E-Form DIR-3 KYC with the Registrar of Companies Telangana. The Board places on record their appreciation for the services rendered by them during their tenure as the Directors of the Company.

CHANGES IN KEY MANAGERIAL PERSONNEL

During the year under review Mr. V. V. Nagendra Executive Director has resigned with effect from 13th August 2018. Mrs. Thiruvellur Shanthavadhan Maharani has been appointed as Company Secretary and Compliance Officer of the company with effect from 26th February 2019. However, she resigned as Company Secretary and Compliance Officer of the company with effect from 1st August 2019.

The following are the KMP as on date:

- | | | |
|-------------------------------|---|-------------------------|
| a. Dr. Ramachandra Rao Nemani | – | Chief Executive Officer |
| b. Mr. Sunil Nemani | – | Chief Financial Officer |
| c. Mr. V. Bala Subramanyam | – | Executive Director |

18. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review 5 (Five) Board meetings were held on the following dates:

- 28.05.2018
- 13.08.2018
- 12.11.2018
- 11.02.2019
- 26.02.2019

Attendance of Directors at the Board Meetings and Annual General Meeting has been furnished in the Corporate Governance Report, which forms part of the Directors Report. The intervening gap between any two Board Meetings was within the period prescribed under the provisions of the Companies Act, 2013. All the recommendations given by the Audit Committee are accepted by the Board.

19. COMMITTEES OF THE BOARD

a. Audit Committee:

The Audit Committee constitutes of Mr. M. Rambabu, Mr. A. Rambabu, Mr. Ch. Suresh, Ms. Rajeswarilmani, Dr. Murthy Mutyala and Dr. Ramachandra Rao Nemani. The Board of Directors have accepted all the recommendations given by the Audit Committee. Mr. M. Rambabu is the Chairman of the Audit Committee. The terms and reference of Audit Committee and details of meetings held during the financial year 2018-19 and the attendance of members are given in the Corporate Governance Report, which forms part of the Directors Report.

However, Dr. Murthy Mutyala and Dr. Ramachandra Rao Nemani will not be part of Audit Committee further, since they have resigned as Directors of the Company with effect from 18th April 2019.

b. Nomination and Remuneration Committee:

The Nomination and Remuneration Committee consists of Mr. A. Rambabu, Mr. M. Rambabu, Ms. Rajeswarilmani, Mr. Ch. Suresh and Dr. Murthy Mutyala. Mr. A. Rambabu is the Chairman of the Nomination and Remuneration Committee. The terms of reference and the Nomination and Remuneration policy and details of meetings held during the financial year 2018-19 and the attendance of members are provided in the Corporate Governance Report, which forms part of the Directors Report.

However, Dr. Murthy Mutyala will not be part of Nomination and Remuneration Committee further, since he has resigned with effect from 18th April 2019.

c. Stakeholders Relationship Committee:

The Stakeholders Relationship Committee consists of Mr. Ch. Suresh, Mr. M. Rambabu and Mr. Bala Subramanyam Vanapalli. Mr. Ch. Suresh is the chairman of the Committee. The terms of reference and the details of meetings held during the financial year 2018-19 and the attendance of the members are provided in the Corporate Governance Report, which forms part of the Directors Report.

20. INTERNAL FINANCIAL CONTROL:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

21. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

- i. in the preparation of the annual accounts for the financial year 2018 – 19, the applicable accounting standards have been followed and there are no material departures;
- ii. selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- iii. and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. prepared the annual accounts on a going concern basis;
- v. laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and
- vi. devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

22. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

During the financial year 2018-19 your company had not given any loans or provided any guarantees or made any investments as specified under the provisions of Section 186 of the Companies Act, 2013 read with rules made there under. However, the Company is regular investor in the scrips of mutual funds, which is outside the purview of the provisions of Section 186 of the Companies Act 2013.

23. TRANSACTIONS WITH RELATED PARTIES:

There were no related party transactions during the year except that entered in the ordinary course of business and on arm's length basis. There were no materially significant related party transactions between your Company and the Directors, promoters, Key Managerial Personnel and other designated persons which may have a potential conflict with the interest of company at large. Policy on the related parties as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is available on the company's website: www.b2bsofttech.com.

All the material contracts with related parties have been approved by the Audit Committee and the Members of the Company. Form AOC-2 for disclosure of particulars of contracts/arrangements, entered into by your company with related parties is attached herewith as Annexure -II.

24. RISK AND RISK MITIGATIONS

Microsoft Dynamics being a growing business, new entrants into the market and competition will continue to exert pricing pressure undermining industry profitability. Strategic positioning and generating higher level of economic value by continuing to build IP and offer value added services around verticals and add-on's is mandatory.

Scale of operations is limited to the existing level unless a fresh funding route is identified. The Board of Directors of your company have not identified any risks which will affect the going concern nature of the company.

25. TECHNOLOGY ABSORPTION, ENERGY CONSERVATION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in accordance with clause (m) of sub section (3) of Section 134 of the Companies Act, 2013 is annexed herewith as Annexure – III to this report.

26. PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies Act (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company are provided in Annexure – IV and forms part of this report.

The statement containing particulars of employees as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in Annexure IV and forms part of this report.

The Nomination and remuneration committee of the Company has affirmed that the remuneration is as per the Remuneration policy of the Company.

Your Directors take this opportunity to record their deep appreciation of the continuous support and contribution from all employees of the Company.

27. CORPORATE SOCIAL RESPONSIBILITY:

Your Company does not fall under any of the criteria specified under the provisions of Companies Act, 2013. Hence the Company has not constituted any committee and is required to furnish any information in this report as required under the provisions of the said Act.

However the Company is voluntarily complying with provisions of CSR by adopting 6 under privileged children and taking care of their food and education.

28. EXTRACT OF ANNUAL RETURN:

As required under Sub-Section (3) of Section 92 of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of Annual Return in Form MGT – 9 forms part of this report as Annexure – V.

29. PREVENTION OF INSIDER TRADING:

Your Company has adopted the Code of Fair Disclosure and Code of Conduct for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders.

30. DEPOSITS:

During the year under review your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date. However, the Company has obtained security deposits from employees, but it is not considered as Deposits as per the provisions of Companies Act 2013 and the rules made thereunder.

31. AUDITORS:**a. Statutory Auditors:**

M/s. Umamaheswara Rao & Co., Chartered Accountants, have been appointed as the Statutory Auditors in the 20th Annual General Meeting held on 30th September, 2014 to hold office till the conclusion of the 25th Annual General Meeting. Their term expires at the conclusion of the 25th Annual General Meeting.

They have consented to be re-appointed as the Statutory Auditors of the Company, if approved in the General Meeting, would be within the limits specified under section 141(3)(g) of the Companies Act 2013. In this regard, the Company has received a certificate from the auditors about their eligibility and intimated their consent and willingness for their reappointment pursuant to the provisions of Section 139 of the Companies Act, 2013 and rules framed thereunder

Pursuant to the provisions of Section 139 (2) (b) the Companies Act, 2013 M/s. Umamaheswara Rao & Co., (Firm Registration No.: 004453S) Chartered Accountants based on the recommendations of the Audit Committee it is proposed to re-appoint them for a further period of three consecutive years to hold office from the conclusion of 25th Annual General Meeting until the conclusion of 28th Annual General Meeting without the requirement of any further ratification by the members of the Company at subsequent Annual General Meetings. The Board recommends their re-appointment.

There are no comments, qualifications, reservations or adverse remarks by the Statutory Auditors in their report.

b. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Mrs. K. Jhansi Laxmi, Company Secretary in Whole time Practice to undertake the Secretarial Audit of the Company for the financial year 2018 – 2019. The Secretarial Audit report is annexed herewith as Annexure – VI.

c. Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act 2013 read with Companies (Accounts) Rules, 2014 the Company has appointed M/s M. Vijaya Kumar & Co., Chartered Accountants, as the Internal Auditors of the Company for the financial Year 2019-20.

REPLY TO OBSERVATION RAISED BY THE SECRETARIAL AUDITOR:

1. Mrs. ThiruvellurShanthavadhan Maharani has been appointed as Company Secretary and Compliance Officer of the company with effect from 26th February 2019.
2. The Company is in the process of complying with the requirement of achieving 100% holding of the promoters in demat forms as required under the SEBI (Listing obligations and Disclosure Requirements) Regulations 2015

32. FRAUDS REPORTED BY THE AUDITORS

No Frauds were reported by the Auditors either to the Audit Committee or in their reports during the year under review.

33. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

Your company has also complied with provisions relating to the constitution of internal complaints committee under sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013.

During the financial year 2018-19, the Company has not received any complaints on sexual harassment.

34. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

35. MAINTENANCE OF COST RECORDS

The provisions of Section 148 of the Companies Act, 2013 are not applicable for the year since the Company is not falling under the category of class Companies as prescribed under Sub-section (1) of Section 148 of the Companies Act 2013 and Rules framed thereunder.

36. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

37. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No application has been filed for Corporate Insolvency Resolution process, by the company under the IBC before the National Company Law Tribunal (NCLT) during the year under review.

38. ACKNOWLEDGEMENTS:

Your Directors place on record their appreciation for the assistance and co-operation extended by the Bankers, STPI, Customs and Central Excise and various State and Central Government Agencies. Your Directors also thank all the Customers, Members and Employees for their valuable support and confidence in the Company.

Place : Hyderabad
Date : 28-08-2019

For and on behalf of the Board

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

YARAMATI SATYANARAYANA
Non - Executive Director
DIN: 00360679

Annexure – I to the Directors Report

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule – 5 of Companies (Accounts) Rules, 2014]
Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part “A” Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the Subsidiary	B2B Softech Inc., USA
2.	The date since which subsidiary has been acquired	17 th July 2001
3.	Reporting period for the subsidiary concerned if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD 69.1713
5.	Share Capital	3,381,120
6.	Reserve & Surplus	-
7.	Total Assets	5,112,941
8.	Total Liabilities	5,112,941
9.	Investments	-
10.	Turnover	27,260,186
11.	Profit before taxation	21,513
12.	Provision for taxation	21,513
13.	Profit after taxation	-
14.	Proposed dividend	-
15.	% of Shareholding	100

Notes: The following information shall be furnished at the end of the statement

- Names of the subsidiaries, which are yet to commence operations: NIL
- Names of the subsidiaries which have been liquidated or sold during the year: NIL

PART “B”: Associates and Joint Ventures**Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:**

The Company does not have any associate companies and Joint Ventures. Hence the information required under this head is not being furnished.

V.Bala Subramanyam
Executive Director
DIN: 06399503

Yaramati Satyanarayana
Non - Executive Director
DIN: 00360679

Place: Hyderabad
Date: 18-04-2019

Sunil Nemani
Chief Financial Officer

Dr. Ramachandra Rao Nemani
CEO & Director
DIN: 01131212

TS Maharani
Company Secretary
F8069

Annexure – II to the Directors Report
Form No. AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: **Nil**
 - a) Name(s) of the related party and nature of relationship
 - b) Nature of contracts/arrangements/transactions
 - c) Duration of the contracts/arrangements/transactions
 - d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - e) Justification for entering into such contracts or arrangements or transactions
 - f) Date(s) of approval by the Board
 - g) Amount paid as advances, if any
 - h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Genius Doc	Mr. Sunil Nemani	Dr. Ramachandra Rao Nemani
Nature of contracts / arrangements / transactions	Product Development and resource allocation	Appointment as Chief Financial Officer	Appointment as Chief Executive Officer
Duration of the contracts / arrangements / transactions	01 st Jan 2016 to 31 st Dec 2020	Not Applicable	Not Applicable
Salient terms of the contracts or arrangements or transactions including the value, if any	Subject to cancellation by the company with three months notice. Renewal term automatic renewal for second five year term with the same terms and conditions. Payment for resources at direct resource cost plus 50% markup.	Reimbursement of travel and local living expenses, Provision of Car, Driver and Boarding while onsite for the business of the company. They have waived to receive remuneration	Reimbursement of travel and local living expenses, Provision of Car, Driver and Boarding while onsite for the business of the company. They have waived to receive remuneration
Date(s) of approval by the Board, if any	14.08.2015	23.08.2014	23.08.2014
Amount paid as advances, if any	Nil	Nil	Nil

S.No.	Details of Contracts not in the ordinary course of business - Nil	Details
1.	Name(s) of the related party & nature of relationship	NIL
2.	Nature of Contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts/arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the Special Resolution was passed in General Meeting as required under first proviso to section 188	NIL

Place : Hyderabad

For and on behalf of the Board

Date : 28-08-2019

V. BALA SUBRAMANYAM

Executive Director

DIN: 06399503

YARAMATI SATYANARAYANA

Non - Executive Director

DIN: 00360679

Annexure – III to the Directors Report

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 and forming part of the Directors Report

A. CONSERVATION OF ENERGY:

- | | |
|---|-----|
| a. the steps taken or impact on conservation of energy | NIL |
| b. the steps taken by the company for utilizing alternate sources of energy | NIL |
| c. capital investment on energy conservation equipments | NIL |

B. RESEARCH AND DEVELOPMENT:

- | | |
|---|-----|
| 1. Specific areas in which research & development is carried out: | NIL |
| 2. Benefits derived: | NIL |
| 3. Future plan of Action: | NIL |
| 4. Expenditure on R & D: | NIL |

C. TECHNOLOGY ABSORPTION:

- | | |
|--|-----|
| a. Efforts in brief made towards Technology absorption, adoption and innovation : | NIL |
| b. Benefits derived as result of the above efforts e.g., product improvement, cost reduction, production development, import substitution etc. : | NIL |

D. In case of imported technology, imported during the last 3 years reckoned from the beginning of the financial year, following information may be furnished:

- | | |
|---|-----|
| a. Technology Imported: | NIL |
| b. Year of Import: | NIL |
| c. Has technology fully absorbed areas where this has not been taken place, reasons thereof and plan of action: | NIL |

E. FOREIGN EXCHANGE EARNINGS AND OUTGO:**a. Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans:**

- i. Reaching Microsoft Partners for Add-on sales by enrolling them as resellers.
- ii. Reaching Microsoft Partners for Resource placement requirements onsite and off shore development works
- iii. Signing up exclusive agreement with partners for specific countries for Add-on sales.

b. Total Foreign Exchange used and earned:

Sl. No.	Particulars of the transaction	2018 – 2019 (in Rs.)	2017 – 2018 (in Rs.)
1.	Total Foreign Exchange earnings	42,249,973	35,312,611
2.	Foreign Exchange outgo	-	-
	a. on account of import	-	-
	b. on account of import of Equipment	-	-
	c. on account of Travel	41,485	3,89,051
	d. on account of payment of dividend	-	-
	Total Foreign Exchange outgo	41,485	3,89,051

Place : Hyderabad

For and on behalf of the Board

Date :28-08-2019

V. BALA SUBRAMANYAMExecutive Director
DIN: 06399503**YARAMATI SATYANARAYANA**Non - Executive Director
DIN: 00360679

Annexure – IV to the Directors Report

Particulars of employees pursuant to Section 134 (3) (q) and Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2019

Sl. No.	Requirements of Rule 5 (1)	Details																										
1.	Ratio of remuneration of each director to the median remuneration of the employees of the Company for the financial year 2018 - 19	<table><tr><td>Mr. V. V. Nagendra</td><td>3.38:1</td></tr><tr><td>Mr. V Bala Subramanyam (Annualised)</td><td>9.29:1</td></tr><tr><td>Dr Ram Nemani</td><td>NA</td></tr><tr><td>Dr. Y Satyanarayana</td><td>NA</td></tr><tr><td>Dr. Murthy Muthayala</td><td>NA</td></tr><tr><td>Mr. M. Rambabu</td><td>NA</td></tr><tr><td>Mr. A. Rambabu</td><td>NA</td></tr><tr><td>Mr. CH Suresh</td><td>NA</td></tr><tr><td>Ms. Rajeswarilmmmani</td><td>NA</td></tr></table>	Mr. V. V. Nagendra	3.38:1	Mr. V Bala Subramanyam (Annualised)	9.29:1	Dr Ram Nemani	NA	Dr. Y Satyanarayana	NA	Dr. Murthy Muthayala	NA	Mr. M. Rambabu	NA	Mr. A. Rambabu	NA	Mr. CH Suresh	NA	Ms. Rajeswarilmmmani	NA								
Mr. V. V. Nagendra	3.38:1																											
Mr. V Bala Subramanyam (Annualised)	9.29:1																											
Dr Ram Nemani	NA																											
Dr. Y Satyanarayana	NA																											
Dr. Murthy Muthayala	NA																											
Mr. M. Rambabu	NA																											
Mr. A. Rambabu	NA																											
Mr. CH Suresh	NA																											
Ms. Rajeswarilmmmani	NA																											
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2018 - 19	<table><tr><td colspan="2">DIRECTORS</td></tr><tr><td>Dr Ramachandra Rao Nemani</td><td>NA</td></tr><tr><td>Dr. Y Satyanarayana</td><td>NA</td></tr><tr><td>Dr. Murthy Muthayala</td><td>NA</td></tr><tr><td>Mr. M Rambabu</td><td>NA</td></tr><tr><td>Mr. A Rambabu</td><td>NA</td></tr><tr><td>Mr. CH Suresh</td><td>NA</td></tr><tr><td>Ms. Rajeswari Immani</td><td>NA</td></tr><tr><td colspan="2">KEY MANAGERIAL PERSONNEL</td></tr><tr><td>Dr. Ramachandra Rao Nemani Nemani</td><td>NA</td></tr><tr><td>Mr. V. V. Nagendra</td><td>(57.55)</td></tr><tr><td>Mr. V. Bala Subramanyam</td><td>14.86</td></tr><tr><td>Mr. Sunil Nemani</td><td>NA</td></tr></table>	DIRECTORS		Dr Ramachandra Rao Nemani	NA	Dr. Y Satyanarayana	NA	Dr. Murthy Muthayala	NA	Mr. M Rambabu	NA	Mr. A Rambabu	NA	Mr. CH Suresh	NA	Ms. Rajeswari Immani	NA	KEY MANAGERIAL PERSONNEL		Dr. Ramachandra Rao Nemani Nemani	NA	Mr. V. V. Nagendra	(57.55)	Mr. V. Bala Subramanyam	14.86	Mr. Sunil Nemani	NA
DIRECTORS																												
Dr Ramachandra Rao Nemani	NA																											
Dr. Y Satyanarayana	NA																											
Dr. Murthy Muthayala	NA																											
Mr. M Rambabu	NA																											
Mr. A Rambabu	NA																											
Mr. CH Suresh	NA																											
Ms. Rajeswari Immani	NA																											
KEY MANAGERIAL PERSONNEL																												
Dr. Ramachandra Rao Nemani Nemani	NA																											
Mr. V. V. Nagendra	(57.55)																											
Mr. V. Bala Subramanyam	14.86																											
Mr. Sunil Nemani	NA																											
3.	The percentage increase in the median remuneration of employees in the financial year 2018 - 19	12.37																										
4.	The number of permanent employees on the rolls of the Company as on 31 st March, 2019	86																										
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in the salaries of employees other than the managerial personnel in the Financial year 2018-19 was 14.71% in comparison with (21.06)% increase managerial remuneration.																										
6.	Affirmation that the remuneration is as per the remuneration policy of the company	Remuneration paid during the year ended 31 st March, 2019 is as per the Remuneration policy of the Company.																										

Statement pursuant to Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2019

(A) Personnel who are in receipt of remuneration aggregating not less than Rs.1,02,00,000 per annum and employed through out of the financial year						
Name	Designation & Nature of Duties	Remuneration (Gross)	Qualification	Date of Commencement of Employment	Age in Years	Last Employment
			NIL			

B) Personnel who are in receipt of remuneration aggregating not less than Rs.8,50,000 per month and employed for part of the financial year						
Name	Designation & Nature of Duties	Remuneration (Gross)	Qualification	Date of Commencement of Employment	Age in Years	Last Employment
			NIL			

Place : Hyderabad
Date :28-08-2019

For and on behalf of the Board

V. BALA SUBRAMANYAM

Executive Director

DIN: 06399503

YARAMATI SATYANARAYANA

Non - Executive Director

DIN: 00360679

Annexure V to the Directors Report Form No. MGT – 9

Extract of Annual Return

as on the financial year ended on 31.03.2019

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:-	L72200TG1994PLCO18351
ii)	Registration Date:	20.09.1994
iii)	Name of the Company:	B2B SOFTWARE TECHNOLOGIES LIMITED
iv)	Category / Sub – Category of the Company:	Indian Non-Government Company and Company Limited by Shares
v)	Address of the Registered Office of the Company and contact details:	D. No. 6-3-1112, 3rd& 4th Floor, AVR Towers, Behind Westside Showroom, Near Somajiguda Circle, Begumpet, Hyderabad – 500016, Telangana. Tel: 23372522 /23375926Fax: 23322385 Email: investorservice@b2bsoftech.com Website: www.b2bsoftech.com ,
vi)	Whether Listed Company:	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any:	CIL SECURITIES LTD 214,RaghavaRatna Towers, Chirag Ali Lane, Hyderabad - 500001 Phone No - 040-66612090 / 23202465 / 23203155 Email: rta@cilsecurities.com

II. PRINCIPAL BUSIENSS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
1.	Computer programming, consultancy and related activities	620	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl.	Name and Address of the Company	CIN / GLN	Holding /Subsidiary / Associate	% of shares held	Applicable No. section
1.	B2B Softech Inc., USA	NA	Subsidiary	100%	2(87)

IV. Share holding pattern (Equity)**I) Category wise shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year (As at 01-04-2018)				No. of shares held at the end of the year (As at 31-03-2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	156165	248280	404445	3.49%	156165	248280	404445	3.49%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corporate	1511000	0	1511000	13.04%	1511000	0	1511000	13.04%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (1):	1667165	248280	1915445	16.53%	1667165	248280	1915445	16.53%	0.00%
(2) Foreign									
a) NRIs – Individuals	3960202	1360270	5320472	45.92%	3960202	1360270	5320472	45.92%	0.00%
b) Other – Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corporate	0	1290900	1290900	11.14%	0	1290900	1290900	11.14%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (2):	3960202	2651170	6611372	57.07%	3960202	2651170	6611372	57.07%	0.00%
Total Shareholding of Promoter (A) = (A) (1)+ (A) (2)	5627367	2899450	8526817	73.60%	5627367	2899450	8526817	73.60%	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt (s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIs	0	0	0	0.00%	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (B) (1):	0	0	0	0.00%	0	0	0	0.00%	0.00%
2. Non Institutions:									
a) Bodies Corporate	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Indian	39254	1000	40254	0.35%	36398	1000	37398	0.32%	-0.02%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
Individual shareholders holding nominal share capital upto Rs.1 lakh	582452	176121	758573	6.55%	598303	174221	772524	6.67%	0.12%
Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1317056	342700	1659756	14.33%	1305961	342700	1648661	14.23%	-0.10%
Others (specify) B2B ESOP TRUST	0	600000	600000	5.18%	0	600000	600000	5.18%	0.00%
Sub Total (B) (2):	1938762	1119821	3058583	26.40%	1940662	1117921	3058583	26.40%	0.00%
Total Public Shareholding (B) = (B) (1)+(B)(2)	1938762	1119821	3058583	26.40%	1940662	1117921	3058583	26.40%	0.00%
C. Shares held by Custodians for GDRs and ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	7566129	4019271	11585400	100.00%	7568029	4017371	11585400	100.00%	0.00%

II) Share holding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the Year (As at 01-04-2018)			Shareholding at the end of the Year (As at 31-03-2019)			% change in shareholding during the year
		No. of Shares	% of the total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of the total shares of the Company	% of shares pledged/encumbered to total shares	
1	RAMACHANDRA RAO NEMANI	2458760	21.22%	-	2458760	21.22%	-	-
2	RAVILEELA GRANITES LTD	1511000	13.04%	-	1511000	13.04%	-	-
3	RAM NEMANI DEF. BEN. PENSION PLAN TRUST	1087600	9.39%	-	1087600	9.39%	-	-
4	JANAKIRAMA VARMA MEKA	1085270	9.37%	-	1085270	9.37%	-	-
5	SHARMILA NEMANI	496700	4.29%	-	496700	4.29%	-	-
6	SUNIL NEMANI	373600	3.22%	-	373600	3.22%	-	-
7	MURTHY MUTHYALA	351150	3.03%	-	351150	3.03%	-	-
8	VINITHA P VARMA	250300	2.16%	-	250300	2.16%	-	-
9	PRATHIMA NEMANI	233400	2.01%	-	233400	2.01%	-	-
10	P RAVINDRA REDDY	212110	1.83%	-	212110	1.83%	-	-
11	VARMA J MEKA DEF.BEN. PENSION PLAN TRUST	203300	1.75%	-	203300	1.75%	-	-
12	J VASANTHA	119605	1.03%	-	119605	1.03%	-	-
13	CHENDRA L J MEKHA	60000	0.5179%	-	60000	0.52%	-	-
14	DR K LAHIRI	21580	0.19%	-	21580	0.19%	-	-
15	HARSHINI	18000	0.16%	-	18000	0.16%	-	-
16	SAMANTHAREDDY	15900	0.14%	-	15900	0.14%	-	-
17	NEELAM JAYANTH REDDY	7900	0.07%	-	7900	0.07%	-	-
18	KRISHNA VARMA MEKA	6270	0.05%	-	6270	0.05%	-	-
19	ANJANEYULU KROTHAPALLI	5022	0.04%	-	5022	0.04%	-	-
20	P LEELAVATHI	2510	0.02%	-	2510	0.02%	-	-
21	N LAVANYA REDDY	2500	0.02%	-	2500	0.02%	-	-
22	S RAMESH	2000	0.02%	-	2000	0.02%	-	-
23	R SUBBARAMI REDDY	1010	0.01%	-	1010	0.01%	-	-
24	L PRATAP REDDY	1000	0.01%	-	1000	0.01%	-	-
25	SRINIVAS REDDY P	300	0.00%	-	300	0.00%	-	-
26	J MADAN MOHAN REDDY	10	0.00%	-	10	0.00%	-	-
27	N CHINNAPPA REDDY	10	0.00%	-	10	0.00%	-	-
28	ARUN RAJ	10	0.00%	-	10	0.00%	-	-
	TOTAL	85,26,817	73.60%	0.00%	85,26,817	73.60%	0.00%	0%

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

There is no change in the Promoters holding during the financial year 2018 – 2019

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Shareholder's Name	Shareholding at the beginning of the year (As at 01-04-2018)					Shareholding at the end of the year (As at 31-03-2019)	
		No. of shares	% of the total shares of the Company	Date	Increase / Decrease in share holding	Reason	No. of shares	% of the total shares of the Company
1	PENMETSA SATYAVATI VARMA	6,62,400	5.72%	-	-	Nil Movement	6,62,400	5.72%
2	B2BESOP TRUST	6,00,000	5.18%	-	-	Nil Movement	6,00,000	5.18%
3	MARNI RAMA DEVI	2,34,700	2.03%	-	-	Nil Movement	2,34,700	2.03%
4	ADISESHA B REDDY	1,97,000	1.70%	-	-	Nil Movement	1,97,000	1.70%
5	DHEERAJ KUMAR LOHIA	1,06,260	0.92%	-	-	Nil Movement	1,06,260	0.92%
6	DEEPINDER SINGH POONIAN	62,029	0.54%	-	-	Nil Movement	62,029	0.54%
7	KOPPISETTI VENKATA RAMANA	59,990	0.52%	-	-	Nil Movement	59,990	0.52%
8	MARAM REDDY RAJARAM REDDY	43,400	0.37%	-	-	Nil Movement	43,400	0.37%
9	MANISH DHINGRA	38,608	0.33%	-	-	Nil Movement	38,608	0.33%
10	VIJAY KUMAR BANGAD	25,649	0.22%	-	-	Nil Movement	25,649	0.22%
	GRAND TOTAL	20,30,036				-	20,30,036	

(v) Shareholding of Directors and Key Managerial Personnel

Sl No.	For each of the Directors and Key Managerial Personnel DIRECTORS	Shareholding at the beginning of the year (As at 1 st April 2018)		Shareholding at the beginning of the year (As at 31 st March 2019)	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1	Dr. RAMACHANDRA RAO NEMANI	2458760	21.22%	2458760	21.22%
2	Dr. MURTHY MUTYALA	351150	3.03%	351150	3.03%
3	Dr. Y SATYANARAYANA	0	0	0	0
4	Mr. M RAMBABU	0	0	0	0
5	Mr. A RAMBABU	0	0	0	0
6	Mr. CH SURESH	0	0	0	0
7	Ms. IMMANI RAJESWARI	0	0	0	0
8	Mr. V V NAGENDRA (Resigned w.e.f. 13-08-2018)	0	0	0	0
9	Mr. V BALA SUBRAMANYAM	0	0	0	0
	KEY MANAGERIAL PERSONNEL				
1	Dr. RAMACHANDRA RAO NEMANI (Director & CEO)	2458760	21.22%	2458760	21.22%
2	Mr. SUNIL NEMANI (CFO)	373600	3.22%	373600	3.22%
3	Mr. V V NAGENDRA (Executive Director) (Resigned w.e.f. 13-08-2018)	0	0	0	0
4	Mr. V BALA SUBRAMANYAM (Executive Director)	0	0	0	0
5.	Mrs. T S MAHARANI (Company Secretary) (Appointed w.e.f. 26-02-2019)	0	0	0	0

V. INDEBTEDNESS

The Company has not made any borrowings during the financial year 2018 – 2019. The Company also does not have outstanding borrowings as at the beginning of the financial year.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole Time Directors and / or Manager:

Sl. No	Particulars of Remuneration	Mr. V V Nagendra DIN:00231729 Wholetime Director (Resigned w.e.f. 13-08-2018)	Mr. V Bala Subramanyam DIN: 06399503 Wholetime Director	Total Amount
	Gross Salary			
	(a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	1,104,839	3,000,000	4,104,839
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	52,005	1,79,797	2,31,802
	(C) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961—	-	-	-
	Stock option	-	-	-
	Sweat equity	-	-	-
	Commission	-	-	-
	- as % of profit	-	-	-
	- Others	-	-	-
	Others (Retirals)	-	-	-
	TOTAL	1,156,844	3,179,797	4,336,641
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)			

B. REMUNERATION TO OTHER DIRECTORS:

Sl No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	Mr. M. Rambabu DIN: 03473901	Mr. A. Rambabu DIN: 03473906	Mr. Ch. Suresh DIN: 03473921	Ms. I Rajeswari DIN: 07127791	
	Fee for attending board/ committee meetings	50,000	50,000	40,000	40,000	180,000
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
	TOTAL (1)	50,000	50,000	40,000	40,000	180,000
2	Other Non-Executive Directors	Dr. Ramachandra Rao Nemani DIN: 01131212	Dr. Y Satyanarayana DIN: 00360679	Dr. Murthy Mutyala DIN: 02394524		
	Fee for attending board/ committee meetings	0	10,000	20,000	-	30,000
	Commission	-	-	-	-	-
	Others	-	-	-	-	-
	TOTAL (2)	0	10,000	20,000	-	30,000
	TOTAL (B) = (1+2)	50,000	60,000	60,000	40,000	210,000
	Total managerial remuneration (A+B)	-	-	-	-	-
	Overall ceiling as per the Act (@11% of profits calculated under section 198 of the Companies Act, 2013)	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:

Sl. No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	Company Secretary	
		Dr. Ramachandra Rao Nemani	Mr. Sunil Nemani	Mrs. T. Maharani F8069 (Appointed w.e.f. 26-02-2019)	
1	Gross Salary				
	(a) Salary as per provision contained in section 17 (1) of the Income Tax Act, 1961	-	-	28,785	-
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-	-
	(C) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat equity	-	-	-	-
4	Commission - as % of profit - Others	-	-	-	-
5	Others (Retirals)	-	-	-	-
	TOTAL	-	-	28,785	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

No penalties, punishments were imposed either on the Company or any of its officers during the year under review. Neither the Company nor its Directors have filed any applications for compounding of offences.

Place : Hyderabad

For and on behalf of the Board

Date : 28-08-2019

V. BALA SUBRAMANYAM

Executive Director

DIN: 06399503

YARAMATI SATYANARAYANA

Non - Executive Director

DIN: 00360679

Secretarial Audit Report

For the Financial Year Ended 31st March, 2019

[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 AND 4TH 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"). 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 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, 2019, 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, 2019 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; except delay in filing the Form MGT-15 relating to "Form for filing Report on Annual General Meeting pursuant to section 121(1) of the Companies Act, 2013 and the relevant rules during the financial year 2018-19.
During the period of our Audit, the Company has appointed Mrs. T.S. Maharani, a qualified Company Secretary in the Board Meeting held on 26th February, 2019.
- 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;
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 has appointed Mrs. T.S. Maharani, a qualified Company Secretary as Compliance Officer in the Board Meeting held on 26th February, 2019. BSE Limited has imposed fine for non-compliance with the requirement to appoint a qualified company secretary as the compliance officer as per Regulation 6(1) of the SEBI (LODR) Regulations, 2015 and ;*
 - (ii) *Not complying with the requirement of maintaining 100% of promoters holding in demat form.*
 - 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 is observed that an amount of Rs.60,00,000/- is advanced to B2B ESOP Trust in February 2008, for allotment of shares to employees under ESOP Scheme, but as per the information obtained, none of the employees have exercised their options and 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.

- vi. Other laws applicable specifically to the Company namely:
- Information Technology Act, 2000 and the rules made thereunder
 - Software Technology Parks of India rules and regulations
- I have also examined compliance with the applicable clauses of the following:
- Secretarial Standards issued by The Institute of Company Secretaries of India,
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Clauses and regulations relating to Corporate Governance Report and except for the following:
 - The Company has appointed Mrs. T.S. Maharani, a qualified Company Secretary as Compliance Officer in the Board Meeting held on 26th February, 2019. BSE Limited has imposed fine for non-compliance with the requirement to appoint a qualified company secretary as the compliance officer as per Regulation 6(1) of the SEBI (LODR) Regulations, 2015 and;*
 - During the period under review, BSE Limited has imposed a penalty of Rs. 1,08,560/- and Rs. 66,080/- for the quarter ended December, 2019 and March, 2019 for non-compliance with the requirement to appoint a qualified company secretary as the compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015 delay in appointment.*
 - 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 the 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.

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.

K. Jhansi Laxmi
Company Secretary in Practice
CP No:10744

Place:Hyderabad

Date:28-08-2019

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 AND 4TH 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:

- Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company
- Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 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.

K. Jhansi Laxmi
Company Secretary in Practice
CP No:10744

Place:Hyderabad

Date:28-08-2019

MANAGEMENT DISCUSSION AND ANALYSIS

B2B - Health Care Division

The Healthcare Information Technology industry continued to evolve in 2014 with new coding standards coming to the forefront. Perhaps the most noteworthy change is the transition to ICD-10, a far more comprehensive coding standard than its predecessor, ICD-9. In addition, GeniusDoc has made strides to expand on its electronic prescribing functionality by including the ability to prescribe controlled substances (EPCS) as well as send clinical messages.

The initial flurry of Meaningful Use incentives is drawing to a close, thus putting many physicians at a crossroads. Either tolerate their EHR for the foreseeable future or undertake the painful process of finding and implementing a new EHR throughout their practice. Fortunately, GeniusDoc has been able to reap the benefits of its favorable reputation in the medical community as several practices have moved on from less desirable EHRs to GeniusDoc based largely on word of mouth. Consequently, this transition has helped GeniusDoc expand its reach into previously untapped regions like the Pacific Northwest (i.e. Washington) and the Southeast (i.e. Alabama). The last few years have also featured a wave of hospitals buying out private practices as well as consolidation. The movement towards hospital settings has not fazed GeniusDoc as practices have gone to great lengths to ensure that they are still able to use the application despite the change in ownership. The increase in consolidation has allowed the company to leverage its existing customer base as physicians and practices are joining GeniusDoc affiliated practices.

One of the hallmarks of GeniusDoc is its commitment to constantly improving the product both internally through customer feedback and externally by integrating third parties into the application. Beyond servicing the expected medical needs of practices, GeniusDoc has matured into an incredibly robust practice management application capable of accommodating multiple workflows. In fact, many practices have incorporated the GeniusDoc Patient Portal into their workflow to reduce the burden on front office staff as well as improve transparency with patients. Moreover, several practices have leveraged the tools inside of GeniusDoc to streamline patient visits (i.e. Dashboard, Synopsis, etc.) by tapping into a horde of readily available information.

GeniusDoc collaborated with notable credit card processor, TransFirst, to develop an integrated solution that streamlines payment workflow in front offices. Along those lines, GeniusDoc also worked with an appointment reminder service, Callpointe, to relieve the burden placed on front offices to constantly reach out to patients to confirm patient appointments.

In short, the future continues to look bright for GeniusDoc as the product continues to mature and evolve while the customer base grows.

B2B in the Microsoft Dynamics world

B2B is India's leading provider of business consulting services delivering exceptional service and sustainable value through consulting, software and IT implementation in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises.

As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology.

With more than 200+ client engagements, B2B leverages its deep expertise in Microsoft Dynamics and Microsoft technology to deliver a competitive edge to organizations worldwide.

B2B LIFT is certified by Third Party Consulting Company for GMP.

Our Reseller base is consistently increasing with more than 200 add-on sales in India and Abroad. Our Reseller base abroad spreads across, USA, Singapore, Philippines, Malaysia, Vietnam, Sri Lanka, Australia, Belgium, South Africa, UAE, Kenya, Nigeria, Mauritius and Middle East.

B2B development team has developed HR & Payroll add-ons specific to different countries for Microsoft Dynamics Partners on NAV and AX.

Our expertise and understanding of Microsoft's suite of products combined with our industry knowledge and consulting experience enables us to quickly focus on selling and providing services related to Microsoft Dynamics Products

Our relationship with Microsoft has contributed to our ability to expand and maintain our worldwide presence, enabled us to provide input on product enhancement and gain access to Microsoft resources that facilitate product placement and services opportunities in the market

Risk and Risk Mitigations:

Microsoft Dynamics being a growing business, new entrants into the market and competition will continue to exert pricing pressure undermining industry profitability, Strategic positioning and generating higher level of economic value by continuing to build IP and offer value added services around verticals and add-on's is mandatory.

Scale of operations is limited to the existing level unless a fresh funding route is identified.

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Corporate Governance philosophy is woven around its total commitment to the ethical practices in the conduct of its business.

The Corporate Governance policies of your Company recognizes the accountability of the Board vis-à-vis its various constituents including Customers, Shareholders, Investors, Employees, Government and other Regulatory Authorities, with prime objective to deliver "Superior Shareholder Value".

The schedule of implementation of Corporate Governance Code mentioned in Clause 49 of the Listing Agreement lays down certain mandatory requirements, which your Company has implemented. Your Directors are pleased to report the same.

2. BOARD OF DIRECTORS:

Composition and Functions:

The Board consists of 6 Directors with considerable professional experience and expertise in various fields. The Board of Directors has the ideal composition with more than half the directors being non-executive directors. Since the Company has a non-executive Chairman, the Board's composition meets the stipulated requirement of at least one-third of the Board comprising independent directors.

None of the non-executive directors have any pecuniary relationship or transactions with the Company, except receiving sitting fees for attending Board and Committee Meetings.

The number and dates of the Board Meetings held during the year under review:

5 (Five) Board Meetings were held during the financial year 2018 – 2019 on the following dates:

1. 28.05.2018
2. 13.08.2018
3. 12.11.2018
4. 11.02.2019
5. 26.02.2019

During the year under review the time gap between any two consecutive meetings did not exceed four months.

The details of the attendance of directors at meetings of the Board and annual general meeting, held during the year (starting from 1st April 2018 to 31st March 2019), along with the details of Committee memberships and their other directorships are furnished below:

Name of the Director and category of Directorship	Attendance particulars		No. of other directorships and committee memberships in other companies	
	Board Meetings	Last AGM	Other directorships	Committee memberships
Dr. Murthy Mutyala (Promoter and Non-Executive Director)	2	NO	Nil	Nil
Dr. Ramachandra Rao Nemani (Promoter and Non-executive Director)	1 (Participated through Video Conference)	NO	1	Nil
Dr. Y. Satyanarayana (Promoter and Non-Executive Director)	1	NO	Nil	Nil
Mr. V V Nagendra (Non-Promoter and Executive Director) – (Resigned as Director on 13th August 2018)	2	YES	Nil	Nil
Mr. V. Bala Subramanyam (Non-Promoter and Executive Director)	4	YES	1	Nil
Mr. A. Rambabu (Non-Promoter and Independent Director)	5	YES	Nil	Nil
Mr. M. Rambabu (Non-Promoter and Independent Director)	5	YES	Nil	Nil
Mr. Ch. Suresh (Non-Promoter and Independent Director)	4	YES	Nil	Nil
Ms. Immani Rajeswari (Non-Promoter and Independent Woman Director)	4	YES	Nil	Nil

Name of the Director and category of Directorship	Other Directorships	Shares held in the Company
Dr. Murthy Mutyala, Director (Promoter and Non-Executive Director)	NIL	3,51,150
Dr. Ramachandra Rao Nemani, Director (Promoter and Non-executive Director)	B2B Softech Inc., USA	24,58,760
Dr. Y. Satyanarayana, Director (Promoter and Non-Executive Director)	NIL	NIL
Mr. V. V. Nagendra, Executive Director (Non-Promoter and Whole Time Director) - (Resigned as Director on 13th August 2018)	NIL	NIL
Mr. V. Bala Subramanyam, Executive Director (Non-Promoter and Whole Time Director)	Stellar IT Solutions Private Limited	NIL
Mr. A. Rambabu (Non-Promoter and Independent Director)	NIL	NIL
Mr. M. Rambabu (Non-Promoter and Independent Director)	NIL	NIL
Mr. Ch. Suresh (Non-Promoter and Independent Director)	NIL	NIL
Ms. Immani Rajeswari (Non-Promoter and Independent Woman Director)	NIL	NIL

- During the year 2018 – 2019, information as mentioned in Schedule II Part A of the Listing Regulations has been placed before the Board.
- None of the Directors are related to each other
- The Board on a periodical basis reviews the compliance status of all the laws that are applicable to the Company.

FAMILIRISATION PROGRAMME

Senior management personnel of the Company make presentations to the Board Members on a periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc. and seek their opinions and suggestions on the same.

The Directors are also briefed on their specific responsibilities and duties that may arise from time to time.

Presentations are made to new Director who joins the Board with a brief background of the Company, its operations and is informed of the important policies of the Company including the Code of Conduct for Directors and Senior Management Personnel and the Code of Conduct for Prevention of Insider Trading, Policy on Related Party Transactions, Policy on Remuneration, Whistle blower policy.

The Familiarization Program conducted for the Independent Directors has been posted on the Company's website – www.b2bsofttech.com.

SKILLS/EXPERTISE OF THE BOARD OF DIRECTORS:

The Company has diverse and highly qualified members in the Board and firmly believes that their expertise and skills in specialized areas are immensely beneficial to the company.

Sl. No.	Name	Category	Skills/Expertise
1	YARAMATI SATYANARAYANA	Category	He has vast experience in the field of medicine and has been successful in the practice of dermatology.
2	RAM BABU MUTYALA	Independent Director	He is having good marketing skills and is having good relations with small and medium enterprises.
3	ARUMILLI RAMBABU	Independent Director	He is well reputed in the market of sale and distribution agencies.
4	SURESH CHODE	Independent Director	He is talented in his academic. He also has knowledge of latest technologies and analyzing the market in FMCG and Goods Sector
5	BALA SUBRAMANYAM VANAPALLI	Executive Director	He holds a Master's degree in Industrial Instrumentation and Management. He has over 20 years of experience with over 10 years in ERP area and has been the Practice Head with B2B Software Technologies Ltd. He has extensive experience in ERP Project executions and supervised development and launching of intellectual products for B2B in multiple ERP verticals like Pharma, Plant maintenance, HR and Payroll and Quality Add On's certified by Microsoft for Domestic and International markets.
6	RAJESWARI IMMANI	Independent Women Director	She is politically well connected and served as Zilla Parishad Chairperson for several years in Godavari District. She also does lot of Social Activities on behalf of NGO.
7	RAMA CHANDRA RAO NEMANI (Resigned as a Director with effect from 18th April 2019)	Director & CEO	Dr. Ram Nemani is the Chairman of the Company, is a Non resident Doctor based in USA for past 3 decades with vast experience in the field of IT and Medicine. He is also a strategic advisor to portals like Onestopmd.com, GeniusRx.com etc.

			He holds several patents pending focused on healthcare incorporating Internet technologies. He has been on faculty as Assistant Professor of Medicine, Los Angeles, USA. He has held positions of Honours Director of Cardiac and intensive care unit at High Desert Hospital, Lancaster, C. A.
8	DR. MURTHY MUTYALA (Resigned as a Director with effect from 18th April 2019)	Director	<p>Dr. Murthy Mutyala is a graduate in Medicine from Rangaraya College, Kakinada and he is presently Chief of Medicine and Chief of Staff, V.A. Medical Center, Marlin, Texas.</p> <p>He has got many awards during his career including Gold Medal from the Chief Minister of Andhra Pradesh in the year 2008 and very actively involved in community services for the upliftment of poor people.</p>

CONFIRMATION FROM THE BOARD:

The Board of Directors hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

CODE OF BUSINESS CONDUCT AND ETHICS

The Company has adopted a Code of Business Conduct and Ethics (the 'Code'), which applies to all senior management personnel, and Directors of the Company. It is the responsibility of all senior management personnel and Directors to familiarize themselves with this Code and comply with its standards.

The Code of Business Conduct and Ethics have been posted on the Company's website – www.b2bsofttech.com.

3. AUDIT COMMITTEE:

(a) Terms of reference:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

(b) Composition, Meetings and attendance during the financial year

Name of the Member	Category	Attendance at the meetings held on			
		28.05.2018	13.08.2018	12.11.2018	11.02.2019
Mr. M. Rambabu	Independent Non-Executive [Chairman]	Yes	Yes	Yes	yes
Mr. A. Rambabu	Independent Non-Executive	Yes	Yes	Yes	yes
Mr. Ch. Suresh	Independent Non-Executive	Yes	Yes	Yes	No
Ms. Rajeswari Immani	Independent Non-Executive	Yes	Yes	Yes	Yes
Dr. Ramachandra Rao Nemani	Promoter Non-Executive	No	No	No	Yes (Participated through Video Conference)
Dr. Murthy Mutyala	Promoter Non-Executive	No	No	No	Yes

The representatives of the statutory auditors and internal auditors are the permanent invitees and they have attended all the meetings held during the year. Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of.

4. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with the provisions of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has been constituted during the financial year and their terms of reference are as under:

(a) Terms of Reference:

1. Identify persons who are qualified to become Directors in accordance with the criteria laid down;

2. Lay down the criteria for appointment at senior management level;
3. Recommend to the Board, appointment and removal of Directors;
4. To vet and approve recommendations from the Executive Directors for the appointment and succession of senior managers;
5. Formulate criteria for evaluation of every Director's performance;
6. Formulate criteria for determining qualifications, positive attributes and independence of a Director;
7. Recommend to the Board a policy relating to remuneration for Directors, Key Managerial Personnel & other employees;
8. Assess, approve or recommend the training and development requirements of Directors and senior management as recommended by the Executive Directors;
9. Devising a policy on Board diversity.

(b) Composition, Meetings and attendance during the financial year:

Name of the Member	Category	Attendance Meeting held on	
		28.05.2018	26.02.2019
Mr. A. Rambabu	Independent Non-Executive [Chairman]	Yes	Yes
Mr. M. Rambabu	Independent Non-Executive	Yes	Yes
Mr. Ch. Suresh	Independent Non-Executive	Yes	Yes
Ms. Rajeswari Immani	Independent Non-Executive	Yes	No
Dr. Murthy Mutyala	Promoter Non-Executive	No	Yes

(c) Details of Remuneration to Directors:

Following is the details of sitting fees paid to the Independent and Non-Executive Directors of the Company for attending Board Meetings:

Sl. No.	Name of the Director	Sitting Fees paid in Rs.
1.	Dr. Murthy Mutyala	20,000
2.	Dr. Ramachandra Rao Nemani	-
3.	Dr. Y. Satyanarayana	10,000
4.	Mr. A. Rambabu	50,000
5.	Mr. M. Rambabu	50,000
6.	Mr. Ch. Suresh	40,000
7.	Ms. Rajeswari Immani	40,000

(d) Remuneration paid to the Whole Time Directors of the Company:

Name and designation of the Director	Salary	Benefits	Variable pay	Service contracts	Notice Period	Total
Mr. V. V. Nagendra, Executive Director (Resigned as Director on 13.8.2018) **	1,104,839	52,005	-	Appointed for 3 years	As per rules of Company	
Mr. V. Bala Subramanyam Executive Director	3,000,000	1,79,797	-	Appointed for 3 years	As per rules of Company	3,179,797

** This is for the period till he acted as the Director in the Company.

In addition, the following perquisites / benefits are provided which are not included in the above monetary limit:

- Company's contribution towards Provident Fund and Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Encashment of Leave at the end of his tenure. The same however, shall not to be included in the computation of limits for the remuneration of perquisites aforesaid
- There were no severance fees or stock option plan for the Executive/ Non-Executive Directors. The appointment of Whole Time Directors is made for a period of three years on the terms and conditions contained in the respective resolutions passed by the Members in the General Meeting.

The Company has no stock option scheme and hence no stock options have been granted to the Directors. The Nomination and Remuneration policy is available on the Company's website: www.b2bsoftech.com

(e) Criteria for performance evaluation:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 criteria for performance evaluation of individual directors, Board as a whole as well as the Board Committees has been formulated.

Performance of the Directors were evaluated on broad criteria such as contribution and value addition to the Board and Committees thereof; contribution to the Company and management to achieve its plans, goals, corporate strategy and risk mitigation; level of preparedness; level of participation in the Board and Committee meetings.

Independent Directors were also assessed based on their performance vis-à-vis Code for Independent Directors under Schedule IV of the Companies Act, 2013. A structured format for evaluation of the Directors on the above parameters has been prepared for the purpose. Director being evaluated does not participate in the evaluation process.

The performance of Board Committees was evaluated by the Board on the basis of their achievement of charter and role of each Committee. The performance of Board as a whole was evaluated by the Independent Directors on the basis of its duties and responsibilities as per terms of reference. The evaluation also assesses the Board composition, need for induction/change in Directors, Board's role in contributing to the growth and progress of the Company.

The overall outcome from the evaluation was that the Board and its individual director are performing effectively and that the Board is well supported to focus on strategy, governance and compliance.

5. STAKE HOLDERS RELATIONSHIP COMMITTEE:

The members of the Stakeholders Relationship Committee are as follows:

Sl. No.	Name of the Member	Designation	Attendance of the Meeting held on 24.12.2018
1.	Mr. Ch. Suresh	Chairman	YES
2.	Mr. M. Rambabu	Member	YES
3.	Mr. V. Bala Subramanyam	Member	YES

The committee was reconstituted on 13-08-2018 consequent to the resignation of Mr. V.V Nagendra. Mr. V Bala Subramanyam was co-opted as the member of the Committee.

The Share Transfer Committee approves the transfer of shares, where shares are held in physical form and issues duplicate share certificates as per the provisions of the Companies Act, 2013 read with the Securities Contract (Regulations) Act, 1956 and other applicable Acts/Rules in this regard. The Committee also reviews the status of shares dematerialized and all other matters related to shares.

The Committee meets as often as is required to approve various matters relating to transfers, transmissions, issue of duplicate share certificate etc. There are no requests for share transfers pending for the year under review.

This Committee also looks into the redressal of shareholder and investor complaints like transfer of shares, non-receipt of Dividends/rights/bonus/split share certificate, replacement of lost / stolen / mutilated share certificate, non-receipt of Annual report, other related issues etc. There were no complaints received from investors during

the year. There are no investor complaints pending for the year under review.

Name and designation of the compliance officer: Mr. N. Balaraju, Manager – Administration & Commercial.

5A INDEPENDENT DIRECTORS MEETING

During the year, the Independent Directors met on 12th November 2018 without the attendance of non-independent directors and management team, inter alia to discuss their roles and responsibilities about the process of evaluation of non-executive directors, Board as a whole and the Chairman.

They also assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties and found them to be satisfactory. The said meeting was attended by all the Independent Directors.

5B RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimisation procedures. The Company is not required to constitute a separate Risk Management Committee in terms of SEBI circular No.CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014.

6. AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE:

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditors' certification is provided elsewhere in the Annual Report.

7. SUBSIDIARY COMPANY:

The Company has only one subsidiary which has been incorporated outside India under the name and style of B2B Softech Inc., USA. The Audit Committee reviews the financial statements of the Subsidiary Company on an Annual basis. The minutes of the Board Meetings of the subsidiary is periodically placed at the Board meeting of the company.

The policy on determining material subsidiaries is available on the website of the Company i.e., www.b2bsoftech.com. The financials of the individual subsidiary for the financial year 2018 – 2019 and for the previous years are available on the Company's website www.b2bsoftech.com.

8. DISCLOSURES:

(i) Related party Transactions:

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company as contained under Section 188 of the Companies Act, 2013. Suitable disclosures as required by the Accounting Standards [AS18] have been made in the notes to the financial statements.

The Company has also formulated a policy for determining the material related party transactions and the details of such policy are available on the Company's website at:

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31st March 2019. The details of related party transactions are disclosed in Note No. 31 of Notes on Financial Statements to the Accounts in the Annual Report and also in Form AOC – 2 attached with the Boards' Report.

(ii) Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Securities and Exchange Board of India [SEBI] or by any statutory authority on any matters related to capital markets during the last three years.

BSE Limited has imposed fine of Rs. 1,74,640/-(include of taxes) for non-compliance with the requirement to appoint a qualified Company Secretary as the Compliance Officer as per Regulation 6(1) of the SEBI (LODR) Regulations, 2015.

(iii) Vigil Mechanism/Whistle Blower Policy

In terms of Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Whistle Blower Policy is formulated to encourage all employees & directors of the Company to report any unethical behaviour, actual or suspected fraud or violation of the 'Code of Conduct and Ethics Policy' of the Company. The said policy also has provisions for providing a secure environment to such employees acting in good faith and safeguarding them from any adverse action by the management.

The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concerns.

In case of disclosure against any director or in case of no corrective action or non – receipt of response on the disclosure within 30 days, the whistle blower has the right to directly approach the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee in this regard.

(iv) Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

Sl. No.	Particulars	No.
1.	No. of complaints on Sexual harassment received during the year	NIL
2.	Number of complaints disposed-off during the year	NIL
3.	Number of cases pending as on the end of the financial year	NIL

(v) Code of Conduct

Your Board of Directors has laid down Code of Conduct & Ethics Policy which is applicable to all Board Members and senior management of the Company. This is also posted on the website of the Company. The Code lays down the standard of conduct to be followed by all the Directors and designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with the stakeholders. The Code also contains the duties of Independent Directors as laid down in the Companies Act, 2013.

(vi) Accounting Treatment

In preparation of the financial statements, the Company has followed the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

(vii) Management

- (a) The Management Discussion and Analysis is part of Directors' Report to the Members is provided elsewhere in the Annual Report
- (b) For the year ended 31st March 2019 your Company's Board has obtained declarations from the senior management relating to any material, financial and commercial transactions where they have personal interest that may have a potential conflict with the interests of the Company at large.

(viii) Shareholders' Information

The quarterly results are sent to the stock exchanges on which the Company's shares are listed so as to display the same on its own website i.e., www.b2bsoftech.com. During the year there were no presentations made by the Company to analysts.

To expedite the process of share transfers, your Board has delegated the power to Registrar and Transfer Agents - M/s. CIL Securities Limited.

(ix) Prohibition of Insider Trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

The Policy provides for periodic disclosures and pre-clearance for dealing in Company's shares and prohibits such transaction by the Directors and specified employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

(x) CEO/CFO CERTIFICATION

The CEO [Whole Time Director]/CFO certification for the year ended 31st March 2019 has been attached at the end of this report. Similarly, the CEO [Whole Time Director]/CFO have also given quarterly certification on financial results while placing the quarterly financial results before the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(xi) Adoption of Mandatory Requirements

The Company has complied with all the mandatory requirements as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As part of non-mandatory requirements, the Non-Executive Chairman is allowed to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties. Also, the post of Chairman and Managing Director/CEO is held by separate persons. The Internal Auditors present their report to the Audit Committee.

(xii) Other Non-Mandatory requirements are being reviewed for implementation.

The Company has complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Commodity Price Risk or Commodity hedging activities: The Company has not carried on any Commodity Business and has also not carried any commodity hedging activities, hence same are not applicable to the Company

The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company www.b2bsoftech.com.

The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is also available on the website of the Company www.b2bsoftech.com.

(xiii) Policy on Material Subsidiaries.

The Policy for determining 'material' subsidiaries is available on the website of the company www.b2bsoftech.com.

(xiv) Policy on Related Party Transactions.

The Policy on dealing with related party transactions is available on the website of the company www.b2bsoftech.com.

(xv) The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year ended March 31, 2019.

(xvi) A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority is enclosed to this report.

(xvii) There has been no such incidence where the Board has not accepted the recommendation of the Committees of the Company during the year under review.

(xviii) Given below are the details of fees paid to Umamaheswara Rao & Co, Chartered Accountant, Statutory Auditors of the company on a Consolidated basis during the financial year ended March 31, 2019:

Sl. No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid (In Rs.)
1.	Statutory Audit fees paid for Audit of the Company including Limited Review of the Company	1,60,000/-
2.	Fees paid for other services	5,000/-
	Total	1,65,000/-

9. The company has complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015:
10. **The Disclosures of the Compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:**

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed company	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

11. Transfer of shares to Investor Education and Protection Fund

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority Account.

However, during the year under review no amount have been transferred to Investor Education and Protection Fund (IEPF).

12. Proceeds from public issues, right issues, preferential issues etc.

During the year ended March 31, 2019 there were no proceeds from public issues, right issues, preferential issues, etc.

13. GENERAL BODY MEETINGS:

Location and date/time of last three Annual General Meetings

Year	Location	Date	Time
2017 – 2018	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	28th September 2018	11.00 A.M.
2016 – 2017	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	25th September 2017	10.30 A.M.
2015 – 2016	Registered Office at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016	30th September, 2016	10.30 A. M.

The following Special Resolutions were passed by the members at the last three Annual General Meetings:

a. Annual General Meeting held on 28th September 2018

Five Special Resolution was passed as mentioned herein:

1. To re-appoint Mr. Arumilli Rambabu as an Independent Director.
2. To re-appoint Mr. Chode Suresh as an Independent Director.
3. To re-appoint Mr. Ram Babu Mutyala as an Independent Director.
4. Alteration of Memorandum of Association as per the provisions of Companies Act 2013.
5. Alteration of Articles of Association as per the provisions of Companies Act 2013.

b. Annual General Meeting held on 25th September 2017

No Special Resolution was passed.

c. Annual General Meeting held on 30th September 2016

One Special Resolution was passed as mentioned herein:

1. Reclassification of Promoters as envisaged under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

No special resolution requiring a postal ballot was passed during the last three years. The Company is not proposing to pass any resolutions through postal ballot at the ensuing Annual General Meeting.

14. MEANS OF COMMUNICATION:

No half-yearly reports were sent to the shareholders. Quarterly results are published in the Financial Express and Andhra Prabha

The results of the Company are displayed on www.b2bsoftech.com. No presentations were made to either analysts or Investors during the financial year 2018 – 2019.

Management Discussion and Analysis forms part of the Annual Report and is provided elsewhere in this report.

15. GENERAL SHAREHOLDER INFORMATION:

A. Details of the ensuing Annual General Meeting

Date	Day	Time	Vunue
30th September 2019	Monday	11.00 am	Registered Office

B. Financial Calendar: 1st April 2018 to 31st March 2019

1 st Quarterly Results	Half Yearly Results	3 rd Quarter	4 th Quarter
August 2019	November 2019	February 2020	May 2020

C. Date of Book Closure:

23rd September 2019 to 30th September 2019 (both days inclusive)

D. Dividend Payment Date:

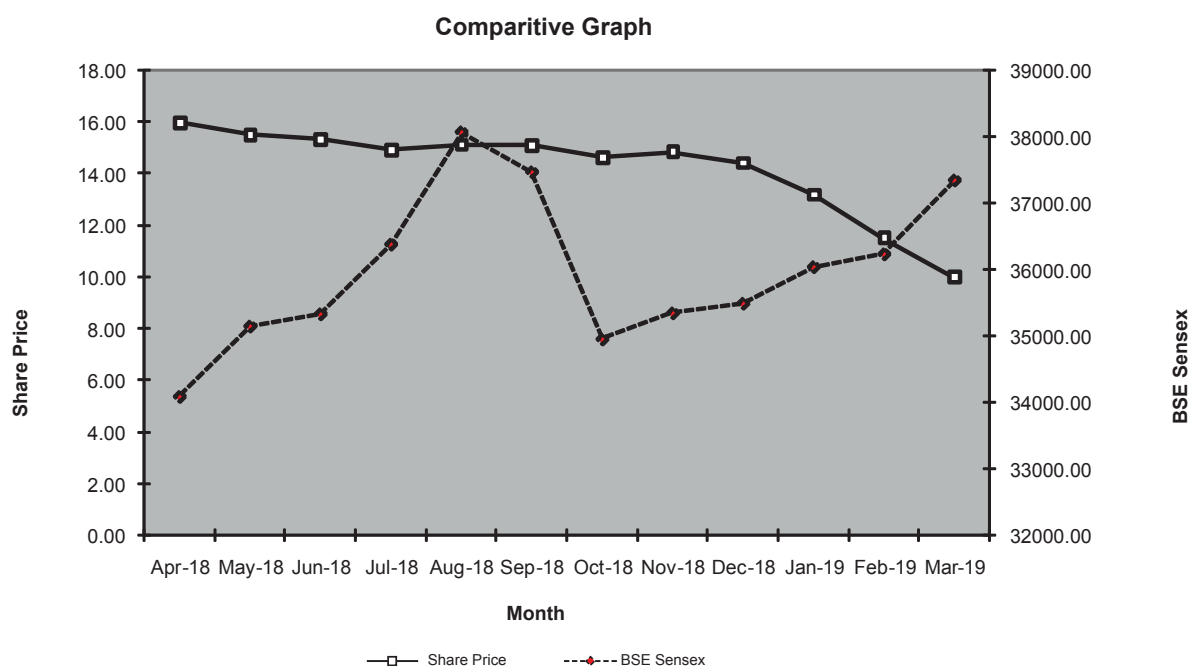
No Dividend is recommended for the financial year 2018– 2019

E. Listing on Stock Exchanges and Stock code:

The shares of the Company are listed on The BSE Limited, Mumbai and the Stock Code is 531268. The Company has paid listing fees to BSE Limited and to the Depositories i.e., NSDL and CDSL for the financial year 2018 – 2019.

F. Market Price Date: High/Low during each month in last financial year (2018 – 2019)

Period	BSE Limited, Mumbai	
	High	Low
April, 2018	16.75	15.21
May, 2018	15.90	15.10
June, 2018	15.70	14.95
July, 2018	14.90	14.90
August, 2018	15.64	14.59
September, 2018	15.30	14.90
October, 2018	15.00	14.25
November, 2018	15.22	14.45
December, 2018	15.12	13.68
January, 2019	14.00	12.35
February, 2019	12.35	10.61
March, 2019	10.70	9.21

G. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc:**H. Registrar and Transfer Agents:**

CIL Securities Limited is the Registrar and Share Transfer agents of the Company. For any queries regarding transfer of shares and demat of share, shareholders may contact:

CIL Securities Limited,

214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500 001

Ph. Nos. 23203156 and 23202465

Fax: 66661277 and 23203028 e-mails: advisors@cilsecurities.com

I. Share Transfer System:

Pursuant to the appointment of CIL Securities Limited as Common Agency for undertaking Company's electronic and physical share registry work, all the requests for share transfers received by the Company are sent to the Registrar. Similarly, some of the shareholders send the requests for share transfers directly to the Registrar.

Normally the shares, without any technical objections, are transferred and the certificates are sent to the shareholders within 30 days from the date of receipt of the request. The requests, which contain technical objections are rejected and rejection letters along with the requests are sent to the shareholders within 15 days from the date of receipt of the request.

J. Distribution of shareholding:

No. of shares slab	No. of shareholders				No. of shares					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
upto 5000	687	1092	1779	96.95%	182271	4.54%	520240	6.87%	702511	6.06%
5001-10000	1	14	15	0.82%	6270	0.16%	112323	1.48%	118593	1.02%
10001-20000	4	10	14	0.76%	67910	1.69%	131032	1.73%	198942	1.72%
20001-30000	1	4	5	0.27%	25600	0.64%	92572	1.22%	118172	1.02%
30001-40000	0	1	1	0.05%	0	0.00%	38608	0.51%	38608	0.33%
40001-50000	1	0	1	0.05%	43400	1.08%	0	0.00%	43400	0.37%
50001-100000	0	3	3	0.16%	0	0.00%	182019	2.41%	182019	1.57%
100001 & above	9	8	17	0.93%	3691920	91.90%	6491235	85.77%	10183155	87.90%
Total	703	1132	1835	100%	4017371	100%	7568029	100%	11585400	100%

Forfeited Shares: 15400 Equity Shares

Sl. No	Category	No. of Shares	%
1.	Promoters & Associates	8526817	73.60
2.	Private Body Corporates	37398	0.32
3.	Indian Public	2822585	24.36
4.	Non-Resident Individuals and OCBs	198600	1.71
	Total	11585400	100

K. Dematerialization of shares and liquidity:

Name of Demat Registrars: **CIL Securities Limited,**
214, Raghava Ratna Towers,
Chirag Ali Lane,
Abids, Hyderabad – 500 001

Ph. Nos.23203156 and 23202465
Fax: 66661277 and 23203028
e-mail: advisors@cilsecurities.com

International Securities Identification Number (ISIN): INE151B01011

The Company has entered into Agreements with NSDL and CDSL, and as on 31st March 2019, 7,568,029 Equity Shares have been dematerialized, constituting 65.32% of the total equity. As per the directives of Securities and Exchange Board of India (SEBI), the Company's shares are covered under the compulsory dematerialization list and are transferable through the depository system.

L. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs, ADRs/ warrants or any convertible instruments.

M. Credit Ratings:

The Company does not have debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, disclosure in respect of list of Credit Ratings obtained by the Company is not applicable.

Development Centre / Registered Office / Address for correspondence**B2B SOFTWARE TECHNOLOGIES LIMITED,**

3rd and 4th Floor, AVR Towers, 6 – 3 – 1112,
Behind West Side Showroom, Near Somajiguda Circle,
Begumpet, Hyderabad – 500016

investorservice@b2bsofttech.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP)

DECLARATION

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this is to confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March 2019.

Hyderabad
28-08-2019

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

CERTIFICATION

We, V. Bala Subramanyam, Executive Director and Sunil Nemani, Chief Financial Officer of B2B Software Technologies Limited, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct and ethics.
- C. We are responsible for establishing and maintaining internal controls for financial and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that:
 - a) there are no significant changes in internal control over financial reporting during the year;
 - b) there are no significant changes in accounting policies during the year
 - c) there are no instances of significant fraud of which they have become aware of that involves management or other employees who have significant role in the Company's internal control system over financial reporting

Place: Hyderabad
Date: 28-08-2019

V. BALA SUBRAMANYAM
Executive Director
DIN: 06399503

SUNIL NEMANI
Chief Financial Officer

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 & 4th 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 & 4th 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, 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, 2019 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, such other Statutory Authority except Dr. Murthy Mutyala who has crossed 75 years of age. However, the said Director has resigned from the Company with effect from 18th April 2019.

Ensuring the eligibility of 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.

For DSMR & Associates
Company Secretaries

D S M Ram

Proprietor

C. P. No. 4239

Place: Hyderabad

Date: 28-08-2019

AUDITORS' REPORT ON CORPORATE GOVERNANCE

Auditors' Certificate regarding compliance of the conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To

The Members of

B2B Software Technologies Limited.

1. We have examined the compliance of conditions of Corporate Governance by B2B Software Technologies Limited., for the year ended on 31 March 2019, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") with Stock Exchanges in India.

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the condition of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility

3. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

7. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
8. We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Umamaheswara Rao & Co.,**
Chartered Accountants

R R Dakshinamurthy
Partner

Place: Hyderabad
Date: 28-08-2019

ICAI MRN 205565
UDIN: 19211639AAAACZ7895
FRN 004453S

INDEPENDENT AUDITORS' REPORT

The Members

M/s B2B Software Technologies Limited

Report on the Audit of the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **M/sB2B Software Technologies Limited** ("the Company"), which comprise the balance sheet as at March 31, 2019, 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, 2019, 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.

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.

Key Audit Matter
<p><i>Accuracy of recognition, measurement, presentation and disclosure of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from contracts with customers" (new revenue accounting standard)</i></p> <p>The application of the new revenue accounting standard 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. 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.

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, 2019, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2019 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 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:
 - a. The Company does not have any pending litigations which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. 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

R R Dakshinamurthy
Partner

Membership No: 211639
FRN : 004453S

Place: Hyderabad
Date: 18-04-2019

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 31 March 2019, 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.
 - a) 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, VAT, Income tax and Sales 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 2019 for a period of more than six months from the date they became payable.
 - b) 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

R R Dakshinamurthy
Partner

Membership No: 211639
FRN : 004453S

Place: Hyderabad
Date: 18-04-2019

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 31 March 2019 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, 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 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 31 March 2019, 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

R R Dakshinamurthy
Partner

Membership No: 211639
FRN : 004453S

Place: Hyderabad
Date: 18-04-2019

Balance Sheet as at March 31, 2019
(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	3	22,02,652	21,98,315
(b) Intangible assets	4	929	1,353
(c) Financial Assets			
(i) Investments	5	33,81,120	33,81,120
(ii) Loans	6	60,00,000	60,00,000
(iii) Other financial assets			
(d) Deferred tax assets (net)			
(e) Other non-current assets	7	7,46,713	7,46,713
		1,23,31,414	1,23,27,501
2. Current assets			
(a) Inventories	8	3,93,077	3,32,526
(b) Financial Assets			
(i) Current Investments	9	6,57,95,806	6,13,35,304
(ii) Trade receivables	10	1,13,67,800	1,03,51,483
(iii) Cash and cash equivalents	11	40,32,179	27,36,095
(iv) Bank balances other than (iii) above	12	1,44,51,335	1,28,58,642
(v) Loans	13	1,29,103	1,38,017
(vi) Other financial assets			
(c) Current tax assets (Net)			
(d) Other current assets	14	45,50,005	69,67,283
		10,07,19,305	9,47,19,351
3. Non-current assets held for sale			
Total Assets		11,30,50,719	10,70,46,852
II. EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	15	11,59,31,000	11,59,31,000
(b) Other equity		(2,60,53,795)	(3,18,54,453)
		8,98,77,205	8,40,76,547
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Other non-current liabilities		-	-
		-	-
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables	16	34,77,245	15,55,293
(iii) Other financial liabilities			
(b) Other current liabilities	17	87,77,324	91,78,735
(c) Short-term provisions	18	1,09,18,943	1,22,36,274
(d) Current tax liabilities (Net)			
		2,31,73,513	2,29,70,302
Total Equity and Liabilities		11,30,50,719	10,70,46,852

See accompanying notes to the financial statements

As per limited review report of even date

For Umamaheswara Rao & Co.,

Chartered Accountants

Firm Registration No: 004453S

R.R.Dakshinamurthy

Partner

Membership No: 211639

Hyderabad

Date : 18-04-2019

V.Bala Subramanyam

Executive Director

DIN : 06399503

Sunil Nemani

Chief Financial Officer

TS Maharani

Company Secretary

F8069

For and on behalf of the Board

Dr. Y. Satyanarayana

Director

DIN : 00360679

Dr. Ramachandra Rao Nemani

CEO & Director

DIN: 01131212

Profit & Loss Account for the Year ended March 31,2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No	As at	As at
		31.03.2019	31.03.2018
I. Revenue from Operations	19	7,90,49,495	7,70,98,952
II. Other income	20	68,89,217	43,89,220
III. Total revenue (I+II)		8,59,38,712	8,14,88,172
IV. Expenses			
(a) Purchases of Software Products	21	1,20,57,477	62,57,360
(b) Changes in Inventory - WIP		(60,551)	83,934
(c) Employee benefit expenses	22	6,04,53,357	5,37,85,343
(d) Administrative and other expenses	23	98,72,486	1,03,11,049
(e) Depreciation and amortization expense	3	11,90,255	12,06,971
Total expenses		8,35,13,023	7,16,44,657
V. Profit/(Loss) before exceptional items and tax (III - IV)		24,25,689	98,43,515
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		24,25,689	98,43,515
VIII. Tax expense / (income)			
Current tax		4,74,250	32,52,692
Earlier year taxes		-	4,00,044
Deferred Tax		-	-
Total tax expenses		4,74,250	36,52,736
IX. Profit for the period / year (VII-VIII)		19,51,439	61,90,779
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	24	38,49,219	23,72,194
Income tax relating to items that will not be reclassified to profit or loss			
B. Items that will be reclassified to Profit or Loss			
Income tax relating to items that will be reclassified to profit or loss			
		38,49,219	23,72,194
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		58,00,658	85,62,973
Earnings per share-par value of ₹10 per share			
Class A - Basic and diluted		0.17	0.53
See accompanying notes to financial statements			

As per our report of even date

For Umamaheswara Rao & Co.,

Chartered Accountants

Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy

Partner

Membership No: 211639

V.Bala Subramanyam

Executive Director

DIN : 06399503

Dr. Y. Satyanarayana

Director

DIN : 00360679

Hyderabad

Date : 18-04-2019

Sunil Nemani

Chief Financial Officer

TS Maharani

Comany Secretary

F8069

Dr. Ramachandra Rao Nemani

CEO & Director

DIN: 01131212

Cash Flow Statement for the year ended March 31, 2019
(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	31.03.2019	31.03.2018
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	58,00,658	85,62,973
Adjustments for :		
Depreciation	11,90,255	12,06,971
Income from Investment - Dividends	(39,60,502)	(28,93,723)
Exchange differences on translation of foreign currency cash and cash equivalents	(1,46,722)	3,33,360
Loss on Sale of Fixed Assets	-	767
	28,83,689	72,10,348
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	(60,551)	83,934
(Increase)/Decrease in Accounts Receivables	(10,16,317)	(46,05,184)
(Increase)/Decrease in Loans and Advances	8,915	46,236
(Increase)/Decrease in Other Current assets	24,17,277	(15,63,502)
Increase / (Decrease) in Trade and Other Payables	19,21,952	(12,38,182)
Increase / (Decrease) in Other Current Liabilities	(4,01,411)	23,40,147
Increase / (Decrease) in Short term provisions	(13,17,331)	51,64,274
	15,52,534	2,27,723
Cash generated from operations	44,36,223	74,38,071
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	44,36,223	74,38,071
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(11,94,168)	(9,73,826)
Sale of Fixed Assets	-	23,390
Purchase of Mutual Funds	(79,60,502)	(3,30,77,908)
Sale of Mutual Funds	35,00,000	42,10,771
Decrease in Long Term Loans & Advances	-	-
Income from Investment - Dividends	39,60,502	28,93,723
Net Cash used in Investing Activities	(16,94,168)	(2,69,23,849)
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	-	-
D. Exchange differences on translation of foreign currency cash and cash equivalents		
	1,46,722	(3,33,360)
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	28,88,777	(1,98,19,138)
Cash and Cash equivalents at the beginning of the year	1,55,94,738	3,54,13,874
Cash and Cash equivalents at the end of the year	1,84,83,515	1,55,94,736

As per our report of even date
For Umamaheswara Rao & Co.,
Chartered Accountants
Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 18-04-2019

Sunil Nemani
Chief Financial Officer
TS Maharani
Company Secretary
F8069

Dr. Ramchandra Rao Nemani
CEO & Director
DIN: 01131212

Notes to Financial Statements

(All amounts in Indian Rupees, except share data and where otherwise stated)

1 Nature of operations

B2B Software Technologies is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in Telangana, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development

The Company is a public limited company incorporated and domiciled in India and has its registered office in Hyderabad, Telangana, India. The Company has its primary listings on the BSE Limited.

The Company's Standalone financial statements are approved for issue by the Company's Board of Directors on April 18, 2019.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarterly and yearly figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

2.2 Use of estimates

The Preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions which effects the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and use of assumptions in these financial statements have been disclosed in Note No 2.19. Accounting estimates could change from time to time. Actual results could differ from the estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Cash flow statement:

Cash flows are reported using the indirect method, where by the net profit before tax for the period is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated and presented separately.

2.4 Revenue recognition:

The Company derives revenues primarily from Consultancy services and sale of Software products. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, where there is no uncertainty as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainty as to the measurement or ultimate collectability,

revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known.

In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

2.5 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for ready to use, as intended by management. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets. The Company depreciates property, plant and equipment over their estimated useful lives using written down value method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

2.6 Intangible Assets:

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.7 Foreign currency transactions :**Functional Currency:**

The functional currency of the Company is Indian Rupee.

Transactions & Translations

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

2.8 Financial Instruments**2.8.1 Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2.8.2 Subsequent recognition**a. Financial Assets****i. Financial Assets carried at amortised cost**

"A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

e. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

2.8.3 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.9 Fair Value Measurement

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 25 in for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.10 Impairment of non-Financial Assets

(i) Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.11 Earnings per Equity Share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.12 Income Taxes

Income Tax expense comprises current and deferred income tax

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

b. Deferred income tax

Deferred tax asset/liability is not determined and accounted as per Indian Accounting Standard-12 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

c. MAT Credit

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

2.13 Employee Benefits**a. Gratuity**

"The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss."

b. Provident Fund

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

c. ESI

In addition, some employees of the Company are covered under "Employees State Insurance Scheme Act 1948", which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions.

2.14 Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.15 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.16 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.17 Leases:

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

2.18 Provisions and contingencies

"The Company recognises a provision when there is a present obligation as a result of past obligating event that

probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation."

2.19 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Estimation of fair value of acquired financial assets and financial liabilities:** When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.
- **Un-collectability of trade receivables:** Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.
- **Taxes:** Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.
- **Gratuity benefits:** The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Actual results can differ from estimates.

Statement of Changes in Equity for the year ended 31 March 2018

(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2017	Changes in equity share capital during the year	Balance as at March 31, 2018
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000		77,000
Total	11,58,54,000	-	11,59,31,000

B. Other Equity

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings			
Balance as at 1st April 2017	-	-	(3,86,32,426)	(17,85,000)	-	(4,04,17,426)
Total Comprehensive Income for the year	-	-	61,90,779	23,72,194	-	85,62,973
Dividends	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-
Transfer of premium on preference shares to reserves	-	-	-	-	-	-
Balance as at 31st March 2018	-	-	(3,24,41,647)	5,87,194	-	(3,18,54,453)

Condensed Statement of Changes in Equity for the year ended 31 March 2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2018	Changes in equity share capital during the year	Balance as at March 31, 2019
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000	-	77,000
Total	11,59,31,000	-	11,59,31,000

B. Other Equity

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings			
Balance as at 1st April 2018	-	-	(3,24,41,647)	5,87,194	-	(3,18,54,453)
Total Comprehensive Income for the year	-	-	19,51,439	38,49,219	-	58,00,658
Transfer to capital reserve	-	-	-	-	-	-
Balance as at 31st March 2019	-	-	(3,04,90,208)	44,36,413	-	(2,60,53,795)

Amount in Rupees

4. Intangible Assets

Total	1,14,14,426	11,94,168	-	1,26,08,594	92,14,758	11,90,255	-	1,04,05,013	22,03,581	21,99,668
--------------	--------------------	------------------	----------	--------------------	------------------	------------------	----------	--------------------	------------------	------------------

Notes forming part of Balance Sheet for the year ended March 31, 2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	As at	As at
	31.03.2019	31.03.2018
5 Investments (Unquoted, Investment in Equity shares) Investment in Subsidiary B2B Softech Inc., 72,000 Equity Shares of US Dollar 1 each, fully paid-up	33,81,120	33,81,120
Other Investments B2B Infotech Pte Ltd 200,000 Equity Shares of Singapore Dollar 1 each, fully paid-up Less: Provision for Diminution in the Value of Investment	55,10,797 (55,10,797)	55,10,797 (55,10,797)
B2B Software Technologies Kassel GmbH (121,431 Euro) Advances for Addl investment in Subsidiary Companies - Pending allotment B2B Software Technologies Kassel GmbH - Euro 5556 Less: Advance received against sale of investment in subsidiary Less: Provision for Loss on Sale of Investment Less: Provision for Diminution in the Value of Investment	- 62,50,862 2,86,877 (12,92,636) (39,37,554) (13,07,549)	- 62,50,862 2,86,877 (12,92,636) (39,37,554) (13,07,549)
B2B Infotech SDN BHD (2,50,000 Equity Shares of Malaysian RM 1 each fully paid up) Less: Provision for Diminution in the Value of Investment	- 5,48,856 (5,48,856)	- 5,48,856 (5,48,856)
	-	-
	33,81,120	33,81,120
6 Loans (Unsecured and considered good) Loan to B2B ESOP Trust	60,00,000	60,00,000
	60,00,000	60,00,000
7 Other Non Current assets Security Deposits	7,46,713	7,46,713
	7,46,713	7,46,713
8 Inventories Work-In-Progress (As certified by the management)	3,93,077	3,32,526
	3,93,077	3,32,526
9 Investments (Quoted, fully paidup) Aditya Birla Sun Life Mutual Fund ICICI Mutual Funds Total Quoted Current Investments	1,02,21,381 5,55,74,425 6,57,95,806	1,02,21,381 5,11,13,922 6,13,35,304
10 Trade Receivables (Unsecured and considered good) Debts outstanding for a period exceeding six months Others Less: Provision for Doubtful Debts	14,47,237 1,13,67,800 (14,47,237) 1,13,67,800	45,42,029 1,03,51,483 (45,42,029) 1,03,51,483
11 Cash and Cash Equivalents Cash on hand Balances with scheduled banks In Current accounts In EEFC accounts	323 40,31,855 1 40,32,179	6,766 27,29,329 1 27,36,095
12 Bank balances other than Cash and Cash equivalents Balances with scheduled banks In Fixed Deposit accounts	1,44,51,335 1,44,51,335	1,28,58,642 1,28,58,642

Notes forming part of Balance Sheet for the year ended March 31, 2018

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	As at	As at
	31.03.2019	31.03.2018
13 Loans		
<i>(Unsecured and considered good)</i>		
Advances recoverable in cash or in kind for value to be received	1,29,103	1,38,017
	1,29,103	1,38,017
14 Other Current assets		
TDS Receivable	32,71,504	48,06,432
Interest accrued but not due	4,49,690	4,17,959
Advance Income tax	-	7,50,000
Other Receivables	4,48,935	6,70,227
Income Tax Refund (AY 2018-19)	1,68,190	-
MAT Credit Entitlement	2,11,686	3,22,665
	45,50,005	69,67,283
15 Equity Share Capital		
(i) Share Capital		
Authorised Capital :		
1,20,00,000 (31st March 2017 : 1,20,00,000) Equity Shares of Rs.10 each	12,00,00,000	12,00,00,000
Issued, Subscribed and Paid up Capital :		
11,585,400 (31st March 2017 : 11,585,400) Equity Shares of Rs.10 each		
fully paid up	11,58,54,000	11,58,54,000
Add : Shares Forfeited (Paid up value Rs.77000/-)	77,000	77,000
	11,59,31,000	11,59,31,000
Notes:		
a) Details of Share Holders having more than 5% of Shares	No of Shares	No of Shares
1. Rama Chandra Rao Nemani	24,58,760	24,58,760
(% of holding)	21%	21%
2. Ravileela Granites Limited	15,11,000	15,11,000
(% of holding)	13%	13%
3. Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
(% of holding)	9%	9%
4. Janakirama Varma Meka	10,85,270	10,85,270
(% of holding)	9%	9%
5. Penmetsa Satyavati Varma	6,62,400	6,62,400
(% of holding)	6%	6%
6. B2B ESOP Trust	6,00,000	6,00,000
(% of holding)	5%	5%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	1,15,85,400	1,15,85,400
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	1,15,85,400	1,15,85,400
16 Trade Payables		
<i>(Unsecured and considered good)</i>		
Dues to other than micro and small enterprises	34,77,245	15,55,293
	34,77,245	15,55,293
17 Other Current Liabilities		
Outstanding expenses	37,61,222	36,15,843
Statutory liabilities	19,89,413	21,33,737
Security Deposit	29,51,128	30,87,096
Advances received	75,561	3,42,059
	87,77,324	91,78,735
18 Short term Provisions		
Provision for Gratuity Payable	1,00,74,361	89,09,182
Provision for Key result area	1,58,860	74,400
Provision for Income tax	6,85,722	32,52,692
	1,09,18,943	1,22,36,274

Notes forming part of Statement of profit and loss for the year ended March 31, 2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	As at	As at
	31.03.2019	31.03.2018
19 Revenue from operations		
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	3,98,66,864	4,12,14,364
Domestic Income		
Sale of Software Products	1,78,94,068	1,22,07,084
Income from Consultancy Services	2,12,88,564	2,36,77,504
	7,90,49,495	7,70,98,952
20 Other Income		
Dividend from Mutual Fund	39,60,502	28,93,723
Interest on Deposits	9,44,553	17,12,717
Other Income	75,000	43,250
Interest on TDS Refund	1,10,968	72,890
Exchange Fluctuation Gain/ (Loss)	1,46,722	(3,33,360)
Reversal of Bad Debts	16,51,472	-
	68,89,217	43,89,220
21 Purchases of Software Products		
Software Products	1,20,57,477	62,57,360
	1,20,57,477	62,57,360
22 Employee benefit expenses		
Salaries *	4,84,35,632	4,19,70,377
Contribution to Provident Fund and other Funds	69,46,423	62,33,711
Product Incentives	46,55,260	52,05,876
Staff Welfare Expenses	3,69,214	3,69,715
Certification fee	46,828	5,664
	6,04,53,357	5,37,85,343
23 Administrative and other Expenses		
Rent	20,54,400	19,20,000
Rates and Taxes	4,77,981	6,56,774
Insurance	89,299	92,848
Travelling Expenses	9,68,346	14,26,478
Communication Expenses		
- Internet Charges	3,11,488	3,17,833
- Telephone	68,323	74,637
- Postage & Courier	13,561	9,761
Printing and Stationery	47,975	30,410
Electricity Charges	6,59,836	6,81,913
Advertisement	1,40,880	61,840
Repairs and Maintenance		
- Machinery	1,19,626	1,48,630
- Vehicles	3,18,472	6,15,934
Professional and Consultancy Charges	29,02,277	26,71,209
Auditors Remuneration		
Statutory audit fee	1,40,000	1,40,000
Tax audit fee	20,000	20,000
Directors Sitting Fee	2,10,000	2,20,000
Provision for Bad Debts	-	3,34,294
Membership Fee, Meeting & Seminar Charges	2,92,482	3,27,258
Security Charges	3,38,193	2,78,915
Loss On sale of fixed assets	-	767
Office Maintenance	3,39,347	2,81,548
Donations	3,60,000	-
	98,72,486	1,03,11,049
24 Other Comprehensive Income		
Items that will not be reclassified to Profit or (Loss)		
Actuarial gain/(loss) -Gratuity	38,49,219	23,72,194
	38,49,219	23,72,194

Notes to Financial Statements:

(All amounts in Indian Rupees, except share data and where otherwise stated)

25 Financial risk management objectives and policies:

The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company's policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company's financial assets and liabilities in different currencies are as follows:

Particulars of Unhedged foreign Currency Exposure :

Particulars	AS AT	
	31 March 2019	31 March 2018
Trade Receivables	75,83,960	76,29,909
	\$1,09,640.28	\$1,17,303.64

The Company's exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company's foreign currency financial instruments:

31st March 2019	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupee	69.1713	79,63,159	79,63,159

31st March 2018	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupee	65.0441	80,11,405	80,11,405

Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particulars	Carrying Value as at	
	31 March 2019	31 March 2018
Investment in Subsidiary	33,81,120	33,81,120
Trade receivables	1,13,67,800	1,03,51,483
Short term deposits with banks	1,44,51,335	1,28,58,642
Loans	61,29,103	61,38,017

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Company requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2019:

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	34,77,245	-	-	34,77,245
Other Current Liabilities	87,77,324	-	-	87,77,324
Total	1,22,54,569	-	-	1,22,54,569

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2018:

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	15,55,293	-	-	15,55,293
Other Current Liabilities	91,78,735	-	-	91,78,735
Total	1,07,34,029	-	-	1,07,34,029

26 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount	Fair value	Carrying amount	Fair value
	31-03-2019	31-03-2019	31-03-2018	31-03-2018
Non- current financial assets				
Investment in subsidiary, at cost	33,81,120	33,81,120	33,81,120	33,81,120
Loans	60,00,000	60,00,000	60,00,000	60,00,000
Total Non-Current	93,81,120	93,81,120	93,81,120	93,81,120
Current financial assets				
Current Investments - Liquid Mutual Fund Units	6,57,95,806	6,57,95,806	6,13,35,304	6,13,35,304
Trade Receivables	1,13,67,800	1,13,67,800	1,03,51,483	1,03,51,483
Cash and Cash Equivalents	40,32,179	40,32,179	27,36,095	27,36,095
Bank Balances other than above	1,44,51,335	1,44,51,335	1,28,58,642	1,28,58,642
Loans	1,29,103	1,29,103	1,38,017	1,38,017
Total Current	9,57,76,223	9,57,76,223	8,74,19,542	8,74,19,542
Total	10,51,57,343	10,51,57,343	9,68,00,662	9,68,00,662
Non-current Financial Liabilities				
Total Non-current	-	-	-	-
Current Financial Liabilities				
Trade Payables	34,77,245	34,77,245	15,55,293	15,55,293
Total Current	34,77,245	34,77,245	15,55,293	15,55,293
Total	34,77,245	34,77,245	15,55,293	15,55,293

27 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

Level 3 : valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2019	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	6,57,95,806	-	-	6,57,95,806
Total	6,57,95,806	-	-	6,57,95,806
Financial liabilities measured at fair value				
Total	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2019, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2018	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	6,13,35,304	-	-	6,13,35,304
Total	6,13,35,304	-	-	6,13,35,304
Financial liabilities measured at fair value				
Total	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2018, there were no transfers between Level I, Level II and Level III fair value measurements.

28 Contingent Liabilities and Capital Commitments :

There are no contingent liabilities at the end of the year.

29 Earnings in Foreign Exchange during the Year (on receipt basis)

<u>Particulars</u>	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Software Services	4,22,49,973	3,53,12,611

30 Expenditure in Foreign Currency (on payment basis)

<u>Particulars</u>	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Foreign-Travelling Exps	41,485	3,89,051

31 Disclosure is made as per the requirement of the Accounting Standard 18 on related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

<u>Name of the party</u>	<u>Relation</u>
B2B Softech Inc.	Subsidiary Company

b) Key Managerial Person (KMP)

<u>Name of the party</u>	<u>Relation</u>
Dr. Ram Nemani	CEO & Director
V. Bala Subramanyam	Executive Director
Sunil Nemani	CFO

c) Parties where key managerial person has significant influence

<u>Name of the party</u>	<u>KMP</u>	<u>Relation of KMP</u>
Genious Doc Inc	Dr.Ram Nemani	Director

ii) Transactions during the year

<u>Name of the Related party</u>	<u>March 31, 2019</u>	<u>March 31, 2018</u>
----------------------------------	-----------------------	-----------------------

(a) With Genius Doc Inc

Export of Software Services	2,85,93,453	2,94,56,504
-----------------------------	-------------	-------------

(b) With Key Management Personnel

Managerial Remuneration	43,36,641	54,93,565
-------------------------	-----------	-----------

iii) Balances Outstanding at the Year End

<u>Name of the Related party</u>	<u>March 31, 2019</u>	<u>March 31, 2018</u>
----------------------------------	-----------------------	-----------------------

(a) With Genius Doc Inc

Receivables	75,83,960	75,83,647
-------------	-----------	-----------

(b) With Key Management Personnel

Managerial Remuneration	2,50,000	5,00,000
-------------------------	----------	----------

32 Earning/(loss) Per Share as per Accounting Standard 20

The Computation of EPS as per AS 20 is set out below:

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Profit/ (Loss) after Tax	58,00,658	85,62,973
Weighted average number of equity shares	1,15,85,400	1,15,85,400
Basic and diluted Earning Per Share	0.50	0.74
(Nominal value of equity shares: Rs. 10 each)		

33 Investment in Mutual Funds of Unit Trust of India, Aditya Birla Sun Life Insurance & ICICI Prudential

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
	Amount	Amount
Opening Balance	6,13,35,304	3,24,68,168
Add: Purchases	79,60,502	3,30,77,908
Less: Sales	35,00,000	42,10,771
Closing Balance	6,57,95,806	6,13,35,304

* Net Asset Value as on 31.03.2019 is Rs 657,95,806/-

34 The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel GmbH. The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs. 13,07,549 for diminution in the value of investment.

35 The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation. The Company has made a provision for diminution in the value of investment to the extent of 100% of the carrying amount.

36 The Company is primarily engaged in Information Technology and related services. There are no other reportable segments in terms of Indian Accounting Standard 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

37 Deferred tax asset/liability is not determined and accounted as per Accounting Standard-22 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

38 Employee Benefits

During the year the company has made a provision of Rs.50,14,398/- for gratuity based on Actuarial Valuation. The company has not created any assets to meet this obligation. Disclosure as required by Indian Accounting Standard - 19 'Employee Benefits'

<u>Particulars</u>	<u>March 31, 2019</u>	<u>March 31, 2018</u>
--------------------	-----------------------	-----------------------

1 Changes in Present Value of Obligation

Present value of obligation as at the beginning of the year	89,09,182	70,06,056
Interest Cost	6,23,643	4,90,424
Current service cost	43,90,756	38,82,930
Actuarial gain/(loss) on obligations	(38,49,219)	(23,72,194)
Benefits paid	-	(98,034)
Present value of obligations at the end of the year	1,00,74,362	89,09,182

2 Changes in Fair Value of Plan Assets

Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits Paid	-	-
Actuarial gain/(loss) on plan assets	-	-
Fair value of plan assets at the end of the year	-	-

3	Liability Recognised in Balance Sheet		
	Present value of obligation as at the end of the year	1,00,74,362	89,09,182
	Fair value of plan assets at the end of the year	-	-
	Funded Status	1,00,74,362	89,09,182
	Net asset/(liability) recognised in balance sheet	1,00,74,362	89,09,182
4	Bifurcation of Net Liability		
	Current Liability (Short-term)	-	-
	Non - Current Liability (Long-term)	1,00,74,362	89,09,182
	Net Liability	1,00,74,362	89,09,182
5	Expenses Recognised in Statement of Profit & Loss		
	Current service cost	43,90,756	38,82,930
	Past Service Cost	-	-
	Interest Cost	6,23,643	4,90,424
	Expected Return on plan assets	-	-
	Expenses recognised in the Income Statement	50,14,399	43,73,354
	Other Comprehensive Income		
	Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
	Actuarial gain/(loss) on Obligations - Change in Financial assumptions	(7,69,872)	(11,13,865)
	Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(30,79,347)	(12,58,330)
	Total Actuarial gain/ (loss) on obligations	(38,49,219)	(23,72,195)
	Actuarial gain/ (loss) on Plan assets	-	-
	Total Other Comprehensive Income	(38,49,219)	(23,72,195)
	Assumptions		
	Discount	7.63%	7%
	Escalation	7%	6%
39	Previous year figures have been regrouped and reclassified wherever necessary to conform to the current year's classification		

Auditors' Report on Consolidated Financial Statements

The Board of Directors

M/s B2B Software Technologies Limited.

Report on the Audit of the Consolidated Ind AS Financial Statements

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, 2019, 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, 2019, 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 ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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>Accuracy of recognition, measurement, presentation and disclosure of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from contracts with customers" (new revenue accounting standard)</i></p> <p>The application of the new revenue accounting standard 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 associates and jointly controlled entities.

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. 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 a subsidiary which reflect total assets of Rs.51,12,941 as at 31st March, 2019, total revenues of Rs.2,72,60,186 and net cash flows amounting to Rs.3,25,955 for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 21,513 for the year ended 31st March, 2019, as considered in the consolidated financial statements, in respect of a subsidiary. 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, 2019 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, 2019 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 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

(R R. Dakshinamurthy)
Partner
M No 211639 FRN 004453S

Place: Hyderabad
Date: 18-04-2019

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 2019, 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 2019, 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

(R R. Dakshinamurthy)
Partner
M No 211639 FRN 004453S

Place: Hyderabad
Date: 18-04-2019

Consolidated Balance Sheet as at March 31, 2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No.	As at 31-03-2019	As at 31-03-2018
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	3	22,02,652	21,98,315
(b) Intangible assets	4	929	1,353
(c) Financial Assets			
(i) Investments	5	-	-
(ii) Loans	6	60,00,000	60,00,000
(iii) Other financial assets			
(d) Deferred tax assets (net)			
(e) Other non-current assets	7	7,46,713	7,46,713
		89,50,294	89,46,381
2. Current assets			
(a) Inventories	8	3,93,077	3,32,526
(b) Financial Assets			
(i) Current Investments	9	6,57,95,806	6,13,35,304
(ii) Trade receivables	10	1,13,67,800	1,03,51,483
(iii) Cash and cash equivalents	11	91,45,120	75,23,081
(iv) Bank balances other than (iii) above	12	1,44,51,335	1,28,58,642
(v) Loans	13	1,29,103	1,38,017
(vi) Other financial assets			
(c) Current tax assets (Net)			
(d) Other current assets	14	45,50,005	69,67,283
		10,58,32,246	9,95,06,336
3. Non-current assets held for sale			
Total Assets		11,47,82,540	10,84,52,717
II. Equity and Liabilities			
A. Equity			
(a) Equity share capital	15	11,59,31,000	11,59,31,000
(b) Other equity		(2,43,21,973)	(3,04,48,586)
		9,16,09,027	8,54,82,414
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ii) Other financial liabilities		-	-
(b) Provisions		-	-
(c) Other non-current liabilities		-	-
		-	-
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings			
(ii) Trade payables	16	34,77,245	15,55,293
(iii) Other financial liabilities			
(b) Other current liabilities	17	87,77,324	91,78,735
(c) Short-term provisions	18	1,09,18,943	1,22,36,274
(d) Current tax liabilities (Net)			
		2,31,73,513	2,29,70,303
Total Equity and Liabilities		11,47,82,540	10,84,52,717

See accompanying notes to the financial statements

As per limited review report of even date

For Umamaheswara Rao & Co.,

Chartered Accountants

Firm Registration No: 004453S

R.R.Dakshinamurthy

Partner

Membership No: 211639

Hyderabad

Date : 18-04-2019

For and on behalf of the Board

V.Bala Subramanyam

Executive Director

DIN : 06399503

Sunil Nemani

Chief Financial Officer

TS Maharani

Company Secretary

F8069

Dr. Y. Satyanarayana

Director

DIN : 00360679

Dr. Ramachandra Rao Nemani

CEO & Director

DIN: 01131212

Consolidated Profit and Loss Account for the Year ended March 31, 2019
(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	Note No	As at	As at
		31.03.2019	31.03.2018
I. Revenue from Operations	19	10,63,09,682	10,90,22,510
II. Other income	20	68,89,217	43,89,220
III. Total revenue (I+II)		11,31,98,899	11,34,11,730
IV. Expenses			
(a) Purchases of Software Products	21	1,20,57,477	62,57,360
(b) Changes in Inventory - WIP		(60,551)	83,934
(c) Employee benefit expenses	22	8,45,39,918	8,28,79,014
(d) Administrative and other expenses	23	1,30,24,598	1,30,74,334
(e) Depreciation and amortization expense		11,90,255	12,06,971
Total expenses		11,07,51,697	10,35,01,614
V. Profit/(Loss) before exceptional items and tax (III - IV)		24,47,202	99,10,116
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		24,47,202	99,10,116
VIII. Tax expense / (income)			
Current tax		4,74,250	32,52,692
Earlier year taxes		-	4,00,044
Deferred Tax		-	-
Total tax expenses		4,74,250	36,52,736
IX. Profit for the period / year (VII-VIII)		19,72,952	62,57,380
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	24	38,49,219	23,72,194
Income tax relating to items that will not be reclassified to profit or loss			
B. Items that will be reclassified to Profit or Loss			
Income tax relating to items that will be reclassified to profit or loss			
		38,49,219	23,72,194
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		58,22,171	86,29,574
Earnings per share-par value of ₹10 per share			
Class A - Basic and diluted		0.17	0.54
See accompanying notes to financial statements			

As per our report of even date
For Umamaheswara Rao & Co.,
Chartered Accountants
Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 18-04-2019

Sunil Nemani
Chief Financial Officer

Dr. Ramachandra Rao Nemani
CEO & Director
DIN: 01131212

TS Maharani
Company Secretary
F8069

Consolidated Cash Flow Statement for the year ended March 31, 2019
(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	31.03.2019	31.03.2018
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	58,22,171	86,29,574
Adjustments for :		
Depreciation	11,90,255	12,06,971
Income from Investment - Dividends	(39,60,502)	(28,93,723)
Interest on Fixed Deposit	(9,44,553)	(17,12,717)
Exchange differences on translation of foreign currency cash and cash equivalents	(1,46,722)	3,33,360
Loss on Sale of Fixed Assets	-	767
	19,60,649	55,64,232
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	(60,551)	83,934
(Increase)/Decrease in Accounts Receivables	(10,16,317)	(46,05,184)
(Increase)/Decrease in Loans and Advances	8,915	46,236
(Increase)/Decrease in Other Current assets	24,17,277	(15,63,502)
Increase / (Decrease) in Trade and Other Payables	19,21,952	(12,38,182)
Increase / (Decrease) in Other Current Liabilities	(4,01,411)	23,40,147
Increase / (Decrease) in Short term provisions	(13,17,331)	51,64,274
	15,52,534	2,27,723
	35,13,183	57,91,956
Cash generated from operations		
Less: Taxes Paid	-	-
Interest received from Fixed Deposit	9,44,553	17,12,717
Net Cash from/(used in) Operating Activities	44,57,736	75,04,673
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(11,94,168)	(9,73,826)
Sale of Fixed Assets	-	23,390
Purchase of Mutual Funds	(79,60,502)	(3,30,77,908)
Sale of Mutual Funds	35,00,000	42,10,771
Decrease in Long Term Loans & Advances	-	-
Income from Investment - Dividends	39,60,502	28,93,723
Net Cash used in Investing Activities	(16,94,168)	(2,69,23,849)
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest Paid	-	-
Net Cash from/(used in) Financing Activities	-	-
D. Exchange differences on translation of foreign currency cash and cash equivalents		
	4,51,164	(3,18,317)
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	32,14,732	(1,97,37,493)
Cash and Cash equivalents at the beginning of the year	2,03,81,723	4,01,19,214
Cash and Cash equivalents at the end of the year	2,35,96,455	2,03,81,723

As per our report of even date
For Umamaheswara Rao & Co.,
Chartered Accountants
Firm Registration No: 004453S

For and on behalf of the Board

R.R.Dakshinamurthy
Partner
Membership No: 211639

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y. Satyanarayana
Director
DIN : 00360679

Hyderabad
Date : 18-04-2019

Sunil Nemani
Chief Financial Officer

Dr. Ramchandra Rao Nemani
CEO & Director
DIN: 01131212

TS Maharani
Company Secretary
F8069

Notes to Consolidated Financial Statements

(All amounts in Indian Rupees, except share data and where otherwise stated)

Company overview and significant accounting policies

1 Company Overview

B2B Software Technologies ("the Company") is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in Telangana, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development

B2B Software Technologies together with its subsidiaries is hereinafter referred to as 'the Group'.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Hyderabad, Telangana, India. The Company has its primary listings on the BSE Limited.

The Group's consolidated financial statements are approved for issue by the Company's Board of Directors on April 18, 2019.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

These Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarterly and yearly figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

2.2 Basis for Consolidation

B2B Software Technologies consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as disclosed as under. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

Subsidiary Companies

Name of the Company	Principal activities	The Company's economic percentage holding		Principal place of business	Immediate parent holding	
		31-03-2019	31-03-2018		31-03-2019	31-03-2018
B2B Softech. Inc.	Software Consultancy Services	100%	100%	USA	100%	100%

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group.

2.3 Use of estimates

The Preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions which effects the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and use of assumptions in these financial statements have been disclosed in Note No 2.20. Accounting estimates could change from time to time. Actual results could differ from the estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.4 Cash flow statement:

Cash flows are reported using the indirect method, where by the net profit before tax for the period is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated and presented separately.

2.5 Revenue recognition:

The Group derives revenues primarily from Consultancy services and sale of Software products. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, where there is no uncertainty as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainty as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known.

In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

2.6 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impairment, if any. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for ready to use, as intended by management. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets. The Group depreciates property, plant and equipment over their estimated useful lives using written down value method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

2.7 Intangible Assets:

The Group owns Copy Rights relating to its service business and stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.8 Foreign currency transactions :

Functional Currency:

The functional currency of the B2B Software Technologies Limited is Indian Rupee. The functional currency of B2B Softech Inc. is US Dollar.

Transactions & Translations

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

The translation of financial statements of the foreign subsidiaries to the presentation currency is performed for assets and liabilities using the exchange rate in effect at the Balance Sheet date and for revenue, expense and cash-flow items using the average exchange rate for the respective periods. The gains or losses resulting from such translation are included in Foreign Currency Translation Reserves under other components of equity. When a subsidiary is disposed of, in full, the relevant amount is transferred to net profit in the Statement of Profit and Loss.

2.9 Financial Instruments

2.9.1 Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2.9.2 Subsequent recognition

a. Financial Assets

i. Financial Assets carried at amortised cost

"A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that

are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

2.9.3 Derecognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.10 Fair Value Measurement

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 26 in for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.11 Impairment of non-Financial Assets

(i) Intangible assets and Property, Plant and Equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.12 Earnings per Equity Share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Group by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have

been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.13 Income Taxes

Income Tax expense comprises current and deferred income tax

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

b. Deferred income tax

Deferred tax asset/liability is not determined and accounted as per Indian Accounting Standard-12 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

c. MAT Credit

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Group will pay normal Income Tax during the specified period.

2.14 Employee Benefits

a. Gratuity

"The Group provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the Group to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Group's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss."

b. Provident Fund

Eligible employees of Group receive benefits from a provident fund, which is a defined contribution. Both the employee and the Group make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Group has no further obligation to the plan beyond its monthly contributions.

c. ESI

In addition, some employees of the Group are covered under "Employees State Insurance Scheme Act 1948", which are also defined contribution schemes recognized and administered by Government of India.

The Group's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Group has no further obligation under these plans beyond its monthly contributions.

2.15 Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.16 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.17 Investments

Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.18 Leases:

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

2.19 Provisions and contingencies

"The Group recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation."

2.20 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Group in the financial statements are as set out above. The application of a number of these policies required the Group to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Group has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Estimation of fair value of acquired financial assets and financial liabilities:** When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.
- **Un-collectability of trade receivables:** Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.
- **Taxes:** Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Group assesses the probability for litigation and subsequent cash outflow with respect to taxes.
- **Gratuity benefits:** The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Actual results can differ from estimates.

Statement of Changes in Equity for the year ended 31 March 2018

(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at 1 April, 2017	Changes in equity share capital during the period	Balance as at March 31, 2018
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000		77,000
Total	11,59,31,000	-	11,59,31,000

B. Other Equity

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings				
Balance as at 1 April 2017	-	-	(3,85,95,322)	(17,85,000)	12,86,842	-	(3,90,93,480)
Total Comprehensive Income for the period	-	-	62,57,380	23,72,194	15,320	-	86,44,894
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Issue of shares	-	-	-	-	-	-	-
Transfer of premium on preference shares to reserves	-	-	-	-	-	-	-
Balance as at 31 March 2018	-	-	(3,23,37,942)	5,87,194	13,02,162	-	(3,04,48,586)

Condensed Statement of Changes in Equity for the year ended 31 March 2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2018	Changes in equity share capital during the period	Balance as at March 31, 2019
Equity Share Capital	11,58,54,000	-	11,58,54,000
Forfeiture of Shares	77,000		77,000
Total	11,59,31,000	-	11,59,31,000

B. Other Equity

Particulars	Reserves and Surplus			Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings				
Balance as at 1 April 2018	-	-	(3,23,37,942)	5,87,194	13,02,162	-	(3,04,48,586)
Total Comprehensive Income for the period	-	-	19,72,952	38,49,219	3,04,442	-	61,26,613
Transfer to capital reserve	-	-	-	-	-	-	-
Balance as at 31 March 2019	-	-	(3,03,64,990)	44,36,413	16,06,604	-	(2,43,21,973)

3 Fixed Assets -Q4 2018-19

3 Fixed Assets -Q4 2018-19										Amount in Rupees	
Sl. No	Description	Gross Block				Depreciation			Net Block		
		As at 01.04.2018	Additions during the period	Deletions/ Discarded during the period	As at 31.03.2019	As at 01.04.2018	For the period	Deletions/ Discarded during the period	As at 31.03.2019	As at 31.03.2018	
	Tangible										
1	Computers	49,28,769	6,03,855		55,32,624	41,64,821	6,63,779		48,28,600	7,63,948	
2	Servers	17,18,761	5,70,000		22,88,761	13,55,428	1,60,079		15,15,507	3,63,333	
3	Furniture and Fixtures	5,99,707			5,99,707	4,81,203	30,730		5,11,933	1,18,504	
4	Office Equipment	18,30,983	20,313		18,51,296	15,43,174	1,29,107		16,72,281	2,87,809	
5	Vehicles	23,17,606			23,17,606	16,52,885	2,06,136		18,59,021	6,64,721	

4. Intangible Assets

6	Copy Rights	18,600	-	-	18,600	17,247	424		17,671	929	1,353
										929	1,353
	Total	1,14,14,426	11,94,168	-	1,26,08,594	92,14,758	11,90,255	-	1,04,05,013	22,03,581	21,99,668

Notes to Consolidated Balance sheet as at 31st March 2019

(All amounts in Indian Rupees, except share data and where otherwise stated)

1. Nature of operations

B2B Software Technologies is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in Andhra Pradesh, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development.

2. Significant Accounting Policies

The financial results of the Company have been prepared in accordance with Indian Accounting Standards ("IND AS") notified under the Companies (Indian Accounting standards) rules 2015 as amended by Companies (Indian Accounting standards) (amendment) rules 2016. The Company adopted IND AS from 01 April 2017, and accordingly, these financial results (including for all the periods presented) have been prepared in accordance with the recognition and measurement principles in IND AS 34 - "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and the other accounting principles generally accepted in India. The Impact of transition has been accounted for in the opening reserves.

Particulars	As at	As at
	31.03.2019	31.03.2018
5 Investments (Unquoted, Investment in Equity shares) Other Investments		
B2B Infotech Pte Ltd 200,000 Equity Shares of Singapore Dollar 1 each, fully paid-up Less: Provision for Diminution in the Value of Investment	55,10,797 (55,10,797)	55,10,797 (55,10,797)
B2B Software Technologies Kassel GmbH (121,431 Euro) Advances for Addl investment in Subsidiary Companies - Pending allotment B2B Software Technologies Kassel GmbH - Euro 5556 Less: Advance received against sale of investment in subsidiary Less: Provision for Loss on Sale of Investment Less: Provision for Diminution in the Value of Investment	- 62,50,862 2,86,877 (12,92,636) (39,37,554) (13,07,549)	- 62,50,862 2,86,877 (12,92,636) (39,37,554) (13,07,549)
B2B Infotech SDN BHD (2,50,000 Equity Shares of Malaysian RM 1 each fully paid up) Less: Provision for Diminution in the Value of Investment	- 5,48,856 (5,48,856)	- 5,48,856 (5,48,856)
	-	-
	-	-
6 Loans (Unsecured and considered good) Loan to B2B ESOP Trust	60,00,000	60,00,000
	60,00,000	60,00,000
7 Other Non Current assets Security Deposits	7,46,713	7,46,713
	7,46,713	7,46,713
8 Inventories Work-In-Progress (As certified by the management)	3,93,077	3,32,526
	3,93,077	3,32,526
9 Investments (quoted, fully paidup) Aditya Birla Sun Life Mutual Fund ICICI Mutual Funds Total Quoted Current Investments	1,02,21,381 5,55,74,425 6,57,95,806	1,02,21,381 5,11,13,922 6,13,35,304

Particulars	As at	As at
	31.03.2019	31.03.2018
10 Trade Receivables (Unsecured and considered good)		
Debts outstanding for a period exceeding six months	14,47,237	45,42,029
Other debts	1,13,67,800	1,03,51,483
Less: Provision for Doubtful Debts	(14,47,237)	(45,42,029)
	1,13,67,800	1,03,51,483
11 Cash and Cash Equivalents		
Cash on hand	323	6,766
Balances with scheduled banks		
- On Current accounts	91,44,796	75,16,314
- On EEFC accounts	1	1
	91,45,120	75,23,081
12 Bank balances other than Cash and Cash equivalents		
Balances with scheduled banks		
- On Fixed Deposit accounts	1,44,51,335	1,28,58,642
	1,44,51,335	1,28,58,642
13 Loans (Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	1,29,103	1,38,017
	1,29,103	1,38,017
14 Other Current assets		
IT Refund Due	32,71,504	48,06,432
Interest accrued but not due	4,49,690	4,17,959
Advance Income tax	-	7,50,000
Other Receivables	4,48,935	6,70,227
Income Tax Refund	1,68,190	-
MAT Credit Entitlement	2,11,686	3,22,665
	45,50,005	69,67,283
15 Equity Share Capital		
(i) Share Capital		
Authorised Capital :		
1,20,00,000 (31st March 2017 : 1,20,00,000) Equity Shares of Rs.10 each	12,00,00,000	12,00,00,000
Issued, Subscribed and Paid up Capital :		
11,585,400 (31st March 2017 : 11,585,400) Equity Shares of Rs.10 each fully paid up	11,58,54,000	11,58,54,000
Add : Shares Forfeited (Paid up value Rs.77000/-)	77,000	77,000
	11,59,31,000	11,59,31,000
Notes:		
a) Details of Share Holders having more than 5% of Shares	No of Shares	No of Shares
1. Rama Chandra Rao Nemani	24,58,760	24,58,760
(% of holding)	21%	21%
2. Ravileela Granites Limited	15,11,000	15,11,000
(% of holding)	13%	13%
3. Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
(% of holding)	9%	9%
4. Janakirama Varma Meka	10,85,270	10,85,270
(% of holding)	9%	9%
5. Penmetsa Satyavati Varma	6,62,400	6,62,400
(% of holding)	6%	6%
6. B2B ESOP Trust	6,00,000	6,00,000
(% of holding)	5%	5%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	1,15,85,400	1,15,85,400
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	1,15,85,400	1,15,85,400

Particulars	As at	As at
	31.03.2019	31.03.2018
16 Trade Payables (Unsecured and considered good) Dues to other than micro and small enterprises	34,77,245	15,55,293
	34,77,245	15,55,293
17 Other Current Liabilities Outstanding expenses Statutory liabilities Security Deposit Advances Received	37,61,222 19,89,413 29,51,128 75,561	36,15,843 21,33,737 30,87,096 3,42,059
	87,77,324	91,78,735
18 Short term Provisions Provision for Gratuity Payable Provision for Key result area Provision for Income tax	1,00,74,361 1,58,860 6,85,722	89,09,182 74,400 32,52,692
	1,09,18,943	1,22,36,274

Notes forming part of Consolidated Statement of Profit and Loss for the year ended March 31, 2018
(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	As at	As at
	31.03.2019	31.03.2018
19 Revenue from operations Export Income Sale of Software Products Income from Consultancy Services	- 6,71,27,050	- 7,31,37,922
Domestic Income Sale of Software Products Income from Consultancy Services	1,78,94,068 2,12,88,564	1,22,07,084 2,36,77,504
	10,63,09,682	10,90,22,510
20 Other Income Dividend from Mutual Fund Interest on Deposits Other Income Interest on TDS Refund Exchange Fluctuation Gain/ (Loss) Reversal of Bad Debts	39,60,502 9,44,553 75,000 1,10,968 1,46,722 16,51,472	28,93,723 17,12,717 43,250 72,890 (3,33,360) -
	68,89,217	43,89,220
21 Purchases of Software Products Software Products	1,20,57,477	62,57,360
	1,20,57,477	62,57,360
22 Employee benefit expenses Salaries * Contribution to Provident Fund and other Funds Product Incentives Staff Welfare Expenses Certification fee Contribution to Provident Fund and other Funds	7,25,22,193 69,46,423 46,55,260 3,69,214 46,828	7,10,64,048 62,33,711 52,05,876 3,69,715 5,664
	8,45,39,918	8,28,79,014
23 Administrative and other Expenses Rent Rates and Taxes Insurance Travelling Expenses	20,54,400 6,64,246 30,24,016 9,68,346	19,20,000 7,38,191 27,74,717 14,26,478

Particulars	As at	As at
	31.03.2019	31.03.2018
Communication Expenses		
- Internet Charges	3,11,488	3,17,833
- Telephone	99,452	74,637
- Postage & Courier	13,561	9,761
Printing and Stationery	47,975	30,410
Electricity Charges	6,59,836	6,81,913
Advertisement	1,40,880	61,840
Repairs and Maintenance		
- Machinery	1,19,626	1,48,630
- Vehicles	3,18,472	6,15,934
Professional and Consultancy Charges	29,02,277	26,71,209
Auditors Remuneration		
Statutory audit fee	1,40,000	1,40,000
Tax audit fee	20,000	20,000
Directors Sitting Fee	2,10,000	2,20,000
Bad Debts		3,34,294
Membership Fee, Meeting & Seminar Charges	2,92,482	3,27,258
Security Charges	3,38,193	2,78,915
Loss On sale of fixed assets	-	767
Office Maintenance	3,39,347	2,81,548
Donations (CSR)	3,60,000	
	1,30,24,598	1,30,74,334
24 Other Comprehensive Income		
Items that will not be reclassified to Profit or (Loss)		
Actuarial gain/(loss) -Gratuity	38,49,219	23,72,194
	38,49,219	23,72,194

25 Financial risk management objectives and policies:

The Group's principal financial liabilities comprises of loans and borrowings & trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Group also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Group is exposed to Foreign Currency risk, credit risk and liquidity risk.

The Group's senior management oversees the management of these risks. The Group's senior management advises on financial risks and the appropriate financial risk governance framework for the Group. It is the Group's policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Group's financial assets and liabilities in different currencies are as follows:

Particulars of Unhedged foreign Currency Exposure :

Particulars	AS AT	
	31 March 2019	31 March 2018
Trade Receivables	75,83,960	76,29,909
	\$1,09,640.28	\$1,17,303.64

The Group's exposure to foreign currency arises where a Group holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Group's foreign currency financial instruments:

31st March 2019	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupee	69.1713	79,63,159	79,63,159

31st March 2018	Closing exchange rate	Effect of 5% strengthening of US \$ on net earnings	Effect of 5% strengthening of US \$ on total equity
Indian Rupee	65.0441	80,11,405	80,11,405

Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particulars	Carrying Value as at	
	31 March 2019	31 March 2018
Trade receivables	1,13,67,800	1,03,51,483
Short term deposits with banks	1,44,51,335	1,28,58,642
Loans	61,29,103	61,38,017

The credit worthiness of customers / subsidiaries to which the Group grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk analysis:

The Group's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Group manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Group requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Group contractual undiscounted cash flows payable under financial liabilities at 31 March 2019:

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	34,77,245	-	-	34,77,245
Other Current Liabilities	87,77,324	-	-	87,77,324
Total	1,22,54,569	-	-	1,22,54,569

The following is an analysis of the Group contractual undiscounted cash flows payable under financial liabilities at 31 March 2018:

	Current	Non-Current		Total
	Within 12 months	1-5 years	Later than 5 years	
Trade and Other Payables	15,55,293	-	-	15,55,293
Other Current Liabilities	91,78,735	-	-	91,78,735
Total	1,07,34,029	-	-	1,07,34,029

26 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount	Fair value	Carrying amount	Fair value
	31-03-2019	31-03-2019	31-03-2018	31-03-2018
Non- current financial assets				
Loans	60,00,000	60,00,000	60,00,000	60,00,000
Total Non-Current	60,00,000	60,00,000	60,00,000	60,00,000
Current financial assets				
Current Investments - Liquid Mutual Fund Units	6,57,95,806	6,57,95,806	6,13,35,304	6,13,35,304
Trade Receivables	1,13,67,800	1,13,67,800	1,03,51,483	1,03,51,483
Cash and Cash Equivalents	91,45,120	91,45,120	75,23,081	75,23,081
Bank Balances other than above	1,44,51,335	1,44,51,335	1,28,58,642	1,28,58,642
Loans	1,29,103	1,29,103	1,38,017	1,38,017
Total Current	10,08,89,163	10,08,89,163	9,22,06,527	9,22,06,527
Total	10,68,89,163	10,68,89,163	9,82,06,527	9,82,06,527
Non-current Financial Liabilities	-	-	-	-
Total Non-current	-	-	-	-
Current Financial Liabilities				
Trade Payables	34,77,245	34,77,245	15,55,293	15,55,293
Total Current	34,77,245	34,77,245	15,55,293	15,55,293
Total	34,77,245	34,77,245	15,55,293	15,55,293

27 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

Level 3 : valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2019	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	6,57,95,806	-	-	6,57,95,806
Total	6,57,95,806	-	-	6,57,95,806
Financial liabilities measured at fair value				
Total	-	-	-	-

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31st March 2019, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2018	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	6,13,35,304	-	-	6,13,35,304
Total	6,13,35,304	-	-	6,13,35,304
Financial liabilities measured at fair value				
Total	-	-	-	-

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2018, there were no transfers between Level I, Level II and Level III fair value measurements.

The fair value of liquid mutual funds is based on quoted price

28 Contingent Liabilities and Capital Commitments :

There are no contingent liabilities at the end of the year.

29 Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2019	March 31, 2018
Software Services	4,22,49,973	3,53,12,611

30 Expenditure in Foreign Currency (on payment basis)

Particulars	March 31, 2019	March 31, 2018
Foreign-Traveling Exps	41,485	3,89,051

31 Disclosure is made as per the requirement of the Accounting Standard 18 on related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidiary Group

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ram Nemani	CEO & Director
V. Bala Subramanyam	Executive Director
Sunil Nemani	CFO

c) Parties where key managerial person has significant influence

Name of the party	KMP	Relation of KMP
Genious Doc Inc	Dr. Ramachandra Rao Nemani	Director

ii) Transactions during the year

Name of the Related party	March 31, 2019	March 31, 2018
(a) With Genius Doc Inc		
Export of Software Services	2,85,93,453	2,94,56,504
(b) With Key Management Personnel		
Managerial Remuneration	43,36,641	54,93,565

iii) Balances Outstanding at the Year End

<u>Name of the Related party</u>	<u>March 31, 2019</u>	<u>March 31, 2018</u>
(a) With Genius Doc Inc		
Receivables	75,83,960	75,83,647
(b) With Key Management Personnel		
Managerial Remuneration	2,50,000	5,00,000

32 Earning/(loss) Per Share as per Accounting Standard 20

The Computation of EPS as per AS 20 is set out below:

	March 31, 2019	March 31, 2018
Profit/ (Loss) after Tax	58,22,171	86,29,574
Weighted average number of equity shares	1,15,85,400	1,15,85,400
Basic and diluted Earning Per Share	0.50	0.74
(Nominal value of equity shares: Rs. 10 each)		

33 Investment in Mutual Funds of Unit Trust of India, Aditya Birla Sun Life Insurance & ICICI Prudential

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
	Amount	Amount
Opening Balance	6,13,35,304	3,24,68,168
Add: Purchases	79,60,502	3,30,77,908
Less: Sale	35,00,000	42,10,771
Closing Balance	6,57,95,806	6,13,35,304

* Net Asset Value as on 31.03.2019 is Rs 657,95,806/-

- 34 The Group has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel GmbH. The shares have not been transferred pending approval from RBI. The Group has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for diminution in the value of investment.
- 35 The Wholly Owned Subsidiaries of the Group at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation. The Group has made a provision for diminution in the value of investment to the extent of 100% of the carrying amount.
- 36 The Group is primarily engaged in Information Technology and related services. There are no other reportable segments in terms of Indian Accounting Standard 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

Particulars	For the Year ended	
	31-03-2019	31-03-2018
	Audited	Audited
Segment Revenue		
a) India	790.49	770.99
b) USA	272.60	319.23
Total	1063.10	1090.22
Less : Inter segment revenues	-	-
Net Segment Revenue	1,063.10	1,090.22
Segment Results before tax and interest		
a) India	(44.64)	54.54
b) USA	0.215	0.67
c) Other Income	68.892	43.89
Total	24.47	99.10
Less : Interest Expenses	-	-
Less : Other un-allocable expenditure net off un-allocable income.	-	-
Total Profit/(Loss) Before Tax	24.47	99.10

Particulars	For the Year ended	
	31-03-2019	31-03-2018
	Audited	Audited
Assets		
1. India	1,096.7	1,033.2
2. USA	51.1	47.9
Total	1,147.8	1,081.1
Liabilities		
1. India	1,130.5	1,067.1
2. USA	17.3	14.1
Total	1,147.8	1,081.1

37 Deferred tax asset/liability is not determined and accounted as per Accounting Standard-22 issued by ICAI as the related benefits on tax losses are considered virtually uncertain.

38 Employee Benefits

During the year the Group has made a provision of Rs.50,14,398/- for gratuity based on Actuarial Valuation. The Group has not created any assets to meet this obligation. Disclosure as required by Indian Accounting Standard - 19 'Employee Benefits'

Particulars	March 31, 2019	March 31, 2018
1 Changes in Present Value of Obligation		
Present value of obligation as at the beginning of the year	89,09,182	70,06,056
Interest Cost	6,23,643	4,90,424
Current service cost	43,90,756	38,82,930
Actuarial gain/(loss) on obligations	(38,49,219)	(23,72,194)
Benefits paid	-	(98,034)
Present value of obligations at the end of the year	1,00,74,362	89,09,182
2 Changes in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Benefits Paid	-	-
Actuarial gain/(loss) on plan assets	-	-
Fair value of plan assets at the end of the year	-	-
3 Liability Recognised in Balance Sheet		
Present value of obligation as at the end of the year	1,00,74,362	89,09,182
Fair value of plan assets at the end of the year	-	-
Funded Status	1,00,74,362	89,09,182
Net asset/(liability) recognised in balance sheet	1,00,74,362	89,09,182
4 Bifurcation of Net Liability		
Current Liability (Short-term)	-	-
Non - Current Liability (Long-term)	1,00,74,362	89,09,182
Net Liability	1,00,74,362	89,09,182
5 Expenses Recognised in Statement of Profit & Loss		
Current service cost	43,90,756	38,82,930
Past Service Cost	-	-
Interest Cost	6,23,643	4,90,424
Expected Return on plan assets	-	-
Expenses recognised in the Income Statement	50,14,399	43,73,354
Other Comprehensive Income		
Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
Actuarial gain/(loss) on Obligations - Change in Financial assumptions	(7,69,872)	(11,13,865)
Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(30,79,347)	(12,58,330)
Total Actuarial gain/ (loss) on obligations	(38,49,219)	(23,72,195)
Actuarial gain/ (loss) on Plan assets	-	-
Total Other Comprehensive Income	(38,49,219)	(23,72,195)
Assumptions		
Discount	7.63%	7%
Escalation	7%	6%

39 Previous year figures have been regrouped and reclassified wherever necessary to conform to the current year's classification

Form No. SH – 13

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies
(Share Capital and Debentures) Rules, 2014]

To

B2B SOFTWARE TECHNOLOGIES LIMITED,

3rd& 4th Floor, AVR Towers, 6 – 3 – 1112,

Behind West Side Showroom, Near Somajiguda,

Begumpet, Hyderabad – 500016

I / We _____ the holder (s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No (s)	Distinctive No (s)

(1) PARTICULARS OF NOMINEE/S:-

(a) Name:

(b) Date of Birth:

(c) Father's / Mother's / Spouse's Name:

(d) Occupation:

(e) Nationality:

(f) Address:

(g) Email id:

(h) Relationship with the Security holder:

(2) IN CASE NOMINEE IS A MINOR:-

(a) Date of Birth:

(b) Date of attaining majority

(c) Name of Guardian:

(d) Address of Guardian:

Name:

Address:

Name(s) of the Security Holder(s):

Signature:

Signature of Witness with Name and Address

Cancellation or Variation of Nomination

[Pursuant to sub-section (3) of Section 72 of the Companies Act, 2013 and rule 19 (9) of the Companies (Share Capital and Debentures) Rules, 2014]

To

B2B SOFTWARE TECHNOLOGIES LIMITED,
3rd& 4th Floor, AVR Towers, 6 – 3 – 1112,
Behind West Side Showroom, Near Somajiguda,
Begumpet, Hyderabad – 500016

I / We hereby cancel the nomination(s) made by me / us in favour of _____ (name and address of the nominee) in respect of the below mentioned securities.

OR

I / We hereby nominate the following person in place of _____ as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is cancelled / varied)

Nature of Securities	Folio No.	No. of Securities	Certificate No (s)	Distinctive No (s)

(1) PARTICULARS OF THE NEW NOMINEE-

- i. Name:
- ii. Date of Birth:
- iii. Father's / Mother's / Spouse's Name:
- iv. Occupation:
- v. Nationality:
- vi. Address:
- vii. Email id:
- viii. Relationship with the Security holder:

(2) IN CASE NOMINEE IS A MINOR:-

- (a) Date of Birth:
- (b) Date of attaining majority
- (c) Name of Guardian:
- (d) Address of Guardian:

Signature:

Name(s) of the Security Holder(s):

Signature of Witness with Name and Address

B2B SOFTWARE TECHNOLOGIES LIMITED,

Registered Office: 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016. Tel: 040 – 23372522, 23375926 Fax: 040 – 233223285
Email ID – investorservice@b2bsofttech.com, Website: www.b2bsofttech.com
CIN : L72200TG1994PL018351

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP DULY COMPLETED WITHOUT FAIL AND
HAND IT OVER AT THE ENTRANCE FOR OBTAINING ENTRY PASS

I / We hereby record my / our presence at the 25th Annual General Meeting of B2B SOFTWARE TECHNOLOGIES LIMITED held at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 on Monday the 30th of September, 2019 at 11.00 A.M.

Name of the Shareholder: _____

Folio No. / Client ID / DP ID: _____

Name of the proxy / representative, if any: _____

I certify that I am a registered Shareholder / Proxy for the Shareholder of the Company .

Signature of the Shareholder / Proxy

- Notes:
1. Attendance slip which is not complete in all respects shall not be accepted.
 2. The registration counter will remain open between 10.00 A.M to 11.00 A. M.
 3. Joint Shareholders may obtain additional attendance slip on request.



MGT – 11
PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

B2B SOFTWARE TECHNOLOGIES LIMITED,

Registered Office: 3rd & 4th Floor, AVR Towers, 6-3-1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad-500016
Tel: 040 – 23372522, 23375926 Fax: 040 – 233223285
Email ID – investorservice@b2bsofttech.com, Website: www.b2bsofttech.com
CIN : L72200TG1994PL018351

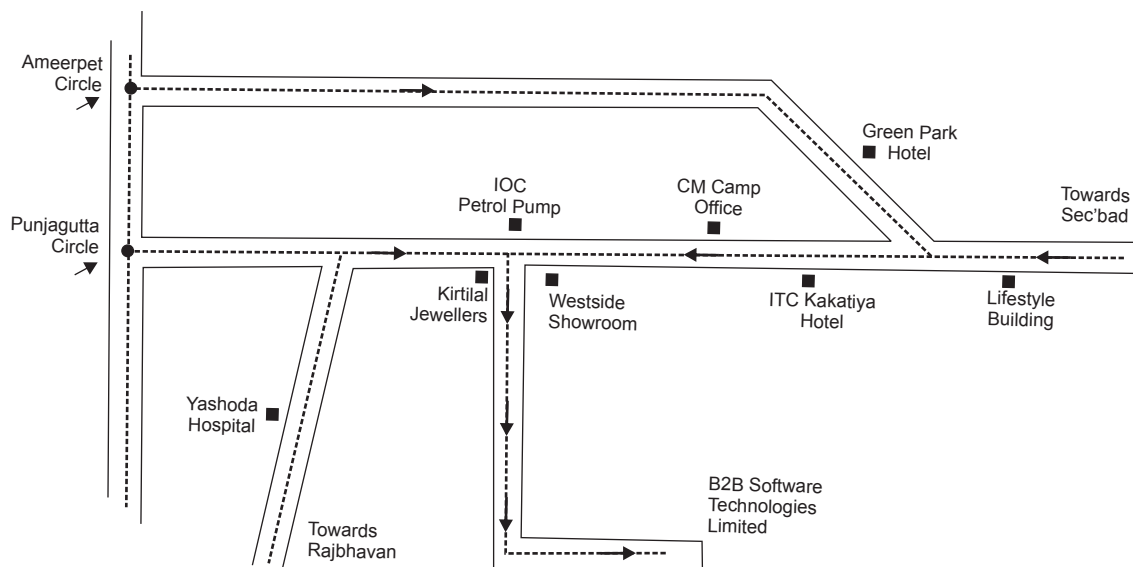
Name (s) of the Member (s)	
Registered Address	
Email ID	
Folio No. / Client ID	
DP ID	

I / We being the member (s) of _____ shares of the above named Company, hereby appoint

1.	Name	
	Address	
	E-mail ID	
	Signature	or failing him
2.	Name	
	Address	
	E-mail ID	
	Signature	or failing him
3.	Name	
	Address	
	E-mail ID	
	Signature	or failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General Meeting of the Company to be held on the Monday the 30th of September, 2019 at 11.00 a.m., at 3rd & 4th Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Route Map:



Resolution No.	Resolution	For	Against
1	Adoption of Financial Statements for the year ended 31st March, 2019 along with the Report of Board of Directors and Auditors thereon		
2	Re-appointment Dr.Yaramati Satyanarayana(DIN 00360679) as a Director who retires by rotation and being eligible seeks his re appointment		
3	Re-appointment of M/s Umamaheswara Rao & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of 25th Annual General Meeting till the conclusion of 28th Annual General Meeting at a remuneration as may be decided by the Board of Directors.		
Special Business:			
4	Appointment of Mr. CHODE SURESH (DIN 03473921) as a Director		
5	Re-appointment of Ms.RAJESWARI IMMANI(DIN 07127791) as an Independent Director		

Signed this _____ day of _____, 2019

Signature of the Shareholder:

Signature of the Proxy holder(s):

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix
Re. 1/-
Revenue
Stamp

Regd. Post / Courier



B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES

6-3-1112, 3rd & 4th Floor, AVR Tower,
Behind Westside Showroom, Near Somajiguda Circle,
Begumpet, Hyderabad - 500 016. TELANGANA, INDIA.
E- investorservice@b2bsoftech.com
Ph.: 040 - 23372522, 2337 5926. Fax: 040 - 23322385

CIN : L72200TG1994PLC018351

www.b2bsoftech.com