

To,
The Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Date- 18th September 2025

USA

Scrip Code: 531268
ISIN: INE151B01011

Subject: Submission of Corrigendum to Notice of the 31st Annual General Meeting – B2B Software Technologies Limited (Scrip Code: 531268, ISIN: INE151B01011)

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we had submitted the Notice convening the 31st Annual General Meeting (AGM) of B2B Software Technologies Limited, scheduled to be held on Monday, 29th September 2025 at 10:30 A.M. IST through Video Conferencing (VC) on 7th September 2025.

Subsequently, upon internal review, it has come to our attention that certain inadvertent errors and omissions were noticed in the AGM Notice, which require correction and clarification. Accordingly, we are submitting herewith a Corrigendum to the Notice of the 31st AGM. We wish to clarify that there has been no alteration to the audited financials, the date, time, mode (VC), and agenda items of the Annual General Meeting.

This Corrigendum is being issued solely to rectify the identified inaccuracies in the original AGM Notice and should be read in conjunction with the same. The Corrigendum to the AGM Notice is also available on the Company's website www.b2bsoftech.com for the reference of shareholders and stakeholders.

We regret any inconvenience caused and request you to kindly take the Corrigendum on record and update the same on the BSE website for the benefit of all stakeholders.

Thanking you,
Yours Faithfully

For **B2B SOFTWARE TECHNOLOGIES LIMITED**

VANAPALLI
BALA
SUBRAMANYAM
AM

Digitally signed by
VANAPALLI BALA
SUBRAMANYAM
Date: 2025.09.18
17:28:00 +05'30'

BALA SUBRAMANYAM VANAPALLI

Executive Director
DIN: 06399503

B2B SOFTWARE TECHNOLOGIES LIMITED

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

NOTICE

Notice is hereby given that 31st Annual General Meeting (AGM) of Members of **B2B SOFTWARE TECHNOLOGIES LIMITED** will be held on Monday the 29th September 2025 at 10:30 IST through Video Conferencing ('VC') / other audio-visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:**ITEM NO. 1 –ADOPTION OF STANDALONE FINANCIAL STATEMENTS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, including audited balance sheet as of March 31, 2025, and the reports of the Board of Directors and Auditor's thereon and in this regard, pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

ITEM NO. 2 –ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditor's thereon and in this regard pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of the Auditor's thereon as circulated to the Members be and are hereby received, considered and adopted."

ITEM NO.3 - RE-APPOINTMENT OF MRS. PARVATHA SAMANTHA REDDY (DIN- 00141961) AS DIRECTOR

3. To re-appoint Mrs. Parvatha Samantha Reddy (DIN- 00141961), who retires by rotation and being eligible, offers herself for re-appointment, as a director and in this regard pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 Mrs. Parvatha Samantha Reddy (DIN- 00141961) who retires by rotation at this meeting and being eligible has offered herself for re-appointment be and is hereby re-appointed as director of the Company liable to retire by rotation."

ITEM NO.4 - APPOINTMENT OF M/S. M V VIJAYA KUMAR & CO., (F.R.NO.007890S) CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS

4. To consider and approve the appointment of M/s. M V Vijaya Kumar & Co., (F.R.No.007890S) as the Statutory Auditors of the Company and in this regard pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, M/s. M V Vijaya Kumar & Co., (Firm Registration Number.007890S) Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Jawahar & Associates, Chartered Accountants to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting, at such remuneration as may be fixed by the Board of Directors upon the recommendation of the Audit Committee."



RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

SPECIAL BUSINESS:

ITEM NO.5- TO APPROVE ENTERING INTO A MATERIAL RELATED PARTY TRANSACTION WITH ANTELOPE VALLEY CANCER CENTER, USA, IN COLLABORATION WITH GENIUSDOC

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the members be and is hereby accorded to enter into a strategic agreement with Antelope Valley Cancer Center, Palmdale, California, USA—a clinic owned and operated by Dr. Ram Chandra Rao Nemani, Promoter and CEO of the Company—in collaboration with GeniusDoc, for executing oncology-focused AI and digital transformation projects.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby severally authorised to finalize, sign, execute and deliver all necessary agreements, contracts, and documents and to do all such acts, deeds and things as may be required or deemed necessary or incidental in this regard, including making necessary disclosures to the stock exchanges and shareholders, to give effect to the foregoing resolution.”

ITEM NO. 6- APPOINTMENT OF M/S DSMR AND ASSOCIATES PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS

6. To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration Managerial Personnel) Rules 2014 read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and approval of Board of Directors of the Company M/s. DSMR and Associates a firm of Practicing Company Secretaries be and is hereby appointed as Secretarial Auditors of the Company for a term of five consecutive financial years commencing from financial year 2025-26 at such remuneration as may be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of Audit Committee be and are hereby authorised to finalise and fix the remuneration of the Secretarial Auditor as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 7 –TO APPROVE MODIFICATION IN THE TERMS OF APPOINTMENT OF MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503) TO INCLUDE PERQUISITES AND ESOP GRANTS

To consider and, if thought fit, to pass the following resolution, with or without modification, as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including any statutory modifications or re-enactments thereof for the time being in force, and subject to such approvals, consents and permissions as may be necessary, consent of the members be and is hereby accorded to:

(i) modify the terms and conditions of appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503), Executive Director of the Company, as approved at the 29th Annual General Meeting held on 29th September 2023, to expressly include:

- provision of perquisites including use of car, expenses on fuel, mobile, landline and internet facilities, in accordance with the policy of the Company; and
- eligibility for the grant of stock options under the Company’s Employee Stock Option Scheme (“ESOP Scheme”), including:
 - 19,440 stock options for FY 2024–25, and
 - 5,371 stock options for FY 2025–26,

as may be approved by the Nomination and Remuneration Committee, the Board and, where applicable, the shareholders from time to time.

RESOLVED FURTHER THAT except for the modifications stated herein, all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all necessary steps, file requisite forms/returns with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution.”

ITEM NO. 8- APPROVE THE PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2024-2025:

8. To consider and, if thought fit, to pass the following resolution, with or without modification, as Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the authorization granted by the members in the Annual General Meeting held on 29th September, 2023 at the time of re-appointment of Mr. Bala Subramanyam Vanapalli Whole-time Director (DIN: 06399503) and as recommended by the members of the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of performance bonus of an amount of Rs. 20,87,455/- (Twenty Lakhs Eighty-Seven Thousand Four Hundred Fifty Five Only)/- to Mr. Bala Subramanyam Vanapalli, Whole-time Director (DIN: 06399503) of the Company for the Financial Year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, matters and things as may be necessary to give effect of the above resolution.”

ITEM NO. 9- APPOINTMENT OF DR. AVINASH YARAMATI (DIN: 09804102) AS A NON- EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY (LIABLE TO BE RETIRE BY ROTATION)

9. To Consider, and if thought fit, to pass the following Resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 152 ,161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, , and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Articles of Association of the Company including any statutory modification(s) thereto or re-enactment thereof for the time being in force, Dr. Avinash Yaramati (DIN: 09804102), who was appointed as an Additional Director of the Company with effect from July 12th 2025 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Nomination and Remuneration Committee and Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to retire by rotation.

“RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

ITEM NO.10 -TO APPROVE THE CONTINUATION OF MATERIAL RELATED PARTY TRANSACTIONS

10. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called “the Listing Regulations”), and all applicable provisions of the Companies Act, 2013 and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company’s Policy on Related Party Transactions, and pursuant to the recommendations of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to continue agreement with Genius docs for providing services relating to product development and resource allocation.

RESOLVED FURTHER THAT the Board of Director of the Company or Company Secretary be and are hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

By order of the Board
For **B2B SOFTWARE TECHNOLOGIES LIMITED**

Date: 12th August, 2025

Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
(DIN: 06399503)

Registered Office
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, Behind West Side Showroom, Near Somajiguda Circle, Begumpet,
Hyderabad – 500016.
CIN: L72200TG1994PLC0
Website: www.b2bsoftech.com/
Email id: investorservice@b2bsoftech.com
Telephone: 040 – 23372522, 23375926,
Fax: 040 –233223285

NOTES:

- a. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”) the Company is convening the 31st AGM through Video Conferencing (‘VC’)/Other Audio Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (‘SEBI’), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (‘SEBI Circulars’) and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’). In compliance with the provisions of the Companies Act, 2013 (‘the Act’), the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Monday, 29th September 2025 at 10.30 a.m., through Video Conferencing (VC) /OAVM.IST. The deemed venue for the AGM will be the Registered Office of the Company. The Members are therefore requested not to visit the Registered Office to attend the AGM.
- b. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.
- c. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for certain businesses set out in the Notice is annexed hereto.
- d. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re-appointment or variation in terms of remuneration, is provided as part of this Notice. The Company has received the requisite consents/declarations for the appointment / re-appointment under the Act and the rules made there under.
- e. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 09 December 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- f. The Company has appointed Mr. D.S.M. Ram, Proprietor of M/s. DSMR & Associates (C.P. No. 4239) Company Secretary in Practice as the scrutinizer for scrutinizing the entire e- voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
- g. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are

allowed to attend the AGM without restriction on account of first come first serve basis.

- h. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / list of Beneficial Owner maintained by National Securities Depository Limited ("NSDL") and CDSL (NSDL and CDSL collectively referred as "Depositories") as on the cut-off date i.e. Monday, September 22, 2025 ("cut-off date").
- i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- j. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM., The Proxy Form as well as the Attendance Slip are, therefore, not annexed to this Notice.
- k. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on the cut- off date shall also follow the procedure stated herein.

A person who is not a Member, as on cut-off date should treat this Notice for information purposes only.

- l. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
- m. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from April 1, 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
- n. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Monday, September 29, 2025. Members seeking to inspect such documents are requested to write to the Company at investorservice@b2bsofttech.com.
- o. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.b2bsofttech.com and on the website of the Company's Registrar and Transfer Agents, www.cilsecurities.com It may be noted that any service request can be processed only after the folio is KYC Compliant.
- p. Members desiring any information on the Accounts are requested to write to the Company at least one week (7 days) before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.

Electronic Dispatch of Annual Report and Process for Registration of e-mail id:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made there under and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith),

and such statements including the Notice of the AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 31st AGM and the Annual Report 2024-25 are also available on the Company's website <https://b2bsofttech.com> website of the Stock exchanges i.e. BSE Limited: www.bseindia.com. The Notice is also disseminated on the website of CDSL (agency providing the remote e-voting facility and e-voting during the AGM) at www.evotingindia.com.

For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, Members may register the email IDs using the facility provided by the Company through the following link available on its website: <https://www.cilsecurities.com>.

Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form.

IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Nonavailability of the same will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI circular. These frozen folios will be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025

- q. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Registrar and Transfer Agent ('RTA') at www.cilsecurities.com. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
- r. 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. Investor Grievance Redressal: The Company has designated an e-mail ID i.e. investorservice@b2bsofttech.com to enable the investors to register their complaints/send correspondence, if any.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on **Friday, the 26th day of September, 2025 at 9.00 A.M and ends on Sunday 28th day of September, 2025 at 5.00 P.M.** 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 **22nd September 2025** cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.

For Shareholders holding shares in Demat Form other than individual 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"> ● Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
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 (v).

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:
 - vi. After entering these details appropriately, click on "SUBMIT" tab.
 - vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- viii. For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- ix. Click on the EVSN of B2B Software Technologies Limited.
- x. On the voting page, you will see “RESOLUTION 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv. If a 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.

xvi. Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. evoting@cdslindia.com.
- After receiving the login details a 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 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.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservice@b2bsofttech.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask at least questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservice@b2bsoftech.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservice@b2bsoftech.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

Declaration of Results:

1. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
2. Based on the scrutinizer's report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
3. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at <https://b2bsoftech.com> and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

For ease of participation by Members, provided below are key details regarding the AGM for reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the AGM and for participation through VC/OAVM	https://emeeting.cdslindia.com/
2.	Email communication for sending AGM queries and speaker registration	investorservice@b2bsofttech.com
3.	Link for remote e-voting	CDSL e-Voting portal – evoting.cdslindia.com
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeeting.cdslindia.com/ by using the remote e-voting credentials. Please refer the instructions provided in the Notice
5	Helpline number for VC participation and e-voting	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43 Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 and 1800 224 430
6	Cut-off date for e-voting	Monday, September 22, 2025
7	Time period for remote e-voting	Friday, the 26 th day of September, 2025 at 9.00 A.M and ends on Sunday 28th day of September, 2025 at 5.00 P.M
8.	Registrar and Transfer Agent - Contact details	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500001 Phone: +91-40-23203155 / 23203156 Email: rta@cilsecurities.com
9.	B2B Software Technologies Limited– Contact details	Mr. N. Bala Raju Manager – Admin & Commercial B2B Software Technologies Limited 6-3-1112, 3rd Floor, AVR Tower, Behind Westside Showroom, Begumpet, Hyderabad – 500 016 Telangana Phone: 040 - 2337 2522 Fax: 040 – 2332 2385 E-Mail: investorservice@b2bsofttech.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM NO. 4- APPOINTMENT OF STATUTORY AUDITOR**

M/s. Jawahar and Associates, Chartered Accountants (Firm Registration No. 0012815), have tendered their resignation as the Statutory Auditors of the Company with effect from August 12, 2025, due to their preoccupations. There is no other material reason for their resignation.

In view of the casual vacancy arising from their resignation and pursuant to Section 139(8) of the Companies Act, 2013, the Audit Committee and the Board of Directors, at their respective meetings held on August 12, 2025, have recommended the appointment of **M/s. M V Vijaya Kumar & Co., Chartered Accountants** (Firm Registration No. 004703S), as the Statutory Auditors of the Company.

M/s. M V Vijaya Kumar & Co. is a peer-reviewed firm registered with the Institute of Chartered Accountants of India (ICAI) and has substantial experience in statutory audits, tax audits, and advisory services for listed companies and large corporates.

It is proposed that M/s. M V Vijaya Kumar & Co. be appointed as Statutory Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors from time to time.

There shall be no material change in the audit fee payable to the new auditors compared to the fee paid to the previous auditors.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

ITEM NO.5- TO APPROVE A MATERIAL RELATED PARTY TRANSACTION FOR LAUNCHING THE EMERGING TECHNOLOGIES DIVISION

Based on the recommendations of the Audit Committee and the Board of Directors in their meeting held on 12th August, 2025 the Company is proposing to enter into a strategic agreement with Antelope Valley Cancer Center (AVCC), Palmdale, California, USA, which is owned and operated by Dr. Ramachandra Rao Nemani, who is also the Promoter and CEO of the Company. The agreement will be executed in collaboration with GeniusDoc, a related entity linked to the Promoter Group.

Transaction Overview:

- **Client:** Antelope Valley Cancer Center (AVCC), USA
- **Collaborator:** GeniusDoc
- **Project Scope:** Development and integration of 20 AI-based modules in four phases for oncology AI and digital transformation

As this is a transaction with related parties and the value exceeds the thresholds prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(1) of the SEBI (LODR) Regulations, 2015, prior approval of the shareholders by way of an ordinary resolution is required.

Except Dr. Ramachandra Nemani, CEO, and Mr. Sunil Nemani, CFO, and their relatives, no other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the said resolution.

The particulars of the transaction pursuant to para 3 of Explanation (1) Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr. No.	Particulars	Description
1	Name of the related party	Antelope Valley Cancer Center, Palmdale, CA, USA Genius Docs INC. USA
2	Name of the director or key managerial personnel who is related Nature of relationship	Dr. Ramachandra Rao Nemani Mr. Sunil Nemani
3	Nature of relationship	- Dr. Ramachandra Rao Nemani is the Promoter and CEO of B2B Software Technologies Limited and owner/operator of Antelope Valley Cancer Center. - Mr. Sunil Nemani, Director of Genius Doc Inc., is the Son of Dr. Ramachandra Rao Nemani.
3	Type of the proposed transaction	Incorporating AI Technologies & Agentic Chatbots into Oncology Practice
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Proposal to enter into a strategic agreement with Antelope Valley Cancer Center, in collaboration with GeniusDoc, for development and integration of 20 AI-based modules in four phases.
5	Tenure of the transaction	5 years
6	Value of the proposed transaction	USD 1,000,000 equivalent to approximately INR 8.65 crores Potential for enhancement: Upto USD 1,500,000 based on additional technological advancements, if required, based on successful and timely execution of the deliverables.
7.	Benefits of the proposed transaction	The proposed transaction will strengthen the Company's financials through assured revenues of USD 1 million over five years (scalable up to USD 1.5 million), enhance its international presence, and establish domain expertise in healthcare technology. It will also demonstrate the Company's capabilities in AI and digital solutions, ensure long-term revenue visibility, and create value for shareholders.
8.	Any other information relevant to or important for the members to make a decision on the proposed transaction:	No other director or key managerial personnel, except Dr. Ramachandra Rao Nemani, CEO being the owner of Antelope Valley Cancer Center and Mr. Sunil Nemani, Director of Genius Doc, are interested in or concerned with the resolution.

ITEM NO.6- APPOINTMENT OF M/S DSMR AND ASSOCIATES PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other

prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company. Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment M/s DSMR & Associates Practicing Company Secretaries as the Secretarial Auditors, of the Company for a period of five years, commencing from financial year 2025-26 to financial year 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of Members as an Ordinary Resolution.

ITEM NO. 7 - MODIFICATION IN THE TERMS OF APPOINTMENT AND APPROVAL OF REMUNERATION PAYABLE TO MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503)

The Board of Directors of the Company, at its meeting held on 12th August, 2025, based on the recommendations of the Nomination and Remuneration Committee, considered the proposal to modify the terms of appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503), Executive Director, as earlier approved by the members at the 29th Annual General Meeting held on 29th September, 2023.

The proposed modifications include:

- i) Provision of perquisites such as use of car, expenses on fuel, mobile, landline and internet facilities, in line with the policy of the Company; and
- ii) Express inclusion of eligibility for stock options under the Company's Employee Stock Option Scheme ("ESOP Scheme"), including 19,440 stock options for FY 2024-25 and 5,371 stock options for FY 2025-26.

As per Section II of Part II of Schedule V of the Companies Act, 2013, where a company has no or inadequate profits, remuneration payable to managerial personnel is subject to the maximum limits linked to its effective capital. Based on the Company's effective capital of Rs. 4.54 crores as on 31st March, 2025, the maximum permissible yearly remuneration is Rs. 60 lakhs.

Further, in terms of SEBI (SBEBSE) Regulations, 2021, approval of shareholders is required for grant of stock options to executive directors.

Accordingly, the resolution at Item No. 7 seeks member approval by way of Special Resolution for modification in terms of appointment of Mr. Vanapalli to include perquisites and ESOP eligibility.

Additional Information as required under Provison to Section II of Schedule V:

I. General Information:

1. *Nature of Industry: - Software*
2. *Date of expected date of commencement of Commercial Production: The company has started its software operations during the year 2000.*
3. *In case of new companies, expected date of commencement of activities as per project approved by Financials Institutions appearing in the prospectus: Not applicable.*
4. *Financial performance based on given indicators:*

Financial Performance during the past three years:

Particulars	2023-2024	2022-2023	2021-2022
Turnover	13,92,32,370	13,40,06,609	14,55,30,222
Net Profit/ Loss	1,71,85,809	2,15,99,409	2,86,74,318

Export Performance and net foreign exchange earnings during the past three years:

Particulars	2023-2024	2022-2023	2021-2022
Export Earnings	6,24,66,265	6,98,37,622	7,52,72,297

(5) Foreign Investment or collaborations, If any: The Company has investment from NRI shareholders who belong to the Promoter and Promoter Group.

II. Information about the appointee:

- (1) Background details:
He holds a master's degree in industrial engineering and management. He has over more than 26 years of experience with over more than 15 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 Ons Certified by Microsoft for Domestic and International markets.
- (2) Past remuneration: Rs. 30,00,000/- per annum as Remuneration and Rs.3,38,184/- as perquisites and performance Bonus Rs.20,87,455/-, Subject to approval of members in ensuing AGM, as the executive Director of the Company for the Financial year 2024-2025.
- (3) Recognition or awards:
 - * Completed 15 full cycle MS Dynamics implementations.
 - * Completed 2 Add-Ons development on "MS Dynamics (AX)" (Quality and Plant Maintenance)
 - * Completed 1 Vertical development on "MS Dynamics (AX)" (Tower Manufacturing).
 - * Completed 4 Verticals development on "MS Dynamics (NAV)" (Apparel, Construction, Printing and Tower Manufacturing).
 - * Completed 2 Add-Ons development on "MS Dynamics (NAV)" (Quality and Plant maintenance).

(4) Job Profile and his suitability:

Heading the Microsoft Dynamics division and the management is confident of his capability in delivering the results for the said division. The management has proposed to revise his remuneration only after considering his suitability for the said post.

- Exposed to all phases of product rollout's including Pre Sales, Post Implementation Support and Project Management.
- Client facing responsibilities like Functional Presentations, Negotiations, Project Planning Meetings, Steering Committee Meetings, Managing Customer Expectations & Changes etc.
- Point of contact for Microsoft for Business development and Dynamics Practice like operational contact, Service Plan contact, Customer Account Manager NAV & AX, contact for all VOICE Account Issues with Administrative Rights (Partner account Manager and Partner Technology Specialist).
- Responsible for division readiness in terms of resources skills and strategical decisions on product development and Implementation.

(5) Remuneration Proposed: Rs. 30,00,000/- per annum as Remuneration and Rs.3,38,184/- as perquisites and performance Bonus Rs.20,87,455/-, Subject to approval of members in ensuing AGM, as the executive Director of the Company for the Financial year 2024-2025

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Rs.3,00,000/- per month plus perks.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Bala Subramanyam Vanapalli is not related to any of the promoters. However, prior to his appointment he has been working in the Company in different levels from July, 2004.

He does not have any other relationship directly or indirectly with the Company or relationship with the managerial personnel.

III. Other Information:

i. Reasons of loss or inadequate profits:

The Company was previously carrying out NBFC activities since from its inception till 2000. Subsequently, during the year 2000 the Company changed its objects and name to carry out the business of designing and development of software. The losses were incurred during the NBFC period are being carried forward and the profits arising out of software business are being set off against the losses. The Company does not have adequate profit to pay remuneration to the directors, Hence decided to adopt Schedule II of the Companies Act for remuneration of the Directors.

ii. Steps taken or proposed to be taken for improvement:

Development and launching of own products (certified by Microsoft) which works on Microsoft Dynamics ERP Software, The company has already started earning profits, however the same are not sufficient to compensate the Executive Director.

iii. Expected increase in productivity and profit in measurable terms:

The plans of management discussed in step 2 would help in increasing the revenues in measurable terms and the company would be able to wipe out all its accumulated losses. However, the profit earned by the Company would not be sufficient to pay the salary to the Whole Time Director as a percentage of its profits.

The Nomination and Remuneration Committee and the Board of Directors have recommended the above for members' approval.

Except for Mr. Bala Subramanyam Vanapalli and his relatives, none of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in this resolution.

The Board recommends the resolution for your approval as a Special Resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act

ITEM NO. 8- APPROVE THE PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2024-2025

Mr. Bala Subramanyam Vanapalli (DIN:06399503) was re-appointed as Whole time Director for another period of 3 years in the Annual general meeting held on 29th September 2023. One of the terms and conditions of his reappointment is payment of performance bonus based on the performance of the company.

The Board (based on the recommendation of the Nomination and Remuneration Committee), in recognition to the exemplary leadership demonstrated by Mr., Bala Subramanyam Vanapalli (DIN: 06399503) approved the Payment of Performance Bonus for an amount of Rs. 20,87,455/- for the financial year 2024-25.

Approval of Members is required by way of Special Resolution for the payment of Bonus to the Whole Time Director.

The Board of Directors recommends Resolution No. 8 for approval by members.

Except, Mr. Bala Subramanyam Vanapalli (DIN: 06399503) and his relatives no other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the said Resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

ITEM NO. 9- APPOINTMENT OF DR. AVINASH YARAMATI (DIN: 09804102) AS A NON- EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY (LIABLE TO BE RETIRE BY ROTATION)

The Board of Directors during their meeting held on 12th July, 2025, appointed Dr. Avinash Yaramati (DIN: 09804102) as an Additional Director (Category: Non-Executive and Non Independent) of the Company who shall hold the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company read with Regulation 17(1C) of SEBI LODR Regulations, the listed entity shall ensure that approval of shareholders for appointment or re appointment of a person on Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors, based on the recommendations of Nomination and Remuneration Committee, recommend passing of the above resolution as an Ordinary Resolution set out in the Item No.9 of the notice for appointment of Dr. Avinash Yaramati (DIN: 09804102) as Non-Executive and Non-Independent Director of the Company.

The Company has received the following from Dr. Avinash Yaramati (DIN: 09804102)

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules");
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that He is not disqualified under subsection (2) of Section 164 of the Act;
- (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that He has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

The Company has received notice in writing proposing his candidature under Section 160 of the Companies Act 2013.

This Explanatory Statement together with the annexure accompanying Notice may be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Except, Dr. Avinash Yaramati (DIN: 09804102) and his relatives, no other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the said resolution.

ITEM NO. 10 -APPROVE CONTINUATION OF MATERIAL RELATED PARTY TRANSACTIONS

Your company entered into an Agreement with Genius Doc initially from 1st January, 2011 to 31st December, 2015. Subsequently the agreement was renewed for a further period of five years from 1st January, 2016 to 31st December 2020 and thereafter for ten years on 13th November, 2020 through postal ballot after obtaining the statutory and regulatory approvals. Therefore, it is an ongoing agreement which is valid till 2030.

In view of the recent amendments in SEBI (LODR) Regulations, 2015 and as part of good corporate governance it is proposed to obtain the approval of members for enabling the Company to continue the agreement entered into with GeniusDoc. Since GeniusDoc is a related party and for continuing the agreement with the related party requires the approval of members as specified under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly, the company get it approved in the 38th AGM held on 26th September 2024 and proposed to the members for their approval in 31st AGM to be held on 29th September 2025. Genius Doc., Inc., USA being a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, the transaction requires the approval of members by an Ordinary Resolution pursuant to Section 188 of the Companies Act, 2013.

The particulars of the transaction pursuant to para 3 of Explanation (1) Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

SR. NO.	PARTICULARS	DESCRIPTION
1	Name of the related party	Genius Doc, Inc ., USA
2	Name of the director or key managerial personnel who is related Nature of relationship	Dr. Ramachandra Rao Nemani, CEO and Mr. Sunil Nemani, CFO are related
3	Nature of relationship	Ms. Pratima Nemani, Director of the Genius Doc Inc ., is the daughter of Dr. Ramachandra Rao Nemani and sister of Mr. Sunil Nemani.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Company desires to enter into a business relationship pursuant to which Company would develop software applications for the Client including but not limited to testing, maintenance, network and support functions as requested by the Client.
5	Any other information relevant to or important for the members to make a decision on the proposed transaction:	No other director or key managerial personnel, except Dr. Ramachandra Rao Nemani, CEO and Mr. Sunil Nemani, CFO being related to Pratima Nemani , Director of Genius Doc, are interested in or concerned with the resolution.

None of the Director, Company Secretary and their relatives are interested. However Dr. Ramachandra Rao Nemani, CEO and Mr. Sunil Nemani, CFO and their relatives are interested in the resolution. The Board recommends the resolution set forth Item No.10 for approval of members.

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:

Bala Subramanyam Vanapalli

SR. NO.	PARTICULARS	DESCRIPTION
1.	Name of the Director	Bala Subramanyam Vanapalli
2.	Category	Whole Time Director
3.	Director Identification Number (DIN)	06399503
4.	Qualification	Master's degree in industrial Instrumentation and Management
5.	Brief Profile/ Nature of expertise in specific area	He has more than 20 years of experience with over 15 years in ERP area and has been the Practice head with B2B Software Technologies Limited. He has been instrumental in steering the loss-making company into the profit zone.
6.	Date of First appointment on the Board	Appointed for a term of three years with effect from 1st October 2014 to 30th September 2017. Subsequently re-appointed for successive terms as follows: <ul style="list-style-type: none"> • 1st October 2017 to 30th September 2020 • 1st October 2020 to 30th September 2023 • 1st October 2023 to 30th September 2026
7.	Terms and conditions of appointment	It is proposed to revise the terms and conditions of his appointment, while the tenure of his current term—from 1 st October 2023 to 30 th September 2026—shall remain unchanged.
8.	Shareholding in the Company as on 31.03.2025	Nil
9.	Directorship held in other Companies	1. Stellar IT Solutions Private Limited
10.	Chairmanship/ membership of Committees of listed Companies	- B2B Software Technologies Limited Stakeholder Relationship Committee- Member

Mrs. Parvatha Samantha Reddy (DIN-00141961)

Sr.No.	Particulars	Description
1.	Name of the Director	Mrs. Parvatha Samantha Reddy
2.	Category	Non-Independent Director
3.	Director Identification Number (DIN)	00141961
4.	Education Qualification	Masters in Strategy and Leadership for Senior Executives

5.	Brief Profile/ Nature of expertise in specific area	<p>Mrs. Parvatha Samantha Reddy (DIN-00141961) is a promoter of the Company. She is graduated from London Business School in 2011 with a Sloan fellowship, Masters in Strategy and Leadership for Senior Executives. She has 25 + years of professional and entrepreneurial experience in for profit and not for profit enterprises, Large corporate and start-up companies in varied role ranging from Business strategy to financial management and product management. Mrs. Parvatha Samantha Reddy co-founded B2B Software Technologies Ltd initiated and built ground up enterprise business solutions and healthcare division.</p> <p>Mrs. Samantha was conferred the Woman Achiever award by the State of Telangana on May 8th, 2023, for outstanding achievement in Social Service / Entrepreneurship by Satyavathi Rathod, the Minister for Tribal Welfare, Women and Child Welfare of Telangana</p>
6.	Date of Birth	December 18, 1969
7.	Date of First appointment on the Board	August 26, 2024
8.	Number of Board Meeting attended during the year	2
9.	Terms and conditions of appointment	Proposed to be re-appointed as Director of the Company and liable to retire by rotation.
10.	Shareholding in the Company as on 31.03.2025	15,900 Equity Shares
11.	Details of Remuneration sought to be paid	Being a Non-Executive Director, she is entitled to sitting fees of Rs.10,000/- (Rupees Ten Thousand Only) for each Meeting of Board and Committee attended by her.
12.	Relationship between Directors inter-se/ Manager and KMPs	NIL
13.	Directorship held in other Companies	1. Ravileela Granities Limited 2. TKG Healthcare Private Limited 3. Qnext Stone Products Private Limited .
14.	Chairmanship/ membership of Committees of listed Companies	1. B2B Software Technologies Limited -Audit Committee Member - Nomination and Remuneration Committee Member -Stakeholder Committee Member. 2. Ravileela Granities Limited -Stakeholder Relationship Committee-Member

Dr. Avinash Yaramati (DIN-09804102)

SR. NO.	PARTICULARS	DESCRIPTION
1.	Name of the Director	Dr. Avinash Yaramati
2.	Category	Non-Executive Non-Independent Director
3.	Director Identification Number (DIN)	09804102
4.	Education Qualification	M.S. in General Surgery
5.	Brief Profile/ Nature of expertise in specific area	Dr. Avinash is a qualified medical professional holding an M.S. in General Surgery from Mamata Medical College and an M.B.B.S. from Mahatma Gandhi Medical College & Research Institute. He possesses extensive clinical experience, serving as Registrar in Surgical Gastroenterology at Star Hospitals, Hyderabad, and held academic roles such as Assistant Professor and Senior Resident at institutions including NIMS, Sri Manakula Vinayagar Medical College, and Gayatri Medical College, Visakhapatnam. He has also contributed to the field through paper presentations at state-level conferences and publications in peer-reviewed scientific journals.
6.	Date of Birth	July 27, 1990
7.	Date of First appointment on the Board	July 12, 2025
8.	Number of Board Meeting attended during the year	not applicable since appointed after closure of FY
9.	Terms and conditions of appointment	Proposed to be re-appointed as Director of the Company and liable to retire by rotation.
10.	Details of Remuneration sought to be paid	Being a Non-Executive Director, he is entitled to sitting fees of Rs.10,000/- (Rupees Ten Thousand Only) for each Meeting of Board and Committee attended by him
11.	Shareholding in the Company as on 31.03.2025	NIL
12.	Relationship between Directors inter-se/ Manager and KMPs	Son of Dr. Yaramati Satyanarayana-Non-Executive Director resigned w.e.f July 12, 2025
13.	Directorship held in other Companies	NIL
14.	Chairmanship/ membership of Committees of listed Companies	NIL

By order of the Board
For **B2B SOFTWARE TECHNOLOGIES LIMITED**

Sd/-

Bala Subramanyam Vanapalli
Executive Director
(DIN: 06399503)

Date: 12th August, 2025

Place: Hyderabad

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