

Annual Secretarial Compliance Report  
of  
**B2B SOFTWARE TECHNOLOGIES LIMITED**  
for the year ended 31<sup>st</sup> March 2024

We DSMR & Associates, Secretarial Auditor have examined:

- (a) all the documents and records made available to us and explanation provided by B2B SOFTWARE TECHNOLOGIES LIMITED,
- (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 Report.

for the financial year ended 31<sup>st</sup> March 2024 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 there under by the SEBI;

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

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form.
  - The Company has not provided PAN Details of some Promoters in the Shareholding Pattern filed with BSE Limited
  - The company is in the process of ensuring compliance of Regulation 24 which states that at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.

For DSMR & ASSOCIATES  
COMPANY SECRETARIES



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PROPRIETOR  
C.P.No. 4239

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Since the Independent Directors of the Company Mr. Ram Babu Mutyala and Mr. Arumili Rambabu didn't accord their willingness to being appointed as a Director of the Material subsidiary of the Company. Furthermore, their second and final term as Independent directors of the Company was about to be completed March 31, 2024, the compliance of regulation 24 was getting delayed.

Now, after the cession of said Independent Directors, Company is in the process of identifying and appointing the required number of Independent Directors on the Board of the company and the company shall ensure the compliance subsequent to the said appointment.

- (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.

- (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 not arise.

- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

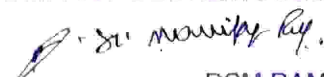
During the period of our audit, there were no transactions. Hence, the reporting of Compliance under these regulations does not arise.

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.

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021

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

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

The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable regulation Except the following-

- As per our observation, the company didn't received disclosure under Regulation of 7(2) of SEBI (Prohibition of Insider Trading) Regulation 2015 from Mrs. Chandrekha Meka (PAN ATUPM2351D), member of the Company's promoter Group for sale of her entire holding of 40,000 shares. As a result, the Company filed declaration to BSE Limited for this transaction after the specified time period.

However, the Company received the disclosure for sale of shares from Mr. Varma Janakirama Meka and Mr. Krishna Varma Meka, member of promoters group, and submitted the same to BSE Limited within the given timelines.

(h) other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the ReviewPeriod:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below-

Sr. N	Compliance Requirement	Regulations /Circular No.	Deviation	Action taken by	Type of action	Details of Violation	Fine Amount	Obeservation/Remarks of the PCS	Management Response	Remarks
1.	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	Entire shareholding of the promoter group not in Demat form.	NA	NA	Promoters shareholding not in Demat form	NA	As we observe from the records of the company that there is non-compliance with regard to requirement of maintaining 100% of promoters	Majority of promoters of the Company are Non-resident Individual which resulting into challenges in dematerialisation.	NA

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*[Signature]*  
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...Continuation Sheet



	group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board							shareholding in Demat Form		
2	At least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not.	Regulation 24 (1) of SEBI (LODR) Regulations, 2015	The Company is under process for compliance of Regulation 24 which states that atleast one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not	NA	NA	The company is currently working to comply with Regulation 24, which states that, regardless of whether the unlisted material subsidiary is incorporated in India or not, at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted	NA	As per our observation the company is in the process of ensuring compliance of Regulation 24 which states that at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary, whether incorporated in India or not. Since the Independent Directors of the Company Mr. Ram Babu Mutyala and Mr. Arumili Rambabu didn't accord their willingness to being appointed as a Director of the Material subsidiary of the Company. Furthermore, their second and final term as Independent directors of the	The Management is under process of identifying and appointing new Independent Directors.	NA

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*Dr. Manjiv K.*  
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						material subsidiary.		<p>Company was about to be completed March 31, 2024, the compliance of regulation 24 was getting delayed.</p> <p>Now, after the cession of said Independent Directors, Company is in the process of identifying and appointing the required number of Independent Directors on the Board of the company and the company shall ensure the compliance subsequent to the said appointment.</p>		
3	Every promoter member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days	Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulation 2015.	As per our observation, the company didn't received disclosure under Regulation of 7(2) of SEBI (Prohibition of Insider Trading) Regulation 2015 from Mrs. Chandralekha Meka (PAN ATUPM2351D), member of the Company's promoter Group for sale of her entire holding	NA	NA		NA	<p>Based on information received from the company we observed that company didn't receive the disclosure from Mrs. Chandralekha Meka (PAN ATUPM2351D), member of the Company under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulation 2015 for selling of her entire holding of 40,000 equity shares, resulting to that company didn't file the intimation of the</p>	The Company didn't receive the Disclosure from the promoter till today which caused delay in filing.	NA

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	of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;		of 40,000 shares. As a result, the Company filed its own declaration to BSE Limited for this transaction after the specified time period.					same to BSE within the specified time-limit. However, company voluntarily filed intimation with BSE Limited as soon as it observed about the said sale of shares.		
4	The Company shall provide PAN Details of all the Promoters in the Shareholding Pattern .	Regulation 31 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company has not provided PAN Details of few Promoters in the Shareholding Pattern filed with BSE Limited	NA	NA	The Company has not provided PAN Details of Promoters in the Shareholding Pattern filed with BSE Limited.		The Company has not provided PAN Details of few Promoters in the Shareholding Pattern filed with BSE Limited  No Penalty imposed by any authority for the said deviation	The Company is continuously following up for PAN of remaining promoters	None

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

For DSMR & ASSOCIATES  
COMPANY SECRETARIES  
P. S. Mawji  
DSM RAM  
PROPRIETOR  
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Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/ circulars/ guidelines including Specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	As we observed from the records of the company that there is non-compliance with regard to requirement of maintaining 100% of promoters shareholding in Demat Form	As we observed from the records of the company that there is non-compliance with regard to requirement of maintaining 100% of promoters shareholding in Demat Form	According to Regulation 31 (2) of SEBI (LODR) Regulations, 2015 the listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board	Entire shareholding of the promoter group not in Demat form.  No Penalty imposed by any authority for the said deviation	The company is continuously in follow up with the promoters who have not dematerialized their shares.	Promoter's shareholding is dematerialized to the extend of 69.69%.
2.	The Company has not provided PAN Details of Promoters in the Shareholding Pattern filed with BSE Limited for the quarter ended Dec-2022.	Regulation 31 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company shall provided PAN Details of all the Promoters in the Shareholding Pattern .	The Company has not provided PAN Details of Promoters in the Shareholding Pattern filed with BSE Limited for the quarter ended Dec-2022.  No Penalty imposed by any authority for the said deviation	The Company received Pan card of one promoter Mrs N LAVANYA REDDY, and continuously following up for remaining promoters	None

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COMPANY SECRETARIES

By  
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3.	The listed entity has not provided minutes of Board meeting considering the request of Reclassification.	Regulation 31 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The listed entity shall disclose material event as per Regulation 31 (8) of the Stock Exchange as soon as reasonably possible and not later than 24 hours from the occurrence of the event	Minutes of Board meeting not filed within the prescribed time limit.  No Penalty imposed by any authority for the said deviation	The minutes of the Board meeting was filed alongwith application of reclassification.	None
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I. I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation s/Remarks by PCS*
1.	Secretarial Standards:  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	None

For DSM & ASSOCIATES  
COMPANY SECRETARIES  
Date: 14.08.2014  
Proprietor  
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2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	<p>Yes, Except policy on diversity of Board of Directors, the Company has adopted all the applicable policies with the approval of the Board of Directors of the Company and it is in conformity with SEBI Regulations and have been reviewed and updated</p>	<p>None</p>
3.	<p>Maintenance and disclosures onWebsite:</p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevantdocument(s)/section of the website.</li> </ul>	<p>The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines Issued thereunder so far as It appears from my examination of those records.</p>	<p>None</p>

For DSMR & ASSOCIATES  
 COMPANY SECRETARIES  
 28.08.2024  
 By  
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4.	<p>Disqualification of Director(s):</p> <p>None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	<p>Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies Act 2013.</p>	None
5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	<p>Listed Entity has only one subsidiary incorporated outside India which is identified as Material Subsidiary.</p> <p>Company is under process to comply with provisions of Regulation 24 relating to appointment of Independent Director.</p>	None
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>As per the verification of the records we state that the Company is preserving and maintaining records as per the policy.</p>	None

7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>The company has conducted performance evaluation as prescribed in SEBI regulation.</p>	None
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	<p>The listed entity has obtained the prior approval of the Audit Committee for all the related party transactions.</p>	None
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>The company is providing required disclosure under Regulation 30 along with Schedule III of SEBI (LODR) Regulation 2015 within the prescribed time limit.</p>	None

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 COMPANY SECRETARIES

*D. S. Ramani*  
 DSM RAM  
 PROPRIETOR  
 C.No. 1239

10.	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Company has a Structured Digital Database (SDD) in place that comply all the condition mentioned under this regulation and Company has submitted timely reports on this.</p>	None
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p>	<p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	None

For DSMR & ASSOCIATES  
 COMPANY SECRETARIES  
 P. S. Ramani  
 DSM RAM  
 PROPRIETOR  
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12.	<p>Resignation of statutory auditors from the listed entity or its material subsidiaries:</p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Not Applicable	During the period of our Audit there has been No instance of Resignation of the Statutory Auditor.
13.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.</p>		During our Audit Period No non-compliance observed for any SEBI regulation/circular/guidance note etc.

The application filed by the company with regard to reclassification of promoters under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is still pending with BSE Limited. However, the said promoters on whose behalf of the application has been made are selling their shares through the open market.

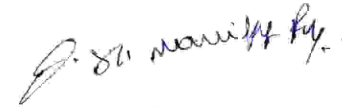
For DSMR & ASSOCIATES  
 COMPANY SECRETARIES  
*D. Sr. mouni h.p.*  
 DSM RAM  
 PROPRIETOR  
 C.P.No. 4239

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2024

For DSMR & Associates  
Company Secretaries



D S M Ram  
Proprietor  
C. P. No. 4239  
UDIN: A014939F000486421  
Peer Review Certificate No. dated 1252/2021