B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES

USA

Date:- 29th May, 2025

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, 2025.

Ref: Reg. 24A of SEBI (LODR) Regulations, 2015
Scrip Code- 531268

In reference to the above-mentioned subject, we are submitting herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2025. The report has been issued by M/s DSMR and Associates, Practicing Company Secretaries, Hyderabad, in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same into your records.

Thanking You,

Yours Faithfully
For B2B SOFTWARE TECHNOLOGIES LIMITED

VANAPALLI BALA SUBRAMANYAM
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BALA SUBRAMANYAM VANAPALLI
Executive Director
DIN- 06399503

#6-3-1112, 3rd Floor, AVR Towers, Behind Westside Showroom, Near Somajiguda Circle, Begumpet, Hyderabad – 500 082. Telangana. INDIA, Phone: +91-40-23372522, 5926 Fax: +91-40-2332 2385
Email: info@b2bsoftech.com **www.b2bsoftech.com**

Corporate Identity Number: L72200TG1994PLC018351

DSMR & Associates
Company Secretaries
6-3-668/10/42, Plot No.42, 2nd Floor, Durga Nagar Colony, Punjagutta, Hyderabad - 500082
Tele Fax: 040-2340 8776, Cell :98482 43356, E-mail: ram.devata@gmail.com

Annual Secretarial Compliance Report
of
B2B SOFTWARE TECHNOLOGIES LIMITED
for the year ended 31st March 2025

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 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 31st March 2025 in respect of compliance with theprovisions of :

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and theregulations, 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 issuedthereunder, 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.*
- *Delay in the appointment of Independent Directors, resulting in non-compliant composition of the Board and Committees during the period 1st April 2024 to 27th June 2024.*

(b) Securities and Exchange Board of India (Issue of Capital and DisclosureRequirements) Regulations, 2018;

The Company has not raised any capital 'during the reporting period; hence reporting of compliance under these regulations does not arise-

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

(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 our Audit, it was observed that 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.

During the period under review, the Company amended its existing ESOP Scheme 2008 as B2B ESOP 2024 Scheme, after obtaining the approval of its shareholders in the 30th AGM held on 26th September, 2024. The revised scheme aims to utilize the 6,00,000 shares previously allotted to the trust and includes an additional allotment of 4,00,000 shares, bringing the total to 10,00,000 shares. The Company has allotted 4,00,000 Equity Shares to the B2B ESOP Trust on 25th March, 2025 after obtaining the in principle approval from BSE Limited on 20th January 2025.

The Company is currently in the process of obtaining listing approval for these shares. Based on the recommendation of the Nomination and Remuneration Committee, the Company has on 11th February 2025 granted 302,288 options to the existing eligible employees of the Company.

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

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 regulations.

(h) other regulations as applicable.

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and circulars/ guidelines issued thereunder; and based on the above examination, 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. No	Compliance Requirement	Regulations /Circular No.	Deviation	Action taken by	Type of action	Details of Violation	Fine Amount	Observations/Remarks of the PCS	Management Response	Remarks
1.	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	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form.	PCS	Advisory	Instead of 100 % promoters holding in demat form the company has only 68.49% 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 shareholding in Demat Form	Majority of promoters of the Company are Non-resident Individual which resulting into challenges in dematerialisation.	None
2.	The Company has not provided PAN Details of few Promoters in the Shareholding Pattern filed with BSE Limited	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	PCS	Clarification	The Company has not provided PAN Details of few Promoters in the Shareholding Pattern filed with BSE Limited	NA	The Company has not provided PAN Details of few Promoters in the Shareholding Pattern filed With BSE Limited.	The Company is continuously following up for PAN of remaining promoters.	None

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3.	If the vacancy of an Independent Director arises due to expiration of tenure, the vacancy must be filled on or before the date of such vacancy.	Regulation 17(1E) of SEBI (LODR) Regulation	The Independent Director was not appointed prior to the end of tenure of the outgoing Independent director.	PCS	Clarification	The Company did not appoint new Independent Directors prior to the completion of the tenure of Mr. Rambabu Mutyala and Mr. Rambabu Arumilli, the outgoing Independent Directors	NA	We Observed that there was the delay in appointment of Independent Director resulted in temporary non-compliance with Regulation 17(1E).	Delay in the appointment of Independent Directors was unintentional. The Company was in the process of identifying and evaluating eligible candidates who met the prescribed SEBI criteria. The appointments were subsequently made on 28th June 2024, thereby restoring compliance.	None
4.	Non-maintenance of composition of the Board and Committee	Regulation 17 of SEBI (LODR) Regulation	Non-maintenance of Board and Committee composition from 01st April 2024 to 27th June 2024.	BSE Limited	Fine	The company failed to maintain the composition due to non-appointment of Independent Directors after completion of the outgoing directors' final term, during the Period of 01st April 2024 to 27th June 2024.	2,07,680	We observed that Board composition of the Company was insufficient due to delayed appointments of Independent Directors. The BSE Limited has imposed fine under Regulation 19(1)/ 19(2) for Non-compliance with the constitution of	Independent Directors were appointed on 28th June 2024; the company is now in compliance. The Company has also filed a waiver request for the penalty with BSE, which is	None

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								nomination and remuneration committee.	currently pending for approval.	

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

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 31.03.2024*	*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, 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	Regulation 31 (2) of SEBI (LODR) Regulations, 2015	The Company had not complied with the requirement of maintaining 100% of promoters' holding in demat form. No penalty was imposed by any authority for the said deviation. 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 extent of 68.49%.
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,	As per our observation, the company was in the process of ensuring compliance of Regulation 24 which stated that at least one independent director on the board of the	Regulation 24 (1) of SEBI (LODR) Regulations, 2015	Delay in appointment of of an Independent Director on the board of the material subsidiary. No Penalty imposed by	Since the outgoing Independent Directors of the Company Mr. Ram Babu Mutyala and Mr. Arumilli Rambabu didn't accord their willingness to being appointed	Compliance has now been ensured with the appointment of an Independent Director on the board of the material

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	whether incorporated in India or not.	listed entity shall be a director on the board of an unlisted material subsidiary. Since the Independent Directors of the Company, Mr. Ram Babu Mutyala and Mr. Arumili Rambabu, didn't accord their willingness to be appointed as Directors of the Material Subsidiary of the Company, and since their second and final term as Independent Directors of the Company was about to be completed on March 31, 2024, the compliance of Regulation 24 was getting delayed.		any authority for the said deviation	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 on March 31, 2024, the compliance of regulation 24 was getting delayed. The Company has appointed Mr. Sreeramulu Kavuri (DIN-01999979) Independent Director of the Company as the Director on the Board of B2B Softech INC, USA, Material Subsidiary of the Company dated 13th November 2024.	subsidiary.
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 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;	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 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.	Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulation 2015.	Delay in submission of disclosure to BSE Limited under Regulation 7(2) of SEBI (PIT) Regulation 2015. No Penalty imposed by any authority for the said deviation	The Company didn't receive the Disclosure from the promoter within the prescribed timeline.	NA

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4.	The Company shall provide PAN Details of all the Promoters in the Shareholding Pattern.	The Company has not provided PAN Details of few Promoters in the Shareholding Pattern filed with BSE Limited	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. No Penalty imposed by any authority for the said deviation	The Company is continuously following up for PAN of remaining promoters	NA

I. We hereby report that, during the review period the compliance status of the listed entity with the following requirements:

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

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2.	Adoption and timely updation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI.	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	None
3.	Maintenance and disclosures onWebsite: • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under aseparate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website.	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.	None

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4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by thelisted entity	Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies Act 2013.	None
5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiarycompanies. (b) Disclosure requirement of material aswell as other subsidiaries.	Listed Entity has only one subsidiary incorporated outside India which is identified as Material Subsidiary.	None
6.	Preservation of Documents: 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 LODRRegulations, 2015.	As per the verification of the records we state that the Company is preserving and maintaining records as per the policy.	None
7.	Performance Evaluation: 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.	The company has conducted performance evaluation as prescribed in SEBI regulation.	None

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8.	Related Party Transactions: (a) The listed entity has obtained prior approval of audit committee for all related party transactions; (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.	The listed entity has obtained the prior approval of the Audit Committee for all the related party transactions.	None
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule IIIof SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	The company is providing required disclosure under Regulation 30 along with Schedule III of SEBI (LODR)Regulation 2015 within the prescribed time limit.	None

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10.	Prohibition of Insider Trading: The listed entity is in compliance withRegulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	The 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.	None
11.	Actions taken by SEBI or Stock Exchange(s), if any:	BSE Limited imposed a fine of Rs. 207,680 on the Company for non-compliance with Regulation 19(1)/19(2), specifically related to the constitution of the Nomination and Remuneration Committee. The Company has submitted a waiver request for the said penalty, which is currently pending for approval. No other actions have been initiated against the listed entity, its promoters, directors, or subsidiaries by SEBI or any Stock Exchanges, including actions under the Standard Operating Procedures issued by SEBI through various circulars,	None

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		regulations, or guidelines.	
12.	Resignation of statutory auditors fom the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any ofits material subsidiaries during thefinancial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1and 6.2 of section V-D of chapter V ofthe Master Circular on compliancewith the provisions of the LODR Regulations by listed entities.	Not Applicable	During the period of our Audit there has been No instance of Resignation of the Statutory Auditor.
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	Not Applicable	During our Audit Period No non-compliance observed for any SEBI regulation/circular/guid ance note etc.

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Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documentsand 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 recordsand 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.

For DSMR & Associates
Company Secretaries

Place: Hyderabad
Date: 29th May 2025

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D S M Ram
Proprietor
C. P. No. 4239
UDIN: A014939G000467369
Peer Review Certificate No. dated 1252/2021

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