

Secretarial compliance report of B2B SOFTWARE TECHNOLOGIES LIMITED
for the year ended 31st March, 2022
[Pursuant to the SEBI Circular No. IR/CFD/CMD/27/2021/ Dated 08.02.2021]

We have examined:

- a) all the documents and records made available to us 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) other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended 31st March, 2022 ("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 thereunder; 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")
- c) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-
 - I. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; except as mentioned in point no. X (a)

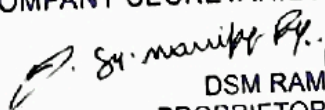
The reporting of Clause 6A and 6B of the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on "Resignation of Statutory Auditors from the listed entities and their material subsidiaries" is not applicable during the Review period

- II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

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

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

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IV. 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 not arise;

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

During the period of our audit the Company has not issued any securities under these regulations and also does not have an ESOP plan. Hence the reporting of compliance under these regulations does not 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

VI. 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 under these regulations. Hence the reporting of compliance under these regulations does not arise.

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

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

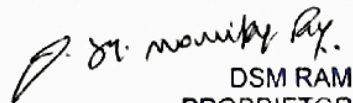
VIII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

IX. 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 any of the exchanges, where the shares are listed. Hence the reporting of compliance under these regulations does not arise; and

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

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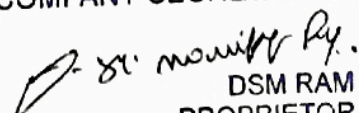
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(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except the following:

Sl. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 31(2) of SEBI (LODR) Regulations, 2015	Entire shareholding of the promoters not in Demat form	As we observe from the records of the Company that there is non-compliance with regard to requirement of maintaining 100% of the promoters holding in Demat form.
2.	Regulation 31 of SEBI (LODR) Regulations, 2015	Statement showing the Shareholding Pattern	The company has submitted the Shareholding Pattern for the quarter ending March 2021 on 26th April 2021. However, the company has paid the prescribed penalty of Rs. 9,440/- for delay in submitting the same.
3.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Disclosure of Related Party Transactions for the half year ended March 2021	The company has submitted Related Party Transactions for the year ended March 31, 2021 on 3rd June 2021 after paying the prescribed penalty of Rs. 17,700/- for the same.
4.	Regulation 7(3) of SEBI (LODR) Regulations, 2015	Submission of Compliance Certificate for the half year ended 31 st March 2021	The Company has not filed Compliance Certificate for the half year ended 31 st March 2021

(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 our examination of those records.

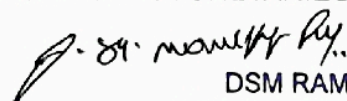
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(c) The following are the details of action taken against the listed entity/ ~~its promoters/ directors/ material subsidiaries~~ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

Sl. No.	Action taken by	Details of Violation	Details of Action taken e.g., fines, warning letter, debarment etc.	Observations / Remarks of the Practicing Company Secretary, if any
1	BSE limited	Regulation 31: Non-submission of shareholding pattern within the period prescribed	As per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 has imposed a fine of -Rs. 9440/- (Inclusive of GST) on 22 nd June 2021	The Company has paid total amount of Rs. 27,140/- (Including GST) during the Financial Year 2021-22
2	BSE limited	Regulation 23(9): Delay in submission of making a Disclosure with regard to Related Party Transactions for the half year ended March 2021	Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020 Has imposed a fine of Rs.17,700/- (Inclusive of GST).	

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(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	Regulation 31 (2) of SEBI (LODR) Regulations, 2015 – Entire Promoter Share holding is not in Demat form.	31 st March, 2021	The company is continuously in follow up with the promoters who have not dematerialized their shares.	We observe that there has been no action by the promoters in getting their shares dematerialized.

Place: Hyderabad
Date: 30th May, 2022

For DSMR & Associates
Company Secretaries

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

UDIN: A014939D000425822

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