



To

29th May, 2019

USA

The Manager
DCS-Listing
The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers
Mumbai – 400 001.

Dear Sir

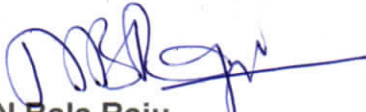
Sub: - Annual Secretarial Compliance Report year ended 31st March, 2019

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 we are herewith attaching the Annual Secretarial Compliance Report for the year ended 31st March, 2019 issued by K JHANSI LAXMI, Company Secretary in Practice C P No.10744.

This is for your information and records.

Thanking you

Yours Faithfully
For **B2B SOFTWARE TECHNOLOGIES LIMITED**


N Bala Raju
Authorised Signatory



K. JHANSI LAXMI

B.Com., ACS
Company Secretary in Practice

H.No: 10-401/1/1/1, Plot No: 24 (Part), Sathi Reddy Colony, Malkajgiri, Secunderabad-500 047.
Phone : 040-27066704, Cell: 98487 10570. E-mail : jhansi_laxmi@rediffmail.com.

**Secretarial Compliance Report
Of
B2B SOFTWARE TECHNOLOGIES LIMITED
for the year ended 31st March, 2019**

[Pursuant to the SEBI Circular No. IR/CFD/CMD/27/2019/Dated 08.02.2019]

I have examined:

- a) all the documents and records made available to me and explanation provided by B2B SOFTWARE TECHNOLOGIES LIMITED ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) 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.



K. Jhansi Laxmi

- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

There were no transactions necessitating the compliance under these regulations. Hence the reporting of compliance under these regulations does not arise.

- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

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.

- e) Securities and Exchange Board of India (Share-Based Employee Benefits) Regulations, 2014;

During the period of audit, the Company has not issued any securities under these regulations. Hence, the reporting of compliance under these regulations does not arise.

- f) 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) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

During the period of audit, the Company has not issued any Preference Shares under these regulations. Hence the reporting of compliance under these regulations does not arise.

- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

During the period of our Audit, the Company has not delisted its Equity Shares from the exchanges, where the shares are listed. Hence, the reporting of compliance under these regulations does not arise; and

- j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

And circulars / guidelines issued there under;

and based on the above examination, I hereby report that during the Review Period:



K. Jhansi Laxmi

- a. The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued there under, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1	Regulation 31(1)(b) of SEBI (LODR) Regulations, 2015.	Entire promoter holding not in Demat form.	<p>The Company has replied to the Stock Exchange on the said matter stating that –</p> <p>i. With regard to the shares held by Mr. P. Ravindra Reddy (Promoter), holder has deceased & the family members are in process of transmitting the shares after completing the necessary legal formalities.</p> <p>ii. The promoter group is holding a Foreign Body Trust and they are not able to obtain the PAN Card as it is foreign body trust. They are ready to demat the shares.</p> <p>The company is continuously in follow up with the promoters, who had not demated their shares, for dematerializing their shares.</p>
2	Regulation 6(1) of SEBI (LODR) Regulations, 2015	Non-compliance with the requirement to appoint a qualified company secretary as the compliance Officer.	<p>During the review period, the listed entity has appointed Mrs. T.S. Maharani, a qualified company secretary as Compliance Officer in the Board Meeting held on 26th February, 2019, as per the requirements of the SEBI (LODR) Regulations, 2015.</p> <p>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</p>



K. Jhansi Laxmi

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there under in so far as it appears from my/our examination of those records.
- c. The following are the details of actions taken against the listed entity / ~~its promoters / directors / material subsidiaries either by SEBI or~~ by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued there under.

Sl. No.	Action Taken by	Details of violation	Details of action taken E.g Fines warning letter, debarment, etc	Observations / Remarks of the Practising Company Secretary, if any
1.	BSE Limited	Non-compliance with the requirement to appoint a qualified company secretary as the compliance Officer under Regulation 6(1) of the SEBI (LODR) Regulations, 2015.	BSE Limited vide letters dated February 12, 2019 & May 14, 2019 has imposed fine of - i) Rs. 1,08,560/- for the quarter ended December, 2019; ii) Rs. 66,080/- for the quarter ended March, 2019 respectively.	The listed entity has not paid fine imposed by BSE Limited. The listed entity has made a representation to the Stock Exchange for waiver of the fine, since the company had appointed Mrs. T.S. Maharani, a qualified company secretary as compliance officer as per the requirements of the SEBI (LODR) Regulations, 2015. The matter is pending with the BSE Limited.

- d. This being the first report since the notification of the requirement to submit this report, reporting on actions taken to comply with the observations made in the previous report does not arise.



K. Jhansi Laxmi

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

Place: Hyderabad
Date: 29.05.2019