

28th June, 2021

USA

To
The Manager
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2021.
Ref: Reg. 24A of SEBI (LODR) Regulations, 2015

We refer to the above captioned subject, we herewith submit to you Annual Secretarial Compliance Report for the year ended 31st March 2021 as required under Reg. 24A of SEBI (LODR) Regulations, 2015 and SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 29, 2019, issued by M/s DSMR and Associates, Practicing Company Secretaries, Hyderabad.

Kindly take the same into your records.

Thanking You,

Yours Faithfully

For B2B SOFTWARE TECHNOLOGIES LIMITED



BALA SUBRAMANYAM VANAPALLI
Executive Director
DIN: 06399503



Annual Secretarial Compliance Report
of
B2B SOFTWARE TECHNOLOGIES LIMITED
for the year ended 31st March, 2021
[Pursuant to the SEBI Circular No. IR/CFD/CMD/27/2019/Dated
08.02.2019]

We 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 BSE Limited,
- (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, 2021 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 thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

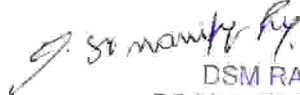
- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Company has not raised any capital during the reporting period, hence reporting of compliance under these regulations does not arise.

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

During the period of our audit, there were no transactions. Hence, the reporting of compliance under these regulations does not arise.

For DSMR & ASSOCIATES
COMPANY SECRETARIES


DSM RAM
PROPRIETOR
C.I. NO. 4233

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

During the period of our Audit, the Company has not done any buy back of its securities. Hence, the reporting of compliance under these regulations does no arise.

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

During the period of our Audit, the Company has not issued any securities. Hence, the reporting of compliance under these regulations does no arise.

However, it has been observed during the course of our audit, 6,00,000 Equity Shares of Rs.10/- each have been allotted to B2B ESOP Trust during February 2008 after obtaining the necessary statutory and regulatory approvals. The said shares have been allotted to the trust for giving them to the eligible employees of the company under ESOP Scheme 2007. However, after granting of options by the Compensation committee none of the employees have exercised their options before the due date. Hence all the options have lapsed. As on date the shares are still lying in the name of B2B ESOP Trust.

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

During the period of our audit, the Company has not issued any Debt Securities. 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. Hence, the reporting of Compliance under these regulations does not arise.

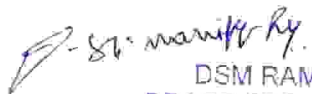
(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

During the period of our audit, there were no transactions. Hence, the reporting of compliance under these regulations does no arise.

(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

For DSMR & ASSOCIATES
COMPANY SECRETARIES


DSM RAM
PROPRIETOR
C.P.No. 42/03

(j) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.

and circulars/ guidelines issued thereunder;

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

(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.	Compliances 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 – Maintenance of 100 % of promoter shareholding in dematerialized form	Entire Promoter holding not in Demat form.	Promoter's Shareholding is dematerialized only to the extent of 66%. The Company is continuously in follow up with the promoters, who had not dematerialized their shares.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) There were no 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 thereunder:

Sl.No	Action taken by	Details of Violation	Details of action taken Eg Fines, warning, letter, department, etc	Observations / Remarks of the Practicing 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 & May 14, 2019 has imposed fine of – i) Rs. 1,08,560/- for the quarter ended December, 2018 ii) Rs. 66,080/- for the quarter ended March, 2019 respectively	The Company has made a total payment of Rs. 1,74,640/- (Including GST) during the FY 2019-20.

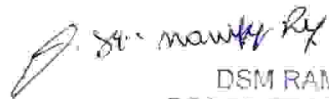
P. Sr. Manoj K. S.

DSM RAM
PRACTICING
C. P. No. 4773

(d) The listed entity has taken the following actions to comply with the observations made in the previous report.

Sl No.	Observations of the Practicing Company Secretary in the Previous reports	Observations made in the secretarial compliance report for the year ended	Action taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	<p>Regulation 31 (1) (b) of SEBI (LODR) Regulations, 2015 – Entire Promoter Share holding is not in Demat form.</p> <p>The Company has stated to the Stock Exchange on the said matter stating that – a. 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. b. 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>	31 st March, 2020	The Company is continuously in follow up with the promoters, who had not dematerialized their shares.	We observe that there has been no action by the promoters in getting their shares dematerialized.

For DSMR & ASSOCIATES
COMPANY SECRETARIES

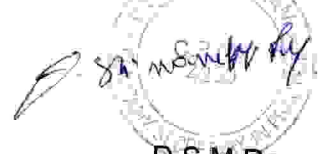


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Due to prevailing circumstance of COVID-19 pandemic, the audit was conducted based on the verification of the Company's books, papers, minutes books, forms and returns filed, documents and other records furnished by / obtained from the Company electronically and also the information provided by the Company and its officers by audio and visual means, and audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Place: Hyderabad
Date: 28th June, 2021

DSMR & Associates
Company Secretaries



D S M Ram
Proprietor

C. P. No. 4239

UDIN: A014939C000528133

Peer Review Certificate No.1252/2021 dated 15th May, 2021