

01.10.2015  
Hyderabad

To

C. Subramanian,  
DCS – CRD,  
**The Bombay Stock Exchange Limited**  
Phirozee Jeejhoboy Towers,  
Dalal Street, Mumbai – 400001

Dear Sir,

Sub: Outcome of the 21<sup>st</sup> Annual General Meeting and Results of e-Voting  
and Poll at the AGM

Ref: B2B SOFTWARE TECHNOLOGIES LIMITED, Stock Code – 531268

This is to inform you that the following resolutions as set out in the Notice convening the 21<sup>st</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015 the members have accorded their approval with requisite majority through e-Voting facility and Ballot conducted at the AGM:

1. Adopted and approved the Standalone and Consolidated Financial Statements including the Balance Sheet for the year ended 31<sup>st</sup> March, 2015 and the Profit and Loss Account as on that date and the Cash Flow Statement as on that date as along with the relevant schedules and the Directors Report and Auditors Report thereon.
2. Approved the re appointment of Dr. Murthy Mutyala as Director of the Company liable to retire by rotation.
3. Approved the re appointment of Dr. Ram Nemani as Director of the Company liable to retire by rotation.
4. Ratified the appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of 20<sup>th</sup> Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting at such remuneration as may be fixed by the Board of Directors.



5. Appointment of Ms. Rajeswari Immani as an Independent Director not liable to retire by rotation
6. Authorisation to the Board of Directors for entering into related party transactions with GeniusDoc under the provisions of Section 188 of the Companies Act, 2013

Consolidated Report issued by the Scrutinizer Mr. D. S. M. Ram of DSMR & Associates, Practicing Company Secretaries on the e-Voting and Ballot conducted is enclosed.

This is for your information and record.

Thanking you,

Yours faithfully  
For B2B SOFTWARE TECHNOLOGIES LIMITED



V. BALA SUBRAMANYAM  
Executive Director  
DIN: 06399503





To

The Chairman,  
B2B SOFTWARE TECHNOLOGIES LIMITED,  
6-3-1112, 3<sup>rd</sup> & 4<sup>th</sup> Floor, AVR Tower,  
Behind Westside Showroom,  
Near Somajiguda Circle,  
Begumpet, Hyderabad – 500016

Scrutinizers Report pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – Remote E-voting and Ballot or Polling Paper at the 21<sup>st</sup> Annual General Meeting of B2B SOFTWARE TECHNOLOGIES LIMITED held on 30<sup>th</sup> September, 2015.

1. Appointment as Scrutinizer :

I, DSM Ram, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of B2B Software Technologies Limited for the remote e-voting and Ballot to be conducted at the 21<sup>st</sup> Annual General Meeting (AGM) of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at the registered office of the Company at 3<sup>rd</sup> & 4<sup>th</sup> Floor, AVR Towers, 6-3-1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad– 500016 at 11.00 a.m.

2. Cut-off Date:

The voting rights were reckoned as on 23<sup>rd</sup> September, 2015 being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.

3. Remote E-voting:

Agency: The Company has appointed M/s. Central Depository Services (India) Limited (CDSL) as the agency for providing the remote e-voting platform.

Remote E-voting: Remote E-voting platform was open from 9 am (IST) on 26<sup>th</sup> September, 2015 to 5 pm (IST) on 29<sup>th</sup> September, 2015 and members were required to cast their votes electronically conveying their assent or dissent in respect of the 5 Ordinary Resolutions and 1 Special Resolution, on the e-voting platform provided by CDSL.

Place: Hyderabad  
Date: 01.10.2015



For DSMR & Associates  
Company Secretaries

  
D S M Ram  
Proprietor  
CP No. 4239

## 4. Voting at the AGM:

The Company has made arrangements for voting by Ballot paper at the venue of the AGM. The Company's management is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-voting and Resolutions contained in the Notice dated 14<sup>th</sup> August, 2015 to the shareholders of the Company.

As a scrutinizer my role in the E-voting process is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on E-voting of shareholders of the Company and the reports generated from the E-voting system provided by Central Depository Services (India) Limited and also for the ballot paper.

## 5. Counting Process:

As soon as the Chairman announced, the conducting of the Ballot paper I have locked the empty polling box in the presence of two witnesses. After completion of the Voting by ballot I unlocked the polling box in the presence of two witnesses.

I unblocked the remote E-voting results on the CDSL E-voting platform before the same two witnesses who are not in employment of the company and downloaded the e-voting results.

Two shareholders who have casted their votes in the remote e-voting platform have also attended the AGM and their voting was not considered in the ballot process conducted at the venue of AGM.

## 6. Results:

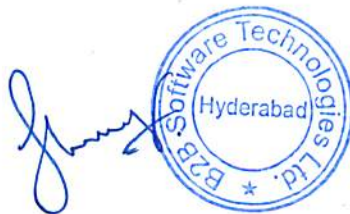
I observed that:

- a) 13 Members had cast their votes through remote e-voting
- b) 20 Members have cast their votes through Poll.

The consolidated results with respect to each item of the agenda as set out in the Notice of 21<sup>st</sup> AGM dated 14<sup>th</sup> August, 2015 is enclosed.

Based on the aforesaid results 5 Ordinary Resolutions and 1 Special Resolution as set out in the Notice of 21<sup>st</sup> AGM dated 14<sup>th</sup> August, 2015 have been passed with requisite majority.

Place: Hyderabad  
Date: 01.10.2015



For DSMR & Associates  
Company Secretaries



Witnesses:

1. *Reena Singh*  
(Reena Singh)

2. *T. Kiran*  
(T. Kirankumar)



**CONSOLIDATED RESULTS**

**Item No. 1 – Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015.**

	Remote E-voting (Members only)	Poll Paper (Members / Proxy) at AGM	Total	Remote E-voting (Members only)	Poll Paper (Members / Proxy) at AGM	Total	%
No of votes cast in favour	12	20	32	3,562,520	73,960	3,636,480	100
No of votes cast against	1	NIL	1	1	NIL	1	NIL
No of votes abstained	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of votes invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated 14<sup>th</sup> August, 2015 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 01.10.2015



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



**CONSOLIDATED RESULTS****Item No. 2 – Appointment of Dr. Murthy Mutyala as a Director liable to retire by rotation**

	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	%
No of votes cast in favour	12	20	32	3,562,520	73,960	3,636,480	100
No of votes cast against	1	NIL	1	1	NIL	1	NIL
No of votes abstained	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of votes invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated 14<sup>th</sup> August, 2015 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 01.10.2015



*D. Sri Manikya Ram*  
D S M Ram  
Proprietor  
C. P. No. 4239



**CONSOLIDATED RESULTS****Item No. 3 – Appointment of Dr. Ram Nemani as a Director liable to retire by rotation**

	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	%
No of votes cast in favour	7	20	27	60	73,960	74,020	100
No of votes cast against	1	NIL	1	1	NIL	1	NIL
No of votes abstained	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of votes invalid	5	NIL	5	3,562,460	NIL	3,562,460	NIL

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated 14<sup>th</sup> August, 2015 has been passed with requisite majority.

Invalid votes consists the votes of promoters, who are interested in the said resolution and have casted 'For' the Resolution.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 01.10.2015



*D. Sri Manikya Ram*  
D S M Ram  
Proprietor  
C. P. No. 4239





**CONSOLIDATED RESULTS**

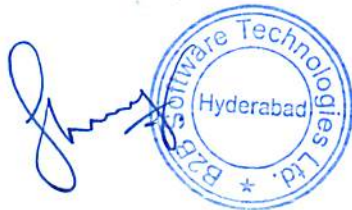
**Item No. 4 – Ratification of Appointment of M/s. Umamaheswara Rao & Co., Chartered Accountants as Statutory Auditors**

	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	%
No of votes cast in favour	12	20	32	3,562,520	73,960	3,636,480	100
No of votes cast against	1	NIL	1	1	NIL	1	NIL
No of votes abstained	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of votes invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated 14<sup>th</sup> August, 2015 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 01.10.2015



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



### CONSOLIDATED RESULTS

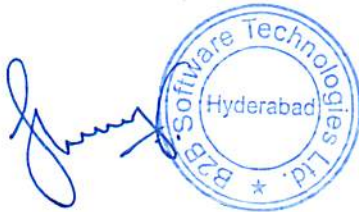
**Item No. 5** – Appointment of Ms. Rajeswari Immani (DIN 07127791) as an Independent Director of the Company to hold office for a period upto 27<sup>th</sup> March, 2020 not liable to retire by rotation:

	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	%
No of votes cast in favour	12	20	32	3,562,520	73,960	3,636,480	100
No of votes cast against	1	NIL	1	1	NIL	1	NIL
No of votes abstained	NIL	NIL	NIL	NIL	NIL	NIL	NIL
No of votes invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 5 of the AGM Notice of the Company dated 14<sup>th</sup> August, 2015 has been passed with requisite majority.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 01.10.2015



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

**CONSOLIDATED RESULTS**

**Item No. 6** – Approval for renewal of the contract to be entered into with GeniusDoc for provision of the services relating to product development and resource allocation with effect from 1<sup>st</sup> January, 2016 under Section 188 of the Act.

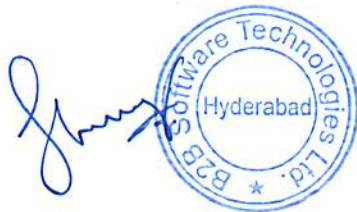
	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	Remote E-voting (Members only)	Poll Paper (Members/Proxy) at AGM	Total	%
No of votes cast in favour	7	20	27	60	73,960	74,020	100
No of votes cast against	1	NIL	1	1	NIL	1	NIL
No of votes abstained	5	NIL	5	3,562,460	NIL	3,562,460	NIL
No of votes invalid	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Based on the aforesaid results, Special Resolution as contained in Item No.6 of the AGM Notice of the Company dated 14<sup>th</sup> August, 2015 has been passed with requisite majority.

Abstained votes consist the votes of promoters, who are interested in the said resolution and have not casted their votes.

For DSMR & Associates  
Company Secretaries

Place: Hyderabad  
Date: 01.10.2015



*D. Sri Manikya Ram*  
D S M Ram  
Proprietor  
C. P. No. 4239