B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES

To
The General Manager
Department of Corporate Services
Bombay Stock Exchange Limited
P J Towers, Dalal Street
Mumbai – 400001

Date- 06th September 2025

USA

SUB: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25
Scrip Code: 531268

Dear Sir/Madam,

ANNUAL GENERAL MEETING ('AGM'):

Pursuant to Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2024-25.

The Annual Report for the financial year 2024-25 is being sent to the shareholders electronically who have registered their email IDs. The same is also available on the Company's website at b2bsoftech.com/Investors_Column/AnnualReport_2025.pdf.

The schedule of the AGM is set out below:

Particulars	**Details**
Date & time of the AGM	Monday, the 29h day of September 2025 at 10.30 AM IST
Mode	Video Conference / Other Audio-Visual Means
Cut-off date for the purpose of e-voting /e-voting at AGM	Monday, the 22nd day of September, 2025
Commencement of e-voting	Friday, the 26th day of September 2025 (9.00 AM IST)
End of e-voting	Sunday, the 28th of September 2025 (5.00 PM IST)

You are requested to take the above information on record.
Thanking You

Yours faithfully,
For B2B SOFTWARE TECHNOLOGIES LIMITED

VANAPALLI BALA SUBRAMANYAM
Digitally signed by VANAPALLI BALA SUBRAMANYAM
Date: 2025.09.06 15:28:11 +05'30'

BALA SUBRAMANYAM VANAPALLI
Whole-time director
DIN- 06399503

B2B SOFTWARE TECHNOLOGIES LTD

PEOPLE . VALUES . TECHNOLOGIES

ANNUAL REPORT 2024 - 2025

31st ANNUAL REPORT

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DIRECTORS

1. Dr. Avinash Yaramati	Chairman & Director
2. Mr. Bala Subramanyam Vanapalli	Executive Director
3. Mr. Sreeramulu Kavuri	Independent Director
4. Mr. Lakshminarayana Bolisetty	Independent Director
5. Mrs. Parvatha Samantha Reddy	Non-Executive Director

STATUTORY AUDITORS:
Jawahar And Associates,
Chartered Accountants
C-5, Skylark Apartments
3-6-309, Basherbagh,
Hyderabad, Telangana-500029

INTERNAL AUDITORS:
M/s M. V. Vijaya Kumar & Co.,
Chartered Accountants
(resigned w.e.f 26/08/2025)
M/s. Srijani Sarkar,
Chartered Accountant

BANKERS:

ICICI Bank Ltd.
Khairtabad,
Hyderabad - 500 004

State Bank of Hyderabad,
Bellavista Branch,
Hyderabad - 500 082

SHARE TRANSFER AGENTS AND DEMAT REGISTRARS:
CIL SECURITIES LIMITED,
214, Raghava Ratna Towers, Chirag Ali Lane,
Hyderabad - 500 001
Ph : 23202465, Fax : 23203028
E-mail : advisors@cilsecurities.com

KEY MANAGERIAL PERSONNEL

1. Dr. Ramachandra Rao Nemani	Chief Executive Officer
2. Mr. Sunil Nemani	Chief Financial Officer
3. Mr. Bala Subramanyam Vanapalli	Executive Director
4. Mrs. Gita Usha Rani Maddukuri	Company Secretary & Compliance Officer (Till 26 August 2025)

REGISTERED OFFICE:
6-3-1112, 3rd Floor, AVR Tower, Behind Westside Showroom
Near Somajiguda Circle, Begumpet, Hyderabad - 500 016.
Website: www.b2bsoftech.com | E-mail: investorservice@b2bsoftech.com
CIN : L72200TG1994PL018351

B2B SOFTWARE TECHNOLOGIES LIMITED
Registered Office: 3rd Floor, AVR Towers, 6-3-1112, Behind West Side Showroom, Near Somajiguda Circle, Begumpet, Hyderabad - 500016 Phone: 040 - 23372522, 23375926, Fax: 040 - 233223285
Email id: investorservice@b2bsoftech.com Website: www.b2bsoftech.com
CIN: L72200TG1994PLC018351

NOTICE

Notice is hereby given that 31st Annual General Meeting (AGM)of Members of **B2B SOFTWARE TECHNOLOGIES LIMITED** will be held on Monday the 29th September 2025 at 10:30 IST through Video Conferencing ('VC') / other audio-visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1 –ADOPTION OF STANDALONE FINANCIAL STATEMENTS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, including audited balance sheet as of March 31, 2025, and the reports of the Board of Directors and Auditor's thereon and in this regard, pass the following resolution as an Ordinary Resolution.

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

ITEM NO. 2 –ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2025 and the report of the Auditor's thereon and in this regard pass the following resolution as an Ordinary Resolution.

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2025 and the report of the Auditor's thereon as circulated to the Members be and are hereby received, considered and adopted."

ITEM NO.3 - RE-APPOINTMENT OF MRS. PARVATHA SAMANTHA REDDY (DIN- 00141961) AS DIRECTOR

3. To re-appoint Mrs. Parvatha Samantha Reddy (DIN- 00141961), who retires by rotation and being eligible, offers herself for re-appointment, as a director and in this regard pass the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013 Mrs. Parvatha Samantha Reddy (DIN- 00141961) who retires by rotation at this meeting and being eligible has offered herself for re-appointment be and is hereby re-appointed as director of the Company liable to retire by rotation."

ITEM NO.4 - APPOINTMENT OF M/S. M V VIJAYA KUMAR & CO., (F.R.NO.007890S) CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS

4. To consider and approve the appointment of M/s. M V Vijaya Kumar & Co.,(F.R.No.007890S) as the Statutory Auditors of the Company and in this regard pass the following resolution as an Ordinary Resolution.

   "RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit & Auditors) Rules, 2014 and based on the recommendation of the Audit Committee, M/s. M V Vijaya Kumar & Co., (Firm Registration Number.007890S) Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Jawahar & Associates, Chartered Accountants to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting, at such remuneration as may be fixed by the Board of Directors upon the recommendation of the Audit Committee."

RESOLVED FURTHER THAT the Audit Committee/ Board of Directors of the Company, be and are hereby authorized to revise/ alter/ modify/ amend the terms and conditions and/ or remuneration, from time to time, as may be mutually agreed with the Auditors, during the tenure of their appointment.

SPECIAL BUSINESS:

ITEM NO.5- TO APPROVE ENTERING INTO A MATERIAL RELATED PARTY TRANSACTION WITH ANTELOPE VALLEY CANCER CENTER, USA, IN COLLABORATION WITH GENIUSDOC

5. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the approval of the Board of Directors, consent of the members be and is hereby accorded to enter into a strategic agreement with Antelope Valley Cancer Center, Palmdale, California, USA—a clinic owned and operated by Dr. Ram Chandra Rao Nemani, Promoter and CEO of the Company—in collaboration with GeniusDoc, for executing oncology-focused AI and digital transformation projects.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and are hereby severally authorised to finalize, sign, execute and deliver all necessary agreements, contracts, and documents and to do all such acts, deeds and things as may be required or deemed necessary or incidental in this regard, including making necessary disclosures to the stock exchanges and shareholders, to give effect to the foregoing resolution."

ITEM NO. 6- APPOINTMENT OF M/S DSMR AND ASSOCIATES PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS

6. To consider and, if thought fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration Managerial Personnel) Rules 2014 read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the re commendation of the Audit Committee and approval of Board of Directors of the Company M/s. DSMR and Associates a firm of Practicing Company Secretaries be and is hereby appointed as Secretarial Auditors of the Company for a term of five consecutive financial years commencing from financial year 2025-26 at such remuneration as may be fixed by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors on the recommendation of Audit Committee be and are hereby authorised to finalise and fix the remuneration of the Secretarial Auditor as may be mutually agreed and to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

ITEM NO. 7 – TO APPROVE MODIFICATION IN THE TERMS OF APPOINTMENT OF MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503) TO INCLUDE PERQUISITES AND ESOP GRANTS AND FOR PAYMENT OF REMUNERATION IN EXCESS OF THE LIMITS PRESCRIBED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

7. To consider and, if thought fit, to pass the following resolution, with or without modification, as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, including any statutory modifications or re-enactments thereof for the time being in force, and subject to such approvals, consents and permissions as may be necessary, consent of the members be and is hereby accorded to:

(i) modify the terms and conditions of appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503), Executive Director of the Company, as approved at the 29th Annual General Meeting held on 29th September 2023, to expressly include:

- provision of perquisites including use of car with driver, expenses on fuel, mobile, landline and internet facilities, in accordance with the policy of the Company; and
- eligibility for the grant of stock options under the Company's Employee Stock Option Scheme ("ESOP Scheme"), including:
- 19,440 stock options for FY 2024–25, and
- 5,371 stock options for FY 2025–26,

as may be approved by the Nomination and Remuneration Committee, the Board and, where applicable, the shareholders from time to time; and

(ii) payment of remuneration to him comprising fixed salary, perquisites, performance bonus and valuation of stock options (including the stock options specified above), such that his total remuneration exceeds the limits prescribed under Section II of Part II of Schedule V of the Act for the financial years 2024–25.

RESOLVED FURTHER THAT except for the modifications stated herein, all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to take all necessary steps, file requisite forms/returns with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution."

ITEM NO. 8- APPROVE THE PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2024-2025:

8. To consider and, if thought fit, to pass the following resolution, with or without modification, as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197 and 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the authorization granted by the members in the Annual General Meeting held on 29th September, 2023 at the time of re-appointment of Mr. Bala Subramanyam Vanapalli Whole-time Director (DIN: 06399503) and as recommended by the members of the Nomination and Remuneration Committee, Audit Committee and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of performance bonus of an amount of Rs. 20,87,455/- (Twenty Lakhs Eighty-Seven Thousand Four Hundred Fifty Five Only)/- to Mr. Bala Subramanyam Vanapalli, Whole-time Director (DIN: 06399503) of the Company for the Financial Year 2024-2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby authorized to do all such acts, matters and things as may be necessary to give effect of the above resolution."

ITEM NO. 9- APPOINTMENT OF DR. AVINASH YARAMATI (DIN: 09804102) AS A NON- EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY (LIABLE TO BE RETIRE BY ROTATION)

9. To Consider, and if thought fit, to pass the following Resolution as a Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 152 ,161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, , and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Articles of Association of the Company including any statutory modification(s) thereto or re-enactment thereof for the time being in force, Dr. Avinash Yaramati (DIN: 09804102), who was appointed as an Additional Director of the Company with effect from July 12th 2025 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Nomination and Remuneration Committee and Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to retire by rotation.

"RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution."

ITEM NO.10 -TO APPROVE THE CONTINUATION OF MATERIAL RELATED PARTY TRANSACTIONS

10. To consider and if thought fit to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and all other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "the Listing Regulations"), and all applicable provisions of the Companies Act, 2013 and Rules made there under, (including any statutory modification(s) and/or re-enactment thereof for the time being in force), the Company's Policy on Related Party Transactions, and pursuant to the recommendations of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to continue agreement with Genius docs for providing services relating to product development and resource allocation.

RESOLVED FURTHER THAT the Board of Director of the Company or Company Secretary be and are hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution."

By order of the Board
For **B2B SOFTWARE TECHNOLOGIES LIMITED**

Date: 12th August, 2025

Sd/-

Bala Subramanyam Vanapalli
Executive Director
(DIN: 06399503)

Place: Hyderabad

Registered Office
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, Behind West Side Showroom, Near Somajiguda Circle, Begumpet,
Hyderabad – 500016.
CIN: L72200TG1994PLC0
Website: www.b2bsoftech.com/
Email id: investorservice@b2bsoftech.com
Telephone: 040 – 23372522, 23375926,
Fax: 040 –233223285

NOTES:

a. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 31st AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI'), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM on Monday, 29th September 2025 at 10.30 a.m., through Video Conferencing (VC) /OAVM.IST. The deemed venue for the AGM will be the Registered Office of the Company. The Members are therefore requested not to visit the Registered Office to attend the AGM.

b. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being proposed to be held pursuant to the said MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and the Attendance Slip are not attached to this Notice.

c. Explanatory statement pursuant to Section 102 of the Act and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, stating all material facts and reasons for certain businesses set out in the Notice is annexed hereto.

d. Information required pursuant to Regulation 36(3) of the SEBI Listing Regulations read with the applicable provisions of Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re-appointment or variation in terms of remuneration, is provided as part of this Notice. The Company has received the requisite consents/declarations for the appointment / re-appointment under the Act and the rules made there under.

e. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated 09 December 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

f. The Company has appointed Mr. D.S.M. Ram, Proprietor of M/s. DSMR & Associates (C.P. No. 4239) Company Secretary in Practice as the scrutinizer for scrutinizing the entire e- voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.

g. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are

allowed to attend the AGM without restriction on account of first come first serve basis.

h. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / list of Beneficial Owner maintained by National Securities Depository Limited ("NSDL") and CDSL (NSDL and CDSL collectively referred as "Depositories") as on the cut-off date i.e. Monday, September 22, 2025 ("cut-off date").

i. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

j. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM., The Proxy Form as well as the Attendance Slip are, therefore, not annexed to this Notice.

k. Any person who becomes a Member of the Company after sending of Annual Report and holding shares as on the cut- off date shall also follow the procedure stated herein.

A person who is not a Member, as on cut-off date should treat this Notice for information purposes only.

l. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.

m. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from April 1, 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

n. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Monday, September 29, 2025. Members seeking to inspect such documents are requested to write to the Company at investorservice@b2bsoftech.com.

o. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.b2bsoftech.com and on the website of the Company's Registrar and Transfer Agents, www.cilsecurities.com It may be noted that any service request can be processed only after the folio is KYC Compliant.

p. Members desiring any information on the Accounts are requested to write to the Company at least one week (7 days) before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting.

Electronic Dispatch of Annual Report and Process for Registration of e-mail id:

Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made there under and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses with the Company or Depositories. In accordance with the Circulars issued by MCA and SEBI, the Annual Report containing financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith),

and such statements including the Notice of the AGM are being sent through electronic mode to those Members whose e-mail address is registered with the Company or the Depositories. Members may note that the Notice of the 31st AGM and the Annual Report 2024-25 are also available on the Company's website https://b2bsoftech.com website of the Stock exchanges i.e. BSE Limited: www.bseindia.com. The Notice is also disseminated on the website of CDSL (agency providing the remote e-voting facility and e-voting during the AGM) at www.evotingindia.com.

For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, Members may register the email IDs using the facility provided by the Company through the following link available on its website: https://www.cilsecurities.com.

Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form.

IMPORTANT NOTICE TO SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:

SEBI has vide circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 3, 2021, mandated furnishing of PAN, KYC and Nomination by Members holding shares in physical form. In view of the same, it may be noted that any service request can be processed only after the folio is PAN, KYC and Nomination compliant. The concerned shareholders are requested to furnish the requisite documents/ information at the earliest. Nonavailability of the same will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBIcircular. These frozen folios will be referred by the RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025

q. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Registrar and Transfer Agent ('RTA') at www.cilsecurities.com. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

r. SEBI has made it mandatory for every participant in the securities / capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details off PAN along with a Photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company. Investor Grievance Redressal: The Company has designated an e-mail ID i.e. investorservice@b2bsoftech.com to enable the investors to register their complaints/send correspondence, if any.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

I The voting period begins on **Friday, the 26th day of September, 2025 at 9.00 A.M and ends on Sunday 28th day of September, 2025 at 5.00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **22nd September 2025** cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and the same will be enabled during the AGM for the Members who have not casted their vote through remote e-voting.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the meeting venue.

iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e- voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices. nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/ evoting/ evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@ nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

v. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
   - For CDSL: 16 digits beneficiary ID,
   - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details of **OR** Date Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

vi. After entering these details appropriately, click on "SUBMIT" tab.

vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii. For shareholders holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

ix. Click on the EVSN of B2B Software Technologies Limited.

x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvi. Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservice@b2bsoftech.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e- voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore

recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask at least questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservice@b2bsoftech.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservice@b2bsoftech.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. evoting@ cdslindia.com or call on 022- 23058542/43.

Declaration of Results:

1. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
2. Based on the scrutinizer's report, the Company will submit within 48 hours of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
3. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at https:// b2bsoftech.com and on the website of CDSL, immediately after the declaration of the result by the Chairperson or a person authorised by him in writing and communicated to the Stock Exchanges.

For ease of participation by Members, provided below are key details regarding the AGM for reference:

Sr. No.	Particulars	Details of access
1.	Link for live webcast of the AGM and for participation through VC/OAVM	https://emeeting.cdslindia.com/
2.	Email communication for sending AGM queries and speaker registration	investorservice@b2bsoftech.com
3.	Link for remote e-voting	CDSL e-Voting portal – evoting.cdslindia.com
4.	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeeting.cdslindia.com/ by using the remote e-voting credentials. Please refer the instructions provided in the Notice
5	Helpline number for VC participation and e-voting	Contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 022-23058738 or 022-23058542-43 Contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 1800 1020 990 and 1800 224 430
6	Cut-off date for e-voting	Monday, September 22, 2025
7	Time period for remote e-voting	Friday, the 26th day of September, 2025 at 9.00 A.M and ends on Sunday 28th day of September, 2025 at 5.00 P.M
8.	Registrar and Transfer Agent - Contact details	CIL Securities Limited 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad – 500001 Phone: +91-40-23203155 / 23203156 Email: rta@cilsecurities.com
9.	B2B Software Technologies Limited– Contact details	Mr. N. Bala Raju Manager – Admin & Commercial B2B Software Technologies Limited 6-3-1112, 3rd Floor, AVR Tower, Behind Westside Showroom, Begumpet, Hyderabad – 500 016 Telangana Phone: 040 - 2337 2522 Fax: 040 – 2332 2385 E-Mail: investorservice@b2bsoftech.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4- APPOINTMENT OF STATUTORY AUDITOR

M/s. Jawahar and Associates, Chartered Accountants (Firm Registration No. 0012815), have tendered their resignation as the Statutory Auditors of the Company with effect from August 12, 2025, due to their preoccupations. There is no other material reason for their resignation.

In view of the casual vacancy arising from their resignation and pursuant to Section 139(8) of the Companies Act, 2013, the Audit Committee and the Board of Directors, at their respective meetings held on August 12, 2025, have recommended the appointment of **M/s. M V Vijaya Kumar & Co., Chartered Accountants** (Firm Registration No. 004703S), as the Statutory Auditors of the Company.

M/s. M V Vijaya Kumar & Co. is a peer-reviewed firm registered with the Institute of Chartered Accountants of India (ICAI) and has substantial experience in statutory audits, tax audits, and advisory services for listed companies and large corporates.

It is proposed that M/s. M V Vijaya Kumar & Co. be appointed as Statutory Auditors of the Company to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors from time to time.

There shall be no material change in the audit fee payable to the new auditors compared to the fee paid to the previous auditors.

Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution set forth in Item No. 4 for the approval of Members as an Ordinary Resolution.

ITEM NO.5- TO APPROVE A MATERIAL RELATED PARTY TRANSACTION FOR LAUNCHING THE EMERGING TECHNOLOGIES DIVISION

Based on the recommendations of the Audit Committee and the Board of Directors in thier meeting held on 12th August, 2025 the Company is proposing to enter into a strategic agreement with Antelope Valley Cancer Center (AVCC), Palmdale, California, USA, which is owned and operated by Dr. Ram Chandra Rao Nemani, who is also the Promoter and CEO of the Company. The agreement will be executed in collaboration with GeniusDoc, a related entity linked to the Promoter Group.

Transaction Overview:

- **Client:** Antelope Valley Cancer Center (AVCC), USA
- **Collaborator:** GeniusDoc
- **Project Scope:** Development and integration of 20 AI-based modules in four phases for oncology AI and digital transformation

As this is a transaction with related parties and the value exceeds the thresholds prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(1) of the SEBI (LODR) Regulations, 2015, prior approval of the shareholders by way of an ordinary resolution is required.

Except Dr. Ramchandra Nemani, CEO, and Mr. Sunil Nemani, CFO, and their relatives, no other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested financially or otherwise in the said resolution.

The particulars of the transaction pursuant to para 3 of Explanation (1) Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Sr. No.	Particulars	Description
1	Name of the related party	Antelope Valley Cancer Center, Palmdale, CA, USA Genius Docs INC. USA
2	Name of the director or key managerial personnel who is related Nature of relationship	Dr. Ram Chandra Rao Nemani Mr. Sunil Nemani
3	Nature of relationship	- Dr. Ram Chandra Rao Nemani is the Promoter and CEO of B2B Software Technologies Limited and owner/operator of Antelope Valley Cancer Center. - Mr. Sunil Nemani, Director of Genius Doc Inc., is the Son of Dr. Ram Chandra Rao Nemani.
3	Type of the proposed transaction	Incorporating AI Technologies & Agentic Chatbots into Oncology Practice
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Proposal to enter into a strategic agreement with Antelope Valley Cancer Center, in collaboration with GeniusDoc, for development and integration of 20 AI-based modules in four phases.
5	Tenure of the transaction	5 years
6	Value of the proposed transaction	USD 1,000,000 equivalent to approximately INR 8.65 crores Potential for enhancement: Upto USD 1,500,000 based on additional technological advancements, if required, based on successful and timely execution of the deliverables.
7.	Benefits of the proposed transaction	The proposed transaction will strengthen the Company's financials through assured revenues of USD 1 million over five years (scalable up to USD 1.5 million), enhance its international presence, and establish domain expertise in healthcare technology. It will also demonstrate the Company's capabilities in AI and digital solutions, ensure long-term revenue visibility, and create value for shareholders.
8.	Any other information relevant to or important for the members to make a decision on the proposed transaction:	No other director or key managerial personnel, except Dr. Ramachandra Rao Nemani, CEO being the owner of Antelope Valley Cancer Center and Mr. Sunil Nemani, Director of Genius Doc, are interested in or concerned with the resolution.

ITEM NO.6- APPOINTMENT OF M/S DSMR AND ASSOCIATES PRACTICING COMPANY SECRETARIES AS SECRETARIAL AUDITORS

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other

prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have inter-alia prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company. Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment M/s DSMR & Associates Practicing Company Secretaries as the Secretarial Auditors, of the Company for a period of five years, commencing from financial year 2025-26 to financial year 2029-30. The appointment is subject to shareholders' approval at the Annual General Meeting.

None of the Directors and/ or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution set forth in Item No. 6 for the approval of Members as an Ordinary Resolution.

ITEM NO. 7 - MODIFICATION IN THE TERMS OF APPOINTMENT AND APPROVAL OF REMUNERATION PAYABLE TO MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503) IN EXCESS OF THE LIMITS PRESCRIBED UNDER SCHEDULE V OF THE COMPANIES ACT 2013.

The Board of Directors of the Company, at its meeting held on 12th August, 2025, based on the recommendations of the Nomination and Remunertion Committee, considered the proposal to modify the terms of appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503), Executive Director, as earlier approved by the members at the 29th Annual General Meeting held on 29th September, 2023.

The proposed modifications include:

i) Provision of perquisites such as use of car with driver, expenses on fuel, mobile, landline and internet facilities, in line with the policy of the Company; and

ii) Express inclusion of eligibility for stock options under the Company's Employee Stock Option Scheme ("ESOP Scheme"), including 19,440 stock options for FY 2024–25 and 5,371 stock options for FY 2025–26.

As per Section II of Part II of Schedule V of the Companies Act, 2013, where a company has no or inadequate profits, remuneration payable to managerial personnel is subject to the maximum limits linked to its effective capital. Based on the Company's effective capital of Rs. 4.54 crores as on 31st March, 2025, the maximum permissible yearly remuneration is Rs. 60 lakhs.

However, considering the fixed remuneration, perquisites, performance bonus and valuation of ESOPs, the overall remuneration payable to Mr. Vanapalli for FY 2024–25 will exceed the above limit by Rs.2,42,708.

Further, in terms of:

- Regulation 17(6)(d) of SEBI (LODR) Regulations, 2015, approval of shareholders by special resolution is required for payment of remuneration in excess of Schedule V limits to executive directors; and
- SEBI (SBEBSE) Regulations, 2021, approval of shareholders is required for grant of stock options to executive directors.

  Accordingly, the resolution at Item No. 7 seeks member approval by way of Special Resolution for:
- modification in terms of appointment of Mr. Vanapalli to include perquisites and ESOP eligibility; and
- approval for payment of remuneration in excess of the prescribed limits. Additional Information as required under Proviso to Section II of Schedule V:

I. General Information:

1. Nature of Industry: - Software
2. Date of expected date of commencement of Commercial Production: The company has started its software operations during the year 2000.
3. In case of new companies, expected date of commencement of activities as per project approved by Financials Institutions appearing in the prospectus: Not applicable.
4. Financial performance based on given indicators:

Financial Performance during the past three years:

Particulars	2023-2024	2022-2023	2021-2022
Turnover	13,92,32,370	13,40,06,609	14,55,30,222
Net Profit/ Loss	1,71,85,809	2,15,99,409	2,86,74,318

Export Performance and net foreign exchange earnings during the past three years:

Particulars	2023-2024	2022-2023	2021-2022
Export Earnings	6,24,66,265	6,98,37,622	7,52,72,297

(5) Foreign Investment or collaborations, If any: The Company has investment from NRI shareholders who belong to the Promoter and Promoter Group.

II. Information about the appointee:

(1) Background details:

He holds a master's degree in industrial engineering and management. He has over more than 26 years of experience with over more than 15 years in ERP area and has been the Practice Head with B2B Software Technologies Ltd. He has extensive experience in ERP Project executions and supervised development and launching of intellectual products for B2B in multiple ERP verticals like Pharma, Plant maintenance, HR and Payroll and Quality Add Ons Certified by Microsoft for Domestic and International markets.

(2) Past remuneration: Rs. 30,00,000/- per annum as Remuneration and Rs. 5,59,123/- as perquisites and performance Bonus Rs.20,87,455/- , Subject to approval of members in ensuing AGM, as the executive Director of the Company for the Financial year 2024-2025 .

(3) Recognition or awards:

* Completed 15 full cycle MS Dynamics implementations.
* Completed 2 Add-Ons development on "MS Dynamics (AX)" (Quality and Plant Maintenance)
* Completed 1 Vertical development on "MS Dynamics (AX)" (Tower Manufacturing).
* Completed 4 Verticals development on "MS Dynamics (NAV)" (Apparel, Construction, Printing and Tower Manufacturing).
* Completed 2 Add-Ons development on "MS Dynamics (NAV)" (Quality and Plant maintenance).

(4) Job Profile and his suitability:

Heading the Microsoft Dynamics division and the management is confident of his capability in delivering the results for the said division. The management has proposed to revised his remuneration only after considering his suitability for the said post.

- Exposed to all pityses of product rollout's including Pre Sales, Post Implementation Support and Project Management.
- Client facing responsibilities like Functional Presentations, Negotiations, Project Planning Meetings, Steering Committee Meetings, Managing Customer Expectations & Changes etc.
- Point of contact for Microsoft for Business development and Dynamics Practice like operational contact, Service Plan contact, Customer Account Manager NAV & AX, contact for all VOICE Account Issues with Administrative Rights (Partner account Manager and Partner Technology Specialist).
- Responsible for division readiness in terms of resources skills and strategical decisions on product development and Implementation.

(5) Remuneration Proposed-As mentioned in the resolution.

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: Rs. 3,00,000/- per month plus perks.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Bala Subramanyam Vanapalli is not related to any of the promoters. However, prior to his appointment he has been working in the Company in different levels from July, 2004.

He does not have any other relationship directly or indirectly with the Company or relationship with the managerial personnel.

III. Other Information:

i. Reasons of loss or inadequate profits:

The Company was previously carrying out NBFC activities since from its inception till 2000. Subsequently, during the year 2000 the Company changed its objects and name to carry out the business of designing and development of software. The losses were incurred during the NBFC period are being carried forward and the profits arising out of software business are being set off against the losses. The Company does not have adequate profit to pay remuneration to the directors, Hence decided to adopt Schedule II of the Companies Act for remuneration of the Directors.

ii. Steps taken or proposed to be taken for improvement:

Development and launching of own products (certified by Microsoft) which works on Microsoft Dynamics ERP Software, The company has already started earning profits, however the same are not sufficient to compensate the Executive Director.

iii. Expected increase in productivity and profit in measurable terms:

The plans of management discussed in step 2 would help in increasing the revenues in measurable terms and the company would be able to wipe out all its accumulated losses. The management is confident of wiping out all the accumulated losses in this year. However, the profit earned by the Company would not be sufficient to pay the salary to the Whole Time Director as a percentage of its profits.

The Nomination and Remuneration Committee and the Board of Directors have recommended the above for member approval.

Except for Mr. Bala Subramanyam Vanapalli, none of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in this resolution.

The Board recommends the resolution for your approval as a Special Resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

ITEM NO. 8- APPROVE THE PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2024-2025

Mr. Bala Subramanyam Vanapalli (DIN:06399503) was re-appointed as Whole time Director for another period of 3 years in the Annual general meeting held on 29th September 2023. One of the terms and conditions of his reappointment is payment of performance bonus based on the performance of the company.

The Board (based on the recommendation of the Nomination and Remuneration Committee), in recognition to the exemplary leadership demonstrated by Mr., Bala Subramanyam Vanapalli (DIN: 06399503) approved the Payment of Performance Bonus for an amount of Rs. 20,87,455/- for the financial year 2024-25.

Approval of Members is required by way of Special Resolution for the payment of Bonus to the Whole Time Director.

The Board of Directors recommends Resolution No. 8 for approval by members.

Except, Mr. Bala Subramanyam Vanapalli (DIN: 06399503) and his relatives no other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the said Resolution.

The explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

ITEM NO. 9- APPOINTMENT OF DR. AVINASH YARAMATI (DIN: 09804102) AS A NON- EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY (LIABLE TO BE RETIRE BY ROTATION)

The Board of Directors during their meeting held on 12th July,2025, appointed Dr. Avinash Yaramati (DIN: 09804102) as an Additional Director (Category: Non-Executive and Non Independent) of the Company who shall hold the office up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and the Articles of Association of the Company read with Regulation 17(1C) of SEBI LODR Regulations, the listed entity shall ensure that approval of shareholders for appointment or re appointment of a person on Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, the Board of Directors, based on the recommendations of Nomination and Remuneration Committee, recommend passing of the above resolution as an Ordinary Resolution set out in the Item No.9 of the notice for appointment of Dr. Avinash Yaramati (DIN: 09804102) as Non-Executive and Non-Independent Director of the Company.

The Company has received the following from Dr. Avinash Yaramati (DIN: 09804102)

(i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”);

(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that He is not disqualified under subsection (2) of Section 164 of the Act;

(iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that He has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;

The Company has received notice in writing proposing his candidature under Section 160 of the Companies Act 2013.

This Explanatory Statement together with the annexure accompanying Notice may be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Except, Dr. Avinash Yaramati (DIN: 09804102) and his relatives, no other Directors, Key Managerial Personnel of the Company, or their relatives, are in any way concerned or interested financially or otherwise in the said resolution.

ITEM NO. 10 - APPROVE CONTINUATION OF MATERIAL RELATED PARTY TRANSACTIONS

Your company entered into an Agreement with Genius Doc initially from 1st January, 2011 to 31st December, 2015. Subsequently the agreement was renewed for a further period of five years from 1st January, 2016 to 31st December 2020 and thereafter for ten years on 13th November, 2020 through postal ballot after obtaining the statuary and regulatory approvals. Therefore, it is an ongoing agreement which is valid till 2030.

In view of the recent amendments in SEBI (LODR) Regulations, 2015 and as part of good corporate governance it is proposed to obtain the approval of members for enabling the Company to continue the agreement entered into with GeniusDoc. Since GeniusDoc is a related party and for continuing the agreement with the related party requires the approval of members as specified under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, accordingly, the company get it approved in the 38th AGM held on 26th September 2024 and proposed to the members for their approval in 31st AGM to be held on 29th September 2025. Genius Doc., Inc., USA being a 'related party' within the meaning of Section 2 (76) of the Companies Act, 2013, the transaction requires the approval of members by an Ordinary Resolution pursuant to Section 188 of the Companies Act, 2013.

The particulars of the transaction pursuant to para 3 of Explanation (1) Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

SR. NO.	PARTICULARS	DESCRIPTION
1	Name of the related party	Genius Doc, Inc ., USA
2	Name of the director or key managerial personnel who is related Nature of relationship	Dr. Ramachandra Rao Nemani, CEO and Mr. Sunil Nemani, CFO are related
3	Nature of relationship	Ms. Pratima Nemani, Director of the Genius Doc Inc ., is the daughter of Dr. Ramachandra Rao Nemani and sister of Mr. Sunil Nemani.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Company desires to enter into a business relationship pursuant to which Company would develop software applications for the Client including but not limited to testing, maintenance, network and support functions as requested by the Client.
5	Any other information relevant to or important for the members to make a decision on the proposed transaction:	No other director or key managerial personnel, except Dr. Ramachandra Rao Nemani, CEO and Mr. Sunil Nemani, CFO being related to Pratima Nemani , Director of Genius Doc, are interested in or concerned with the resolution.

None of the Director, Company Secretary and their relatives are interested. However Dr. Ramachandra Rao Nemani, CEO and Mr. Sunil Nemani, CFO and their relatives are interested in the resolution. The Board recommends the resolution set forth Item No.10 for approval of members.

Information pursuant to the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) in respect to Appointment/Re-appointment of Directors:

Bala Subramanyam Vanapalli

SR. NO.	PARTICULARS	DESCRIPTION
1.	Name of the Director	Bala Subramanyam Vanapalli
2.	Category	Whole Time Director
3.	Director Identification Number (DIN)	06399503
4.	Qualification	Master's degree in industrial Instrumentation and Management
5.	Brief Profile/ Nature of expertise in specific area	He has more than 20 years of experience with over15 years in ERP area and has been the Practice head with B2B Software Technologies Limited. He has been instrumental in steering the lossmaking company into the profit zone.
6.	Date of First appointment on the Board	Appointed for a term of three years with effect from 1st October 2014 to 30th September 2017. Subsequently re-appointed for successive terms as follows: • 1st October 2017 to 30th September 2020 • 1st October 2020 to 30th September 2023 • 1st October 2023 to 30th September 2026
7.	Terms and conditions of appointment	It is proposed to revise the terms and conditions of his appointment, while the tenure of his current term—from 1st October 2023 to 30th September 2026—shall remain unchanged.
8.	Shareholding in the Company as on 31.03.2025	Nil
9.	Directorship held in other Companies	1. Stellar IT Solutions Private Limited
10.	Chairmanship/ membership of Committees of listed Companies	- B2B Software Technologies Limited Stakeholder Relationship Committee- Member

Mrs. Parvatha Samantha Reddy (DIN-00141961)

Sr.No.	Particulars	Description
1.	Name of the Director	Mrs. Parvatha Samantha Reddy
2.	Category	Non-Independent Director
3.	Director Identification Number (DIN)	00141961
4.	Education Qualification	Masters in Strategy and Leadership for Senior Executives

5.	Brief Profile/ Nature of expertise in specific area	Mrs. Parvatha Samantha Reddy (DIN-00141961) is a promoter of the Company. She is graduated from London Business School in 2011 with a Sloan fellowship, Masters in Strategy and Leadership for Senior Executives. She has 25 + years of professional and entrepreneurial experience in for profit and not for profit enterprises, Large corporate and start-up companies in varied role ranging from Business strategy to financial management and product management. Mrs. Parvatha Samantha Reddy co-founded B2B Software Technologies Ltd initiated and built ground up enterprise business solutions and healthcare division. Mrs. Samantha was conferred the Woman Achiever award by the State of Telangana on May 8th, 2023, for outstanding achievement in Social Service / Entrepreneurship by Satyavathi Rathod, the Minister for Tribal Welfare, Women and Child Welfare of Telangana
6.	Date of Birth	December 18, 1969
7.	Date of First appointment on the Board	August 26,2024
8.	Number of Board Meeting attended during the year	2
9.	Terms and conditions of appointment	Proposed to be re-appointed as Director of the Company and liable to retire by rotation.
10.	Shareholding in the Company as on 31.03.2025	15,900 Equity Shares
11.	Details of Remuneration sought to be paid	Being a Non-Executive Director, she is entitled to sitting fees of Rs.10,000/- (Rupees Ten Thousand Only) for each Meeting of Board and Committee attended by her.
12.	Relationship between Directors inter-se/ Manager and KMPs	NIL
13.	Directorship held in other Companies	1. Ravileela Granities Limited 2. TKG Healthcare Private Limited 3. Qnext Stone Products Private Limited .
14.	Chairmanship/ membership of Committees of listed Companies	1. B2B Software Technologies Limited -Audit Committee Member - Nomination and Remuneration Committee Member -Stakeholder Committee Member. 2.Ravileela Granities Limited -Stakeholder Relationship Committee-Member

Dr. Avinash Yaramati (DIN-09804102)

SR. NO.	PARTICULARS	DESCRIPTION
1.	Name of the Director	Dr. Avinash Yaramati
2.	Category	Non-Executive Non-Independent Director
3.	Director Identification Number (DIN)	09804102
4.	Education Qualification	M.S. in General Surgery
5.	Brief Profile/ Nature of expertise in specific area	Dr. Avinash is a qualified medical professional holding an M.S. in General Surgery from Mamata Medical College and an M.B.B.S. from Mahatma Gandhi Medical College & Research Institute. He possesses extensive clinical experience, serving as Registrar in Surgical Gastroenterology at Star Hospitals, Hyderabad, and held academic roles such as Assistant Professor and Senior Resident at institutions including NIMS, Sri Manakula Vinayagar Medical College, and Gayatri Medical College, Visakhapatnam. He has also contributed to the field through paper presentations at state-level conferences and publications in peer-reviewed scientific journals.
6.	Date of Birth	July 27,1990
7.	Date of First appointment on the Board	July 12,2025
8.	Number of Board Meeting attended during the year	not applicable since appointed after closure of FY
9.	Terms and conditions of appointment	Proposed to be re-appointed as Director of the Company and liable to retire by rotation.
10.	Details of Remuneration sought to be paid	Being a Non-Executive Director, he is entitled to sitting fees of Rs.10,000/- (Rupees Ten Thousand Only) for each Meeting of Board and Committee attended by him
11.	Shareholding in the Company as on 31.03.2025	NIL
12.	Relationship between Directors inter-se/ Manager and KMPs	Son of Dr. Yaramati Satyanarayana-Non-Executive Director resigned w.e.f July12,2025
13.	Directorship held in other Companies	NIL
14.	Chairmanship/ membership of Committees of listed Companies	NIL

By order of the Board
For **B2B SOFTWARE TECHNOLOGIES LIMITED**

Date: 12th August, 2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
(DIN: 06399503)

Registered Office
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, Behind West Side Showroom, Near Somajiguda Circle, Begumpet,
Hyderabad – 500016.
CIN: L72200TG1994PLC0
Website: www.b2bsoftech.com/
Email id: investorservice@b2bsoftech.com
Telephone: 040 – 23372522, 23375926,
Fax: 040 –233223285

DIRECTORS' REPORT

Dear Members,

The Board of Directors of the Company are pleased to present the Company's 31st annual report along with the audited financial statements (standalone and consolidated) for the financial year ended March 31, 2025

1. FINANCIAL SUMMARY

A summary of the Company's standalone and consolidated financial performance for the year ended March 31, 2025, is given below:

(Amount In Lakhs)

	Standalone		Consolidated	
PARTICULARS	**2024-25**	**2023-24**	**2024-25**	**2023-24**
Revenue from Operations	1513.64	1,392.32	2413.69	2032.28
Other Income	148.98	134.14	148.98	134.14
Profit/ Loss before Depreciation, Finance Costs, Exceptional Items and Tax Expense	**1662.62**	**1,526.46**	**2,562.67**	**2166.42**
Less: Depreciation/Amortization / Impairment	13.19	16.49	13.19	16.49
Profit / Loss before Finance Costs, Exceptional Items and Tax Expense	**1649.43**	**1509.97**	**2549.48**	**2149.93**
Less: Other Expenses	1346.51	1282.50	2223.57	1910.41
Profit/ Loss before Exceptional Items and Tax Expense	**302.92**	**227.47**	**325.91**	**239.52**
Add/ Less: Exceptional Items	0.00	0.00	0.00	0.00
Profit/ Loss before Tax Expense	**302.92**	**227.47**	**325.91**	**239.52**
Less: Tax Expense (Current & Deferred)	62.43	55.02	62.43	55.02
Profit/ Loss for the year (1)	**240.49**	**172.45**	**263.48**	**184.50**
Total Comprehensive Income/ Loss (2)	(31.74)	(0.59)	(31.74)	(0.59)
Total (1+2) carried to Balance Sheet	**208.75**	**171.86**	**231.74**	**183.91**

2. INDUSTRY STRUCTURE AND DEVELOPMENT

Microsoft Dynamics is a growing business and global organizations identify Microsoft Dynamics as the preferred vendor for their next ERP investment. Microsoft Dynamics customer relationship management (CRM) and enterprise resource planning (ERP) software connects people, processes, and systems. With easy to use, fast to implement tools to manage financials, supply chain, and operations. Microsoft Dynamics is sold by a global network of solution specialists, known as partners or resellers.

3. REVIEW OF OPERATIONS

Your Company is one of the Gold Certified Microsoft Partner specialized in providing Implementation services for Microsoft Dynamics ERP in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises.

As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology. Detailed discussion on the operations is given in the Management Discussion and Analysis forming part of this report.

B2B has developed several Add-on's namely Quality, HR & Payroll, Plant Maintenance and Life Sciences Vertical for Microsoft Dynamics on NAV and AX.

The Company is launching a new Division for "Emerging Technologies" to address the rapidly growing demand for innovative and transformative solutions. The Division will focus on delivering cutting-edge projects in the domains such as Artificial Intelligence (AI), Machine Learning (ML), and Large Language Models (LLM), Agentic Chatbots, Blockchain Technologies, Robotic Process Automation (RPA), Digital Workflow Transformation, Data Mining and Data Warehousing, Advanced Analytics, Low-code / No-code Development Tools, Cloud Migration and Cybersecurity. The initial capital expenditure for the launch of this division has been approved at ₹1 crore, to be funded from internal accruals, with provision for additional funding as required. New division will commence the operations from September 2025 with the required infrastructure setup. The Company believes this strategic initiative will position the Company at the forefront of technological innovation and open new avenues for sustainable growth.

4. LISTING OF EQUITY SHARES

The securities of the Company are listed at BSE Limited (BSE) ,the Company has paid the Annual Listing Fees to the said Stock Exchanges for the Financial Year 2025-26.

5. TRANSFER TO RESERVES

No amounts were proposed to be transferred to General Reserves for the period under review. The profit of Rs.208.75/- lakhs earned during the year will be retained in the company to meet the future requirements.

6. CHANGE IN NATURE OF BUSINESS, IF ANY

During the year under review, there has been no change in the nature of business of the Company.

7. CHANGES IN SHARE CAPITAL

As on March 31, 2025, the Authorised share capital of the Company was Rs. 1,200/- lakhs The Paid-up Equity share capital as on March 31, 2025 was 1158.54/-lakhs.

8. ESOP Grant under B2B ESOP Scheme 2024:

During the financial year 2024–25, the Company, through the B2B ESOP Trust, granted 3,02,288 stock options to eligible employees under the B2B ESOP Scheme 2024. These options were granted out of the 6,00,000 shares allocated to the Trust. Each option entitles the holder to convert it into one (1) equity share of the Company at an exercise price of Rs. 10/- (Rupees Ten Only) per option. The scheme is administered through the B2B ESOP Trust and is fully compliant with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

9. DIVIDEND

To conserve cash for the Company's operations, the Directors do not recommend any dividend for the year under review.

10. TRANSFER OF SHARES TO INVESTOR EDUCATION AND PROTECTION FUND

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority Account.

However, there are no amount/shares to be transferred to Investor Education and Protection Fund (IEPF).

11. MATERIAL CHANGES AND COMMITMENTS

Pursuant to Section 134(3)(l) of the Companies Act, 2013, the Board of Directors reports the following material changes and commitments that have occurred between the end of the financial year i.e., March 31, 2025, and the date of this Report:

I. Receipt of Significant Order

The Company has received an order from Antelope Valley Cancer Centre, Palmdale, CA for a total consideration of USD 1,000,000. The project is aimed at improving the efficiency, quality of care, and operational performance of the client's oncology practice by leveraging advanced technologies The project is to be executed over a period of 60 months.

II. Launch of New Division – Emerging Technologies

To address the rapidly growing demand for innovative and transformative technology solutions, the Company has approved the launch of a new Division titled "Emerging Technologies." The Division will focus on cutting-edge domains including AI, ML, Large Language Models (LLM), Agentic Chatbots, Blockchain Technologies, Robotic Process Automation (RPA), Digital Workflow Transformation, Data Mining and Warehousing, Advanced Analytics, Low-code/No-code Development Tools, Cloud Migration, and Cybersecurity.

An initial capital expenditure of Rs.1 crore has been approved for this Division, to be funded from internal accruals, with provision for additional funding as may be required. The Division is expected to commence operations from September 2025 with the required infrastructure setup.

III. Changes in the Board of Directors

a. Dr. Yaramati Satyanarayana (DIN: 00360679) ceased to be the Chairman & Non-Executive – Non-Independent Director of the Company with effect from July 12, 2025.

b. Dr. Avinash Yaramati (DIN: 09804102) was appointed as an Additional Director of the Company with effect from July 12, 2025. His appointment is proposed for approval of the shareholders at the ensuing Annual General Meeting. He has been designated as the Chairman of the Company by the Board at its meeting held on August 12, 2025.

IV. Changes in Company Secretary and Compliance Officer

Mrs. Gita Usha Rani Maddukuri (Membership No. A65602) was appointed as Company Secretary and Compliance Officer of the Company with effect from April 1, 2025. The Board approved her resignation at its meeting held on August 12, 2025, which will become effective from August 26, 2025.

V. Grant of Employee Stock Options

On May 19, 2025, the Nomination and Remuneration Committee of the Company granted 2,50,325 stock options to eligible employees under the B2B ESOP Scheme 2024, out of 6,00,000 shares lying in the B2B ESOP Trust. Each option is convertible into one equity share of the Company at an exercise price of Rs.10 per option. The scheme is implemented through the B2B ESOP Trust and is fully compliant with SEBI (SBEB & SE) Regulations, 2021.

12. SUBSIDIARY COMPANIES

The Company has one subsidiary as on March 31, 2025, i.e., B2B Softech INC, USA

Consolidated financial statements have been prepared by the Company in accordance with the requirements of Ind AS 27 issued by Institute of Chartered Accountants of India (ICAI) and as per the provisions of the Companies Act, 2013 ("the Act").

Pursuant to the provisions of Section 136 of the Act, the standalone and consolidated financial statements of the company along with separate audited financial statements of subsidiaries are placed by the Company on its website at www.b2bsoftech.com and a report on the performance and financial position of each of the subsidiaries included in the consolidated financial statements pursuant to Rule 8(1) of Companies (Accounts) Rules, 2014, is enclosed as Annexure-1to this report.

Statement containing the salient features of the financial statements of subsidiaries for the year ended March 31, 2025, in Form AOC-1 (Pursuant to first proviso to sub-section (3) of section 129 of the Act read with Rule 5 of Companies (Accounts) Rules, 2014) is enclosed as Annexure-2 to this report.

13. CORPORATE GOVERNANCE

A report on Corporate Governance as required under the Listing Regulations is provided as separate section to this Annual Report. Pursuant to Regulation 34(3) of the SEBI Listing Regulations, Report on Corporate Governance along with the certificate from a Practicing Chartered Accountant certifying compliance with conditions of Corporate Governance, is annexed to this Annual Report.

14. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 ("the Listing Regulations") is enclosed as Annexure–10.

15. DECLARATIONS OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their declaration of independence, stating that:

a. They continue to fulfill the criteria of independence provided in Section 149 (6) of the Act along with Rules framed thereunder and Regulation 16(1)(b) ; and

b. There has been no change in the circumstances affecting his/ their status as Independent Directors of the Company.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct. In terms of Section 150 of the Act and Rules framed thereunder, the Independent Directors have also confirmed their registration (including renewal of applicable tenure) and compliance of the online proficiency self- assessment test (unless exempted) with the Indian Institute of Corporate Affairs (IICA). The Board opined and confirm, in terms of Rule 8 of the Companies (Accounts) Rules, 2014 that the Independent Directors are persons of high repute, integrity and possess the relevant expertise and experience in their respective fields

16. MEETING OF INDEPENDENT DIRECTORS:

As per Clause VII of Schedule IV to the Companies Act, 2013 read with Clause 49 (II) (B) (6) of the Listing Agreement provide that a separate meeting of Independent Directors should be held at least once in a year. The performance of the Individual Directors on the Board and the Committees thereof is done by the Board and the Independent Directors in their exclusive meeting held on March 25, 2025.

17. BOARD EVALUATION:

The annual evaluation process of the Board of Directors, individual Directors and Committees was conducted in accordance with the provisions of the Act and the SEBI Listing Regulations. The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effetiveness of Board processes, information and functioning, etc.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the performance of the Committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India.

In a separate meeting of independent directors held on 25th March 2025, performance of Non-Independent Directors and the Board was evaluated. The Board also assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

18. VIGIL MECHANISM

The Company established a Whistle Blower policy & Vigil Mechanism for directors and employees to report genuine concerns pursuant to Section 177 of the Act. The vigil mechanism provides adequate safeguards against victimisation of employees who use such mechanism and for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The policy lays down the mechanism for conducting inquiries into whistle blower complaints received by the Company. Employees who become aware of any alleged wrongful conduct are encouraged to make a disclosure to the Audit committee.

The details of such mechanism are communicated to all the directors and employees, and it is also disclosed on the website of the Company https://www.b2bsoftech.com/Investors_column/Whistle%20Blower%20Policy.pdf

19. CHANGES IN DIRECTORS AND KMP

i. Cessation of Independent Directors:

- Mr. Ram Babu Mutyala (DIN: 03473901) and Mr. Arumilli Rambabu (DIN: 03473906) completed their second and final term as Independent Directors of the Company with effect from March 31, 2024. Consequently, they ceased to be Directors of the Company.
- Ms. Rajeswari Immani (DIN No. 07127791) ceased to be an Independent Director with effect from March 27, 2025 upon completion of her second and final term. The Board placed on record its sincere appreciation for the valuable contributions and services rendered by her during her tenure.

ii. Appointments of Independent Directors:

- Mr. Lakshmi Narayana Bolisetty (DIN: 02766709) was appointed as an Additional Director with effect from 28th June 2025. His appointment was subsequently regularised and approved by the shareholders at the Annual General Meeting held on 26th September 2025, wherein he was appointed as a Non-Executive Independent Director of the Company.
- Mr. Sreeramulu Kavuri (DIN: 01999979) was appointed as an Additional Director with effect from 28th June 2025. His appointment was also regularised and approved by the shareholders at the Annual General Meeting held on 26th September 2025, and he was appointed as a Non-Executive Independent Director of the Company.

iii. Changes in Non-Executive – Non-Independent Directors:

- Mr. Chode Suresh (DIN: 03473921) ceased to be a Non-Executive – Non-Independent Director of the Company with effect from August 26, 2024.
- Mrs. Parvatha Samanth Reddy (DIN: 00141961) was appointed as an Additional Director with effect from August 26, 2024.Her appointment was subsequently regularised and approved by the shareholders at the Annual General Meeting held on 26th September 2025, wherein she was appointed as a Non-Executive Non- Independent Director of the Company.

iv. Changes in Company Secretary and Compliance Officer:

- Ms. Prabhat Bhamini (Membership No. A69664), Company Secretary and Compliance Officer, resigned with effect from March 31, 2025

20. DIRECTORS RETIRING BY ROTATION

Mrs. Parvatha Samanth Reddy (DIN: 00141961) retire by rotation at the ensuing Annual General Meeting and, being eligible, offers harself for re-appointment.

21. NUMBER OF MEETINGS OF THE BOARD

During the financial year under review, Seven (7) meetings of the Board of Directors were held on the following dates:

S:NO	BOARD MEETING DATES
1.	24th May, 2024
2.	28th June,2024
3.	18th July ,2024
4.	26th August, 2024
5.	13th November, 2024
6.	11th February,2025
7.	25th March,2025

These meetings were conducted in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the relevant provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI). The intervening gap between any two Board Meetings was within the period prescribed under the provisions of the Companies Act, 2013.

Attendance of Directors at the Board Meetings and Annual General Meeting has been furnished in the Corporate Governance Report, which forms part of the Directors Report.

22. COMMITTEES OF BOARD

Currently the Board has three committees: Audit, Nomination and Remuneration and Stakeholders' Relationship. The composition of the committees is in line with the applicable provisions of the Act, Rules and the Listing Regulations and are as detailed below.

Name of the Committee	Composition of Committee	Remarks
AUDIT COMMITTEE	Mr. Sreeramulu Kavuri – Chairperson	The Audit committee of the Board of directors was constituted in conformity with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations and its role has been the same as stipulated in the Act and the Regulations mentioned above. All recommendations made by the Audit committee during the year were accepted by the Board.
	Mr. Lakshmi Narayana Bolisetty - Member	
	Mrs. Parvatha Samanth Reddy-Member	

Name of the Committee	Composition of Committee	Remarks
NOMINATION AND REMUNERATION COMMITTEE	Mr. Lakshmi Narayana Bolisetty - Chairperson	The Nomination and Remuneration committee of the Board of directors was constituted in conformity with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations and its role has been the same as stipulated in the Act and the Regulations mentioned above
	Mr. Sreeramulu Kavuri-Member	
	Mrs.Parvatha Samanth Reddy-Member	

Name of the Committee	Composition of Committee	Remarks
STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Yaramati Satyanarayana-Chairperson	The Stakeholders' Relationship committee of the Board of directors was constituted in conformity with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations and its role has been the same as stipulated in the Act and the Regulations mentioned above.
	Mr. Bala Subramanyam Vanapalli - Member	
	Mrs.Parvatha Samanth Reddy-Member	
	Mr. Sreeramulu Kavuri-Member - Member (appointed w.e.f 27/03/205)	
	Mrs. Rajeswari Immani Chairperson (ceased w.e.f 27/03/2025	

The terms and reference details of meetings held and the attendance of members during the financial year 2024-25 of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and are given in the Corporate Governance Report, which forms part of the Directors Report.

23. INTERNAL FINANCIAL CONTROLS

A company's internal financial controls is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that:

I pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company.

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements

24. DIRECTORS' RESPONSIBILITY STATEMENT

Directors confirm that:

a) in the preparation of the annual accounts for the financial year 2024-25 the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.

c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

d) the directors had prepared the annual accounts on a going concern basis; and

e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the financial year 2024-2025 your company had not given any loans or provided any guarantees or made any investments as specified under the provisions of Section 186 of the Companies Act, 2013 read with rules made there under, whereas Company has made investment of Rs.9,590,069/- in the shares of listed companies, similarly the Company is a regular investor in the units of liquid and debt mutual funds, which is outside the purview of the provisions of Section 186 of the Companies Act 2013, details of such investments are given in the notes to the Financial Statements. Hence, no further disclosure is being given here to avoid repetition.

26. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Sec.188 in Form AOC-2 pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 are enclosed as **Annexure-4** to this report.

The policy on materiality of related party transactions and on dealing with the related party transactions as approved by the Audit committee and the Board of directors is placed on the website of the Company at https://www.b2bsoftech.com/Investors_column/RelatedPartyTransactionsPolicy12-08-2025.pdf

27. RISK AND RISK MITIGATIONS

Microsoft Dynamics being a growing business, new entrants into the market and competition will continue to exert pricing pressure undermining industry profitability. Strategic positioning and generating higher level of economic value by continuing to build IP and offer value added services around verticals and add-on's is mandatory. Scale of

operations is limited to the existing level unless a fresh funding route is identified. The Board of Directors of your company have not identified any risks which will affect the going concern nature of the company.

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

In accordance with the provisions of Section 134 (3) (m) of the Act, the required information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo have been enclosed as **Annexure-3** to this report.

29. PARTICULARS OF EMPLOYEES

The names and other particulars in accordance with the provisions of Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed as **Annexure-5** to this Report.

Names of the top ten employees in terms of remuneration drawn and the name of every employee employed throughout the financial year and in receipt of remuneration of Rs. 1.02 cores or more, or employed for part of the year and in receipt of Rs. 8.50 Lakhs or more per month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, are enclosed as Annexure-6 to this Report.

30. CORPORATE SOCIAL RESPONSIBILITY

Your Company does not fall under any of the criteria specified under the provisions of Companies Act, 2013. Hence the Company has not constituted any committee and is not required to furnish any information in this report as required under the provisions of the said Act.

31. ANNUAL RETURN

In accordance with Section 92(3) of the Act and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended), a copy of the Annual Return of the Company is placed on the website of the Company at http://b2bsoftech.com/Annualreturns.html

32. PREVENTION OF INSIDER TRADING

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of Fair Disclosure and Code of Conduct for regulating the dissemination of Unpublished Price Sensitive Information and trading in securities by Insiders. The trading window is closed during the time of declaration of results and occurrence of any material events.

The code of practices and procedures for fair disclosure of unpublished price sensitive information as approved by the Board of directors is placed on the website of the Company at https://www.b2bsoftech.com/Investors_column/AmendmentCodeofPracticesandProceduresforfairdisclosureofunpblishedpricesensitiveinformation.pdf

33. DEPOSITS

During the year under review your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date. However, the Company has obtained security deposits from employees, but it is not considered as Deposits as per the provisions of Companies Act 2013 and the rules made thereunder.

34. DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS

As per Clause xii read with Rule 8(5) of the Companies (Accounts) Rules 2014, No Loans from the banks/ Financial Institutions were under One Time Settlement during the year under review. Hence, the difference between amount of Valuation done at the time of Settlement and Valuation done at the time of taking loans from the banks did not arise.

35. STATUTORY AUDITORS & AUDITOR'S REPORT

M/s. Jawahar and Associates (F.R. No: 0012815) Chartered Accountants have ceased to be the statutory auditors of the company as they resigned with effect from August 12,2025. The Auditors have resigned due to pre occupations and there is no material reason for their resignation.

The Board of Directors in their meeting held on 12th August, 2025, based on the recommendation Audit Committee,

recommended to the members of the Company for appointment of M/s. M V Vijaya Kumar & Co.,(F.R.No.007890S) Chartered Accountants as the statutory auditors of the Company, in the casual vacancy caused by the resignation of M/s Jawhar & Associates, Chartered Accountants, to hold office from the conclusion of the 31st Annual General Meeting until the conclusion of the 32nd Annual General Meeting, at such remuneration as may be mutually agreed between the Board of directors of the Company and the statutory auditors from time to time. M/s. M V Vijaya Kumar & Co. (F.R.No.007890S), Chartered Accountants hold a valid peer review certificate issued by the Institute of Chartered Accountants of India as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Auditors have given their consent for appointment and stated that they stand free from disqualification for being appointed as the Statutory Auditors of the Company

The Auditors' Report on the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025 does not contain any reservation, qualification or adverse remarks and their report together with the notes to Financial Statements are self-explanatory and hence do not call for any further comments under Section 134 of the Act.

36. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act 2013 read with Companies (Accounts) Rules, 2014 the Company has appointed Ms. Srijani Sarkar Chartered Accountants as the Internal Auditors of the Company for the Financial Year 2024-25.

The internal audit reports and the suggestions made on a quarterly basis by the auditors, during the year under review, were noted by the Board and acted upon.

37. SECRETARIAL AUDIT

During the year under review, the Company has complied with the provisions of Section 204 of the Act and Regulation 24A of the Listing Regulations. The Secretarial Audit Report for the financial year ended March 31, 2025 is issued by M/s. DSMR & Associates, Practicing Company Secretaries, Hyderabad is enclosed as Annexure -7 to this Report.

The Board has appointed M/s. DSMR & Associates, Practicing Company Secretaries to conduct secretarial audit pursuant to the recommendations of the Audit committee for the FY 2024-25.

Further, the Secretarial Audit report of B2B Software Technologies Ltd, is also available on the Company's website at https://www.b2bsoftech.com/Secretarialcompliance24A.html

Pursuant to the provisions of Section 204 of the Companies Act 2013 and Rule 9 of Companies (Appointment and Remuneration Managerial Personnel) Rules 2014 read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the re-commendation of the Audit Committee the Board of Directors of the Company recommend the appointment of M/s. DSMR & Associates a firm of Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five consecutive financial years commencing from financial year 2025-26 to financial year 2029-30 at such terms and conditions given in the explanatory statement annexed thereto.

38. ANNUAL SECRETARIAL COMPLIANCE REPORT

The Company has undertaken an audit for the financial year 2024-25 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder.

The Annual Secretarial Compliance Report issue by M/s. DSMR & Associates, Prop. Mr. DSM Ram, Company Secretary in Whole time Practice, Hyderabad has been submitted to the Stock Exchanges within the specified time and same is annexed herewith as Annexure -8.

39. REPLY TO OBSERVATION RAISED BY THE SECRETARIAL AUDITOR:

Qualification raised by the Secretarial Auditor relating to the non-compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014:

SR. NO.	QUALIFICATION RAISED BY THE SECRETARIAL AUDITOR	REPLIES BY THE MANAGEMENT
1.	There was a delay in filing Form DIR-12 for the appointment of Mr. Sreeramulu Kavuri as an Independent Director of the Company	Due to technical issues encountered on the MCA portal.
2.	The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form	Majority of promoters of the Company are Non-resident Individual which resulting into challenges in dematerialisation.
3.	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.
4.	Independent dirctors were not appointed prior to the end of tenure of outgoing Independent dirctors	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.
5.	Non-maintenance of composition of the Board and Committee	Independent Directors were appointed on 28th June 2024; the company is now in compliance. BSE Ltd imposed a fine of Rs. 2,07,680 on the company for non-compliance with the provisiton of Sec.19 (1) & (2) of SEBI (LODR) Regutaion 2015 relating to composition of Nomination and Remuneration Commitee. The Company has filed waiver request of the said fine to BSE which is currently pending for approval.

40. FRAUD REPORTING

During the Financial Year under review, the Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company, pursuant to the provisions of Section 143(12) of the Companies Act, 2013.

41. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has zero tolerance towards sexual harassment at the workplace and the details of sexual harassment complaints as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder are as follows:

Sr.No.	Particulars	NUMBER OF COMPLAINTS
1.	Number of Sexual Harassment Complaints received	NIL
2.	Number of Sexual Harassment Complaints disposed off	NIL
3.	Number of Sexual Harassment Complaints pending beyond 90 days.	NIL

During the year under review, the Company has complied with the provisions related to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

42. SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material orders were passed by the Regulators, Courts and Tribunals impacting the going concern status and the Company's operations in future, except as stated otherwise.

43. RECLASSIFICATION OF PROMOTERS

On October 19, 2022, the Company submitted a reclassification application to BSE Ltd to move Mr. Janakirama Verma Meka and Mrs. Chandralekha Meka from the "Promoter & Promoter Group" category to the "Public Group" category.

The application has been approved by the Exchange operation team on October 17,2024.

By the time of approval, the promoters, on whose behalf the application was made, had already sold a significant portion of their shares in the open market. As of the approval date, Mr. Janakirama Verma Meka had sold 1,059,270 shares and held 25,000 equity shares (0.22% of the total equity shares), while Mrs. Chandralekha Meka had sold her entire holding of 40,000 equity shares.

43. MAINTENANCE OF COST RECORDS

During the year under review, Section 148(1) of the Act is not applicable to your Company and accordingly such accounts and records are not made and maintained by the Company as specified.

44. COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with all the secretarial standards issued by the Institute of Company Secretaries of India.

45. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC) No application has been filed for Corporate Insolvency Resolution process, by the company under the IBC before the National Company Law Tribunal (NCLT) during the year under review.

46. PROVISION OF VOTING BY ELECTRONIC MEANS THROUGH REMOTE E-VOTING AND E-VOTING AT THE AGM:

Your Company is providing E-voting facility as required under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The ensuing AGM will be conducted through Video Conferencing/OVAM and no physical meeting will be held and your company has make necessary arrangements with CDSL to provide facility for remote e-voting. The details regarding e-voting facility is being given with the notice of the Meeting.

47. CREDIT RATING

The Company does not have debt instruments or any fixed deposit programme or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, disclosure in respect of list of Credit Ratings obtained by the Company is not applicable.

48. FIXED DEPOSITS

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of balance sheet.

49. OUTLOOK AND FUTURE PLANS

“Management Discussion and Analysis” contains a section on the Company’s outlook and future plans; the members may please refer the same on this.

50. PERFORMANCE INDICATORS FOR EVALUATION OF INDEPENDENT DIRECTORS:

Independent directors have three key roles – governance, control and guidance. Some of the performance indicators based on which the independent directors are evaluated are:

- Ability to contribute towards the overall growth of the Company
- Ability to create a brand image for the Company and assist in resolving issues, if any, whenever possible
- Contribution to strategy and other areas impacting Company’s performance.

And, in general, commitment to the fulfilment of a director’s obligations and fiduciary responsibilities. The performance evaluation of each Independent or non-executive director is done by the Board annually based on criteria specified above and the role played other than at meetings. The evaluation process also considers the time spent by each of the Board members, core competencies, personal characteristics, accomplishment of specific responsibilities and expertise.

51. EMPLOYEES’ STOCK OPTION SCHEME

The Company has in place the B2B Employees Stock Option Scheme, 2008 (“ESOP–2008”), which was duly approved by the members. Under the scheme, the Company had originally granted 60,000 stock options to eligible

employees; however, none of these options were exercised and the shares continued to remain with the ESOP Trust.

In order to align the Scheme with the amendments to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the members, at the 30th Annual General Meeting held on 26th September 2024, approved modifications to the Scheme. Further, in the same meeting, the members approved the issue of an additional 4,00,000 equity shares under the Scheme. Accordingly, the ESOP Scheme holds a total pool of 10,00,000 stock options.

Pursuant thereto, the Nomination and Remuneration Committee has granted stock options under the Scheme in two tranches till the date of this Report, as under:

- 3,02,288 options granted on 11th February 2025
- 2,50,325 options granted on 19th May 2025

Each option is convertible into one equity share of the Company at an exercise price of Rs. 10 per option.

The Scheme is implemented through the ESOP Trust and is in compliance with the provisions of the Companies Act, 2013 and SEBI (SBEB & SE) Regulations, 2021.

The details required to be disclosed under Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Part F of Schedule – I of the SEBI (SBEB & SE) Regulations, 2021 are annexed to this Report as Annexure – 9.

It is confirmed that the Scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and during the year under review no material changes were made to the Scheme.

52. INSURANCE

All machinery and computers of the Company have been adequately insured.

53. CRITERIA FOR APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT

The Nomination and Remuneration Committee identifies persons who are qualified to become directors, KMP and who may be appointed in the senior management in accordance with the criteria laid down and recommend to the Board for their appointment and removal.

A person for appointment as director, KMP or in senior management should possess adequate qualifications, expertise and experience for the position considered for appointment. The committee decides whether qualification, expertise and experience possessed by a person are sufficient for the concerned position. The committee ascertains the credentials and integrity of the person for appointment as a director, KMP or senior management level and recommends to the Board his / her appointment.

The Committee, while identifying suitable persons for appointment to the Board, will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board.

54. POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION & OTHER DETAILS

Pursuant to the provisions of the Act and the Listing Regulations, the Nomination and Remuneration committee identifies persons who are qualified to become directors in accordance with the criteria laid down and recommend to the Board for their appointment and removal.

The Company adopted a policy relating to the remuneration for Directors, key managerial personnel and other senior management personal. This Policy covers the remuneration and other terms of employment for the Company's executive team. The remuneration policy for members of the Board and for management, aims at improving the performance and enhancing the value of the Company by motivating and retaining them and to attract the right persons to the right jobs in the Company.

The object of this Remuneration Policy is to make your Company a desirable workplace for competent employees and thereby secure competitiveness, future development and acceptable profitability. In order to achieve this, it is imperative that the Company is able to offer competitive remuneration in all its operational locations.

A detailed policy on remuneration of the Directors and Senior Management is placed on the Company's website under the web link:

https://www.b2bsoftech.com/Investors_column/NominationandRemunerationPolicy-13-11-2020.pdf

55. MATERNITY BENEFIT

The Company declares that it has duly complied with the provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the statutory benefits prescribed under the Act, including paid maternity leave, continuity of salary and service during the leave period, and post-maternity support such as nursing breaks and flexible return-to-work options, as applicable. The Company remains committed to fostering an inclusive and supportive work environment that upholds the rights and welfare of its women employees in accordance with applicable laws.

56. AUDIT TRAIL APPLICATION (AUDIT AND AUDITORS) RULES 2014- RULE 11 OF COMPANIES ACT 2013

The Company has used accounting software for maintaining its books of accounts for the financial year ended March 31,2025 which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software.

Pursuant to Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, the Statutory Auditors have confirmed that the audit trail has been preserved by the Company as per the statutory requirement for record retention.

57. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014- RULE 9 OF THE COMPANIES ACT 2013

In accordance with Rule 9 of Appointment of Designated Person (Management and Administration) Rules 2014 it is essential for the company to designate a person responsible for ensuring the compliance with statutory obligations.

The company has proposed and appointed Company Secretary as a Designated person in a Board Meeting and the same has been reported in the Annual Return

58. NUMBER OF EMPLOYEES

As of the financial year ended March 31, 2025, the Company reported its workforce composition by gender category as follows:

Sr.No.	TYPE OF EMPLOYEE	NUMBER OF EMPLOYEES
1.	Female	18
2.	Male	91
3.	Transgender	0

ACKNOWLEDGEMENT

The Directors take this opportunity to express their appreciation and thank all customers, vendors, investors, bankers, Government of India and State Governments wherever we have operations for their assistance, patronage and cooperation. The Directors also wish to place on record their appreciation for the dedicated contribution made by all employees of the Company. Our consistent growth was made possible by their hard work, solidarity, cooperation, and support.

By order of the Board
For B2B Software Technologies Limited

Date: 12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 06399503

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

ANNEXURE-1

PERFORMANCE AND FINANCIAL INFORMATION OF EACH OF THE SUBSIDIARIES UNDER RULE 8(1) OF COMPANIES (ACCOUNTS) RULES,2014 FOR THE YEAR ENDED MARCH 31, 2025

Sr.No.	Name of the Subsidiary Company	Share Capital	Turnover/Total Income	Profit/Loss After Taxation
1.	B2B Softech Inc., USA	33.81	900.05	-

By order of the Board
For B2B Software Technologies Limited

Date: 12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 06399503

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

ANNEXURE-2

AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENTS OF SUBSIDIARIES AND ASSOCIATE COMPANIES FOR THE YEAR ENDING 31ST MARCH 2025 (PURSUANT TO FIRST PROVISO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)

Part "A" Subsidiaries

(Amount in Lakhs)

Sl. No.	Particulars	Details
1.	Name of the Subsidiary	B2B Softech Inc., USA
2.	The date since which subsidiary has been acquired	July 17, 2001
3.	Reporting period for the subsidiary concerned if different from the holding company's reporting period.	Not Applicable
4.	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD 85.5814
5.	Share Capital	33.81
6.	Reserves and surplus	-
7.	Total Assets	142.65
8.	Total Liabilities	142.65
9.	Investments	-
10.	Turnover	900.05
11.	Profit/Loss before Taxation	22.99
12.	Provision for taxation	22.99
13.	Profit after taxation	-
14.	Proposed Dividend	-
15.	% of shareholding	100

Notes:
1. Names of subsidiaries which are yet to commence operations:
2. Names of subsidiaries which have been liquidated or sold during the year:

PART "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures:

The Company does not have any associate companies and Joint Ventures. Hence the information required under this head is not being furnished.

For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S

Bala Subramanyam Vanapalli
Executive Director
DIN : 06399503

Dr. Y.Satyanarayana
Director
DIN: 00360679

M Chandramouleswara Rao
Partner
Membership No: 024608

Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Place: Hyderabad
Date : 19th May 2025

M Gita Usha Rani
Company Secretary
ACS - 65602

Annexure-3

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY: NIL

i. The steps taken or impact on conservation of energy

ii. The steps taken by the Company for utilizing alternate sources of energy

iii. The capital investment on energy conservation equipments

B. TECHNOLOGY ABSORPTION:NIL

i. The efforts made towards technology absorption

ii. The benefits derived like product improvement, cost reduction, product development or import substitution.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

a) The details of technology imported;

b) The year of import;

c) Whether the technology has been fully absorbed;

d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof;

e) The expenditure incurred on Research and Development.

iv. The expenditure incurred on Research and Development

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Sl. No.	Particulars of the transaction	Current Year 2024-25 (In Lakhs)	Previous Year 2023-24 (In Lakhs)
1.	Foreign Exchange Earnings	754.79	624.66
Total Foreign Exchange Earnings		**754.79**	**624.66**
2.	Foreign Exchange Outgo		
	a. On account of import	-	-
	b. On account of import of Equipment	-	-
	c. On account of Travel	-	7.95
	d. On account of payment of dividend	-	-
Total Foreign Exchange Outgo		**-**	**7.95**

By order of the Board
FOR B2B SOFTWARE TECHNOLOGIES LIMITED

Date:12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 0639950

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

Annexure-4

AOC-2

DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013, (PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

1. There are no contracts or arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis.

2. The following are the material contracts/arrangements/transactions entered into by the company with related parties referred to in sub-section (1) of Section 188 of

   the Companies Act, 2013 which are at arm's length basis:

Name(s) of the related party and nature of relationship	Genius Doc	Mr. Sunil Nemani	Dr. Ramachandra Rao Nemani
Nature of contracts / arrangements / transactions	Product Development & Resource Allocation	Appointment as Chief Financial Officer	Appointment as Chief Executive Officer
Duration of the contracts / arrangements / transactions	1st January, 2021 to 31st December, 2030	Not Applicable	Not Applicable
Salient terms of the contracts or arrangements or transactions including the value, if any	Subject to a cancellation by the Company with three months' notice. Renewal term automatic renewal for second Ten year term with the same terms and conditions. Payment for resources at direct resource cost plus 50% mark up.	Remuneration of Rs.1,00,000/- payable monthly w.e.f 1st October,2021	Remuneration of Rs.3,00,000/- payable monthly w.e.f 1st October,2021
Date(s) of approval by the Board,/shareholders if any	In the postal ballot concluded on 28th Dec, 2020	In the 27th AGM held on 15th September, 2021	In the 27th AGM held on 15th September, 2021
Amount paid as advances, if any	NIL	NIL	NIL

3. Details of contracts or arrangements or transactions not in the ordinary course of business

Sr.No.	Particulars	DETAILS
1.	Name(s) of the Related Party and nature of relationship	NIL
2.	Nature of contracts/ arrangements/transactions	NIL
3.	Duration of the contracts/ arrangements/ transactions	NIL
4.	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
5.	Date(s) of Approval by the board, if any	NIL
6.	Amount paid as advances, if any	NIL
7.	Date on which the Special Resolution was passed in General Meeting as required under first proviso to section 188Date on which the Special Resolution was passed in General Meeting as required under first proviso to section 188	NIL

By order of the Board
FOR B2B SOFTWARE TECHNOLOGIES LIMITED

Date:12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 0639950

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

Annexure-5

The ratio of the remuneration of each director to the median employee's remuneration and other details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	REQUIREMENT	DISCLOSURE
1.	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	Mr. Bala Subramanyam Vanapalli 11:73:1 Dr. Y Satyanarayana NA Mrs.Parvatha Samantha Reddy NA Mr.Lakshminarayana Bolisetty NA Mr.Sreeramulu Kavuri NA
I.	The Percentage increase in remuneration of each director, CFO, CEO, CS in the financial year	**DIRECTORS** Mr. Bala Subramanyam Vanapalli 2.18 Dr. Y Satyanarayana NA Mrs.Parvatha Samantha Reddy NA Mr.Lakshminarayana Bolisetty NA Mr.Sreeramulu Kavuri NA **KEY MANAGERIAL PERSONNEL** Dr. Ramachandra Rao Nemani NIL Mr. Sunil Nemani NIL Ms. Prabhat Bhamini 0.17
3.	The percentage increase in the median remuneration of employees in the financial year	(16.86)
I.	The number of permanent employees on the rolls of the Company	109
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	Average increase in the salaries of employees other than the managerial personnel in the Financial Year 2024-25 was 8.58% in comparison with 2.18% increase managerial remuneration.
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration paid during the year ended 31st March 2025 as per the remuneration policy of the Company.

By order of the Board
FOR B2B SOFTWARE TECHNOLOGIES LIMITED

Date:12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 0639950

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

Annexure-6

Statement of Particulars of Employees pursuant to the Provisions of Rule 5 (2) of the Companies (Appointment and Remuneration) Rules, 2014

(A) Personnel who are in receipt of remuneration aggregating not less than Rs.102.00 lakhs per annum and employed through out of the financial year									
S:NO	Name & Designation	Remuneration received (Rs. in lakhs)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age	The last employment held before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule(2) of Rule 5 (ie. more than 2%)	Whether the employee is a relative of any director or manager of the company
NIL									

(B) Personnel who are in receipt of remuneration aggregating not less than Rs. 8.50 lakhs per month and employed for part of the financial year									
S:NO	Name & Designation	Remuneration received (Rs. in lakhs)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age	The last employment held before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule(2) of Rule 5 (ie. more than 2%)	Whether the employee is a relative of any director or manager of the company
NIL									

By order of the Board
FOR B2B SOFTWARE TECHNOLOGIES LIMITED

Date:12th August,2025
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Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 0639950

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT,2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

List of Top 10 salaried employees for the financial year ended March 31, 2025

S: NO	Name & Designation	Remuneration received (Rs. in lakhs)	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of Commencement of employment	Age	The last employment held before joining the Company	Whether the employee is a relative of any director or manager of the company	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub-rule(2) of Rule 5 (ie. more than 2%)
1	V. Bala Subramanyam	30,00,000	Permanent	M Tech &29 Years	01-07-2004	54	HIL	NO	NA
2	Shaik Nayeem Basha	24,24,225	Permanent	MISCA & 24 Years	18-12-2001	48	NIIT	NO	NA
3	R. Vijaya Manohar	24,17,256	Permanent	B Tech & 20 Years	04-07-2005	41	NA	NO	NA
4	V. Madhu Sudhan Rao	23,83,764	Permanent	M Com & 28 Years	23-12-2019	54	Infosys	NO	NA
5	Kolli Satish	23,92,836	Permanent	B Tech & 14 Years	01-07-2011	35	NA	NO	NA
6	Ch. Sudheer Kumar	20,29,304	Permanent	B Tech & 17 Years	02-01-2008	39	NA	NO	NA
7	G V Ramachandra Raju	18,81,147	Permanent	M Sc(IT) & 20 Years	04-07-2005	45	NA	NO	NA
8	D Mahammad Rafi	19,38,324	Permanent	M B A & 11 Years	26-12-2014	40	NA	NO	NA
9	N. Narayana Rao	17,14,451	Permanent	M C A & 15 Years	01-12-2009	45	NA	NO	NA
10	N. Srikar	23,24,700	Permanent	B Tech & 10 Years	02-04-2015	32	NA	NO	NA

By order of the Board
FOR B2B SOFTWARE TECHNOLOGIES LIMITED

Date:12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 0639950

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

ANNEXURE – 7

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **B2B SOFTWARE TECHNOLOGIES LIMITED** bearing CIN: L72200TG1994PLC018351 (hereinafter called "the Company").

Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided and declarations made by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2025 and made available to us, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder to the extent applicable. However, there was a delay in filing Form DIR-12 for the appointment of Mr. Sreeramulu Kavuri as an Independent Director of the Company due to technical issues encountered on the MCA portal.

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder. During the period of audit, the Company has not made any transactions. Hence the reporting of compliance under this regulation does not arise.

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder. During the period of audit, the Company has not made any transactions. Hence the reporting of compliance under this regulation does not arise

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.

During the period of audit, the Company has not made any transactions. Hence the reporting of compliance under this regulation does not arise.

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act'):**

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2011; During the period of our Audit, the Company has no activities under these regulations. Hence the reporting of compliance under these regulations does not arise.

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;The Company failed to comply with Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulation 2015 which state that 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;

c. The 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.

d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except that

i. The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form.

ii. 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.

The reporting of clause 6(A) and 6(B) 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 listed entities and their material subsidiaries" is not applicable during the Review Period.

e. The 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 issue of 4,00,000 shares, bringing the total to 10,00,000 shares.

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

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 During the period of audit, the Company has not delisted its Equity Shares from the Stock Exchange, where the shares are listed. Hence the reporting of compliance under these regulations does not arise;

i. The 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.

vi. Other laws applicable specifically to the Company namely:

a. Information Technology Act, 2000 and the rules made thereunder.

b. Software Technology Parks of India rules and regulations

I have also examined compliance with the applicable clauses of the following:

(I) Secretarial Standards issued by The Institute of Company Secretaries of India,

(II) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 except Clauses and regulations relating to Corporate Governance Report (which has been reviewed and certified by the Statutory Auditors) and other than observations mentioned above under clause (v) sub clause (d).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines mentioned above. I further report, that the compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit, since the same have been subject to review by Statutory Financial Auditor and other designated professionals. I further report that:

The Board of Directors of the Company is duly constituted with an appropriate balance of Executive, Non-Executive, and Independent Directors, except for the period from 1st April 2024 to 27th June 2024, during which the composition of the Board and its Committees was non-compliant due to a delay in the appointment of Independent Directors. All changes in the composition of the Board during the period under review were carried out in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder."

The following changes have occurred in the composition of the Directors and Key Managerial Personnel during the financial year under review:

- Mr. Lakshminarayana Bolisetty and Mr. Sreeramulu Kavuri were appointed as Additional Directors in the category of Independent Directors of the Company with effect from June 28, 2024, for a term of five years. Their appointments were regularized by the members at the 30th Annual General Meeting held on September 26, 2024.
- Mrs. Parvatha Samantha Reddy (DIN: 00141961) was appointed as an Additional Director in the category of Non-Executive Director with effect from August 26, 2024. Her appointment was regularized by the members at the 30th Annual General Meeting held on September 26, 2024.
- Mr. Suresh Chode (DIN: 03473921), Non-Executive Director, resigned from the Board with effect from August 26, 2024.
- Ms. Prabhat Bhamini, Company Secretary and Compliance Officer, resigned with effect from March 31, 2025.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent adequately in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and based on records maintained in my opinion, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that based on the information and explanations provided by the Company and its officers, it has been observed that BSE Limited imposed a penalty on the Company for non-compliance with the provisions of Regulation 19(1)/19(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to the constitution of the Nomination and Remuneration Committee. The Company has submitted a request for waiver of the said penalty to BSE, which is currently pending for approval.

DSMR & Associates

Company Secretaries

Place : Hyderabad

Date : 12th August, 2025

D S M Ram

Proprietor

C. P. No. 4239

UDIN: A014939G000951413

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

ANNEXURE – A

To,
The Members,
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, 6-3-1112, Behind Westside
showroom, Near Somajiguda Circle, Begumpet
Hyderabad, Telangana.

Our report of even date is to be read along with this letter:

Management Responsibility:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

Auditor's Responsibility:

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices we followed provide a reasonable basis for my opinion.
3. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Disclaimer:

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and compliance with the applicable accounting standards since the same has been subject to review by the Statutory Auditors.

DSMR & Associates
Company Secretaries

Place : Hyderabad
Date : 12th August, 2025

D S M Ram
Proprietor
C. P. No. 4239
UDIN: A014939G000951413
Peer Review Certificate No. 1252/2021 dated 15th May, 2021

ANNEXURE-8

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 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.
- 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 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;

(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 issue of 4,00,000 shares, bringing the total to 10,00,000 shares.

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.
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 thereunder, except in respect of matters specified below-

S: 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 promoter 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

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)	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 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 nomination and remuneration committee.	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 currently pending for approval.	None

b. The listed entity has taken the following actions to comply with observations made in previous year -

S: 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, whether incorporated in India or not.	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 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.	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 any authority for the said deviation	Since the outgoing Independent Directors of the Company Mr. Ram Babu Mutyala and Mr. Arumilli 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 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.	Compliance has now been ensured with the appointment of an Independent Director on the board of the material 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
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

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
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 on Website: • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate 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
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 the listed entity	Based on the declarations received from the Directors, none of the Directors are disqualified under section 164 of the Companies Act 2013.	None None

5.	Details related to subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well 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 LODR Regulations, 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
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 III of 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

10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 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, regulations, or guidelines.	None
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: 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	Not Applicable	During the period of our Audit there has been No instance of Resignation of the Statutory Auditor.
	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.		

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/ guidance note etc.

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.

For DSMR & Associates
Company Secretaries

Place :Hyderabad
Date :29th May,2025

DSM RAM
Proprieter
C.P.No.4239
UDIN: A014939G000467369
Peer Review Certificate No. dated 1252/2021

Annexure 9

Disclosure under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (SBEB & SE) Regulations, 2021

Particulars	Details
Date of Shareholders' approval for the ESOS	26th September 2024
Total number of options approved under the scheme	10,00,000 (Ten Lakhs) equity shares of face value Rs.10 each
Vesting requirements	100% vesting on completion of 1 year from the date of grant.
Exercise price / pricing formula	Exercise price shall be the Market Price on the Grant Date, or such discount to Market Price as determined by NRC, but not less than the face value of ₹10 per share
Options granted during the year	2,84,404 Equity Shares Each Option is convertible into 1 (one) equity shares of the Company.
Options vested during the year	Nil (options granted during FY 2024–25 will vest upon completion of one year, i.e., in FY 2025–26)
Options exercised during the year	Nil
Total number of equity shares arising as a result of exercise of options	Nil
Options lapsed / cancelled during the year	Nil
Variation of terms of options (if any)	Nil
Money realized by exercise of options	Nil
Total number of options in force as on 31st March 2025	10,00,000
Employee-wise details of options granted to:	
(a) Key Managerial Personnel (KMP)	Nil
(b) Any other employee who received a grant in any one year amounting to 5% or more of total options granted during that year	As listed below.
(c) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants & conversions) at the time of grant	Nil
Method of valuation of options	Black-sholes Model
Difference between employee compensation cost calculated using intrinsic value vs. fair value (if any)	Not applicable, since Black-sholes Model used
Impact of difference on Profits / EPS (if intrinsic value method used)	Not applicable

Disclosure under Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI (SBEB & SE) Regulations, 2021

Particulars	Details
Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options	Not applicable
D. Details related to Trust Name of Trust-	 B2B ESOP TRUST
Details of trustees	1.Shaik Nayeem Basha 2.Nadar Bala Raju 3.Koli Satish
Amount of loan disbursed by company / any company in the group, during the year	Rs. 40,00,000/- (Rs. Forty Lakhs Only)
Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Rs. 1,00,00,000 (Rs. One Crore Only)
Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
Any other contribution made to the Trust during the year	Nil

(b) Any other employee who received a grant in any one year amounting to 5% or more of total options granted during that year

Name of employee	Designation	Number of options granted during 2024-25
MR. N. BALA RAJU	Manager	27,936
MR. SHAIK NAYEEM BASHA	Project Manager	24,024
MR. R. VIJAYA MANOHAR	Project Manager	17,480
MR. G. V RAMACHANDRA RAJU	Team Lead QA & Testing	17,480
MRS. KOLLI SARITHA	Sr. Test Engineer	15,840
MR. SHAIK ABDUL NASEER	Team Leader	14,280
MR. S. KIRAN KUMAR VARMA	Team Leader	12,992
MR. CH. SUDHEER KUMAR	Project Manager	12,864
MRS. P. HARITHA	Sr. Test Engineer	13,940

By order of the Board
FOR B2B SOFTWARE TECHNOLOGIES LIMITED

Date:12th August,2025
Place: Hyderabad

Sd/-
Bala Subramanyam Vanapalli
Executive Director
DIN: 0639950

Sd/-
Dr. Avinash Yaramati
Director
DIN: 09804102

Annexure- 10

MANAGEMENT DISCUSSION AND ANALYSIS

1. OVERVIEW:

B2B - Health Care Division

The Healthcare Information Technology industry continued to evolve in 2014 with new coding standards coming to the forefront. Perhaps the most noteworthy change is the transition to ICD- 10, a far more comprehensive coding standard than its predecessor, ICD-9. In addition, Genesco has made strides to expand on its electronic prescribing functionality by including the ability to prescribe controlled substances (EPCS) as well as send clinical messages.

The initial flurry of Meaningful use incentives is ending, thus putting many physicians at a crossroads. Either tolerate their EHR for the foreseeable future or undertake the painful process of finding and implementing a new EHR throughout their practice. Fortunately, GeniusDoc has been able to reap the benefits of its favorable reputation in the medical community as several practices have moved on from less desirable EHRs to GeniusDoc based largely on word of mouth. Consequently, this transition has helped GeniusDoc expand its reach into previously untapped regions like the Pacific Northwest (i.e. Washington) and the Southeast (i.e. Alabama). The last few years have also featured a wave of hospitals buying out private practices as well as consolidation. The movement towards hospital settings has not fazed GeniusDoc as practices have gone to great lengths to ensure that they are still able to use the application despite the change in ownership. The increase in consolidation has allowed the company to leverage its existing customer base as physicians and practices are joining GeniusDoc affiliated practices.

One of the hallmarks of GeniusDoc is its commitment to constantly improving the product both internally through customer feedback and externally by integrating third parties into the application. Beyond servicing the expected medical needs of practices, GeniusDoc has matured into an incredibly robust practice management application capable of accommodating multiple workflows. In fact, many practices have incorporated the GeniusDoc Patient Portal into their workflow to reduce the burden on front office staff as well as improve transparency with patients. Moreover, several practices have leveraged the tools inside of GeniusDoc to streamline patient visits (i.e. Dashboard, Synopsis, etc.) by tapping into a horde of readily available information.

GeniusDoc collaborated with notable credit card processor, Trans First, to develop an integrated solution that streamlines payment workflow in front offices. Along those lines, GeniusDoc also worked with an appointment reminder service, Call pointe, to relieve the burden placed on front offices to constantly reach out to patients to confirm patient appointments.

In short, the future continues to look bright for GeniusDoc as the product continues to mature and evolve while the customer base grows.

B2B in the Microsoft Dynamics world

B2B is India's one of the leading providers of business consulting services delivering exceptional service and sustainable value through consulting, software and IT implementation in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises.

As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology.

With more than 200+ client engagements, B2B leverages its deep expertise in Microsoft Dynamics and Microsoft technology to deliver a competitive edge to organizations worldwide.

B2B LIFT is certified by Third Party Consulting Company for GMP.

B2B acquired first client in Australia for Microsoft Dynamics 265 Business Central for Publishing Industry.

Our Reseller base is consistently increasing with more than 200 add-on sales in India and Abroad. Our Reseller base abroad spreads across, USA, Singapore, Philippines, Malaysia, Vietnam, Sri Lanka, Australia, Belgium, South Africa, UAE, Kenya, Nigeria, Mauritius and Middle East.

B2B development team has developed HR & Payroll add-ons specific to different countries (UAE, Egypt, Libya, Qatar, Nigeria, Uganda and Ethiopia for Microsoft Dynamics Partners on D365. We have tied up with other Partners in exploring the options of extending Payroll for other countries.

B2B development team has developed Budget Control extension for D36 Business central for specific customers who are looking for Budgetary control as an extension to the existing product. This is another product from B2B's offering.

B2B Launch of Emerging Technologies Division

Objective: To establish a dedicated Emerging Technologies Division to leverage growth opportunities in cutting edge technologies such as Artificial Intelligence (AI), Blockchain, Cloud Migration, Data Mining/ Data Warehousing, Digital transformation of Workflow and Cybersecurity.

Rationale: Aligns with B2B Software's vision to innovate and diversify beyond ERP and Healthcare, addressing growing global demand for emerging technology solutions.

Strategic Partner: Antelope Valley Cancer Center released AI projects for the execution of project by B2B Software in collaboration with GeniusDoc over a period of 5 years with a fixed price of $1,000,000 for a period of 60 months

Focus Areas:

- Artificial Intelligence and Machine Learning Solutions
- Blockchain Applications
- Cloud Transformation & DevOps
- Cybersecurity Consulting & Implementation
- Data Mining/Data Warehousing (E.g. SnowFlake)
- Digital Transformation of Workflow (E.g. ServiceNow)

Strategic Benefits:

- Diversify revenue streams into high-growth sectors.
- Strengthens relationship with existing anchor client (AVCC).
- Positions B2B Software as an innovator and early mover in emerging tech

2. GLOBAL ECONOMY AND DEVELOPMENTS

Global economic growth continued to moderate, with estimates placing it at approximately 3.2% in 2024, and further slowing to 2.8% in 2025, as per IMF projections. This deceleration follows the 6% growth recorded in 2021 and 3.2% in 2022, with key challenges persisting, including the ongoing geopolitical conflict between Russia and Ukraine, high global inflation, the economic slowdown in China, elevated interest rates, and tighter monetary policies by major central banks such as the US Federal Reserve. These factors contributed to weaker trade, increased energy costs, and reduced global liquidity, leading to a cautious outlook for the years ahead.

Despite these global headwinds, India's economy demonstrated remarkable resilience. India recorded a GDP growth of 8.2% in FY 2023–24, driven largely by robust domestic consumption. For FY 2024–25, India's growth is projected at 6.4%, according to government advance estimates, while the International Monetary Fund forecasts around 6.5% growth for both FY 2024–25 and FY 2025–26. India continues to stand out as one of the fastest growing major economies globally, contributing approximately 15% to global GDP growth.

India also maintained its status as the world's most populous nation and emerged as the fifth-largest economy in nominal GDP terms, overtaking the United Kingdom. It is poised to become the fourth-largest global economy by FY2025–26, potentially surpassing Japan. India's economic performance, underpinned by stable macroeconomic fundamentals and structural reforms, positions it as a global growth engine amid continued international uncertainty.

3. INDUSTRY STRUCTURE AND DEVELOPMENTS

Covid-19 pandemic drastically changed the global economies and businesses. Governments and central banks have responded with monetary and fiscal interventions to respond to the disruptions.

During the pandemic, companies across the world accelerated their digital transformation initiatives to address these disruptions and secure their businesses. While some companies have now set up advanced business continuity measures, others have embarked on new innovative services and products. As companies focused on protecting employees from the pandemic, technology enabled a seamless transition to remote working by shifting to digital channels and digital customer engagement models.

Global IT service providers offer a range of end–to-end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions. Companies will continue to invest in digital transformation to address new pandemic driven consumer behaviors with the support of technology.

4. FINANCIAL OVERVIEW

Standalone Financial Highlights:

Particulars	2024-25	2023-24
Total Revenue	1,662.62	1,526.46
Total Expenses	1,359.70	1,298.99
Profit/(Loss) before exceptional Item and Tax	302.92	227.47
Profit before Extra-Ordinary items and tax	302.92	227.47
Profit before Tax	302.92	227.47
Profit/(Loss) for the period	240.49	172.45
Earnings per Equity Share	2.08	1.49

For the financial year ended March 31, 2025, the Company recorded a Revenue from Operations (including Other Income) of Rs. 1,662.62 lakhs, representing an increase from Rs. 1,526.46 lakhs in the previous financial year.

The Profit Before Tax (PBT) for the year stood at Rs. 302.92 lakhs, as compared to Rs. 227.47 lakhs reported in the previous year, reflecting a year-on-year growth in profitability.

Consolidated Financial Highlights

(Amount in Lakhs)

Particulars	2024-25	2023-24
Total Revenue	2562.67	2166.42
Total Expenses	2236.76	1926.90
Profit/(Loss) before exceptional Item and Tax	325.91	239.52
Profit before Extra-Ordinary items and tax	325.91	239.52
Profit before Tax	325.91	239.52
Profit/(Loss) for the period	263.48	184.50
Earnings per Equity Share	2.27	1.59

For the financial year ended March 31, 2025, the Company recorded a Revenue from Operations (including Other Income) of Rs. 2,562.67 lakhs, representing an increase from Rs. 2,166.42 lakhs in the previous financial year.

The Profit Before Tax (PBT) for the year stood at Rs.325.91 lakhs, as compared to Rs. 239.52 lakhs reported in the previous year, reflecting a year-on-year growth in profitability.

5. OPPORTUNITY AND THREATS

Our expertise and understanding of Microsoft's suite of products combined with our industry knowledge and consulting experience enables us to quickly focus on selling and providing services related to Microsoft Dynamics Products.

Our relationship with Microsoft has contributed to our ability to expand and maintain our worldwide presence, enabled us to provide input on product enhancement and gain access to Microsoft resources that facilitate product placement and services opportunities in the market.

6. RISK AND CONCERNS

Microsoft Dynamics, being a growing business, new entrants into the market and competition will continue to exert pressure undermining industry profitability, Strategic positioning and generating higher level of economic value by continuing to build IP and offer value added services around verticals and add-on's is mandatory.

7. INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has set up a proper and adequate and sound internal control system to safeguard the Group's assets and to enhance shareholders' investment, as well as reviewing its adequacy and effectiveness of the said system.

The Company constantly reviews its processes and the systems with an aim to remain competitive and address the changing regulatory and business environment. The Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets. The external auditors as well as the internal auditors periodically review the internal control systems, policies and procedures for their adequacy, effectiveness, and continuous operation for addressing risk management and mitigation strategies.

8. HUMAN RESOURCES

B2B Software is a people-focused and talent-conscious enterprise, operating in a competitive business environment. It considers its employees to have a competitive edge. To achieve leadership and scalable growth, the Company has aligned competencies of its human capital with technology enablement. The Company significantly invests in professional development and provides career development opportunities for its employees. A robust training and development framework, rewards and recognition systems, is aligned to the business to help them excel in their work.

One of the key pillars of the Company's business is its people. The Company's Human Resources policies and practices are built on B2B Software core values of Integrity, Passion, Speed, Commitment and Seamlessness. The Company believes that meaning at work is created.

When people relate to the purpose of the organization, they feel connected to their leaders and have a sense of belonging.

The Company's focus stays strong on providing its people with a work environment that welcomes diversity, nurtures positive relationships, provides challenging work assignments and provides opportunities based on meritocracy for people to grow and build their careers in line with their aspirations. The Company's philosophy of building leaders from within continues to guide its actions towards identifying, developing and nurturing talent.

CORPORATE GOVERNANCE REPORT

[Pursuant to Schedule V (C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")]

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Our corporate governance encompasses conduct of business in a fair and transparent manner with continuous focus on our resources, strengths and strategies for creation and enhancement of our stakeholders' value. We believe in maintaining high standards of corporate conduct towards communities and environment for orderly and responsible growth of the Company. We are committed to fair and ethical practices with transparency and accountability for business performance, compliance with applicable laws and timely disclosure of reliable information.

Board of Directors:

a. Board Diversity

The company recognizes and embraces the benefits of having a diverse board to enhance quality of its performance. The company always believes the board diversity an essential element to achieve sustainable and balanced development and in supporting the attainment of its strategic objectives

b. Composition and category of directors:

The Board of directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors with one-woman Independent Director.

The details of the Board of directors including their attendance at the meetings of Board and shareholders, directorships / chairmanships / memberships on the Boards / Committees of other Companies and names of the listed entities where the person is a director and the category of directorship as required under Regulation 34read with Schedule V of Listing Regulations are as below:

Name	DIN	Category	No. of Board Meetings		Attendance at the last AGM held on	No of directorships in other Companies including this listed entity		Committees in which a director is a member or Chairperson in other Companies including this listed entity		Skills / Expertise / Competence@
			Eligible to attend	Attend		Private	Public	Chair-manship	Mem-bership	
Dr.Yaramati Satyanarayan	00360679	Non Executive Director	7	3	Yes	-	1	1	1	1,2,3,4,5,6,7
Mr.Bala Subramanyam Vanapalli	06399503	Executive Director	7	7	Yes	-	1	0	1	1,2,3,4,5,6,7,9
Mr.Sreeramul Kavuri*	01999979	Independent Director	5	5	Yes	-	1	1	2	1,2,3,4,5,6
Mr.Lakshmi Narayana Bolisetty*	02766709	Independent Director	5	5	Yes	-	4	2	5	1,2,3,4,5,6
Mrs.Parvatha Samanth Reddy**	00141961	Non-Executive Director	3	2	No	-	2	0	3	1,2,3,4,5,6,7
Mrs. Rajeswari Immani***	07127791	Independent Director	7	3	Yes	-	0	0	0	1,2,3,4,5,6
Mr. Chode Suresh****	03473921	Non-Executive Director	4	3	No	-	1	0	2	1,2,3,4,5,6,8

*Mr.Sreeramul Kavuri and Mr.Lakshmi Narayana Bolisetty *appointed as independent directors w.e.f 28/06/2024.*

***Mrs. Parvatha Samantha Reddy appointed as non-executive director w.e.f 26/08/2024.*

****Ms. Rajeswari Immani ceased to be Independent Director of the Company upon completion of second and final term w.e.f. 27/03/2025.*

*****Mr.Chode Suresh ceased to be non-executive director w.e.f 26/08/2024.*

@ 1. Corporate Governance 2.General IT knowledge 3.Law/Tax/ Finance 4.Behavioural Science 5.Strategy management 6. Leadership abilities 7.Technical Knowledge 8.Marketing and Sales 9.Human Resource Management

c. Number of meetings of the Board of directors held and dates on which held:

During the financial year, seven (7) meetings of the directors were held on 24th May,2024 ; 28th June,2024 ; 18th July,2024 ; 26th August, 2024 ; 13th November,2024 ; 11th February,2025 and 25th March,2025 in compliance with provisions of the Companies Act, 2013 ('the Act'),the Listing Regulations and Secretarial Standards.

d. Disclosure of relationships between directors inter-se: None of the directors are releted to each other.

e. Number of shares and convertible instruments held by non-executive directors:

Sr.No.	Name and designation of the Director	No. of Shares held
1.	Mrs. Parvatha Samtha Reddy	15,900

f. Familiarization Programme:

The details of the familiarization programme conducted by the Company for independent directors is posted on the Company's website under the web linkhttps://www.b2bsoftech.com/Investors_column/ Familiarisation%20 Programme.pdf

g. List of core skills/expertise/competencies identified by the Board of directors:

The Company requires skills, expertise and competencies in the areas of Leadership, Finance, Board Service & Governance, Risk expertise, Sustainability, Sales & Marketing, International Business, Project Execution, Merges & Acquisitions, Audit and Technology to effectively and efficiently carry on its core businesses such as manufacturing of ferro alloys, generation of thermal energy and energy trading. The Board comprises qualified members who bring in the above-mentioned required skills, expertise and competence which allow them to make effective contributions to the Board and its Committees.

The members of the Board are committed to ensuring that the Company complies with the highest standards of corporate governance.

h. The Board of Directors be and are hereby confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

i. During the year under review, no independent director has resigned from the directorship of the Company before the expiry of his/her term of appointment.

j. During the year, Ms. Rajeswari Immani (DIN No. 07127791) has completed here second and final term as an Independent Director of the Company and consequently ceased to be the Director of the Company w.e.f 27th March, 2025

2) Audit committee:

The Audit committee of the Board of directors was constituted in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations.

a. Composition, name of members and chairperson, meetings and attendance during the year 2024-25:

The composition of the Audit committee and the details of meetings attended by its members are given below:

Name of the Director	Category	Chairman/Member
Mr. Sreeramulu Kavuri	Independent Director	Chairman
Mr. Lakshmi Narayana Bolisetty	Independent Director	Member
Mrs.Parvatha Samanth Reddy	Non-Executive -Non Independent Director	Member

During the year under review the audit committee was reconstituted

1. *Mr. Rambabu Mutyala ceased to be the Chairman of the committee w.e.f March31,2024.*
2. *Mr. Rambabu Arumilli ceased to be the Member of the committee w.e.f March 31 ,2024.*
3. *Ms. Rajeswari Immani ceased to be the Member of the Committee w.e.f July 18,2024.*
4. *Mr. Chode Suresh ceased to be the Member of the committee w.e.f August 26,2024.*
5. *Mr.Sreeramul Kavuri and Mr.Lakshmi Narayana Bolisetty appointed as Members w.e.f Jun 28,2024*
6. *Mrs. Parvatha Samantha Reddy appointed as As Member w.e.f August 26,2024.*

Name of the Member	Category	Attendance at the meetings held on				
		24-05-2024	18-07-2024	26-08-2024	13-11-2024	11-02-2025
Mr. Sreeramulu Kavuri	Independent Director	NA	Yes	Yes	Yes	Yes
Mr. Lakshmi Narayana Bolisetty	Independent Director	NA	Yes	Yes	Yes	Yes
Mrs. Parvatha Samanth Reddy	Non-Executive -Non-Independent Director	NA	NA	NA	No	Yes
Ms. Rajeswari Immani	Independent Non-Executive	Yes	No	NA	NA	NA
Mr. Ch. Suresh Non-Executive	Non- Independent	Yes	Yes	No	NA	NA

During the year under review the time gap between any two consecutive meetings does not exceed the time prescribes under the SEBI (LODR) Regulations and Companies Act, 2013.

b. Terms of reference:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013

ii. Changes, if any, in accounting policies and practices and reasons for the same.

iii. Major accounting entries involving estimates based on the exercise of judgment by management.

iv. Significant adjustments made in the financial statements arising out of audit findings.

v. Compliance with listing and other legal requirements relating to financial statements.

vi. Disclosure of any related party transactions

vii. Qualifications in the draft audit report

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval; Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The representatives of the statutory auditors and internal auditors are the permanent invitees and they have attended all the meetings held during the year. Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken note of. The Company Secretary acts as the Secretary of the Committee.

3) Nomination and Remuneration Committee (NRC):

The NRC of the Board of directors was constituted in conformity with the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

a. Brief description of terms of reference:

The Roles, Functioning and Terms of reference of the NRC are as prescribed under the Act and the Listing Regulations from time to time. NRC determines the Company's policy on all elements of the remuneration packages of the directors including the executive directors. The role of NRC is as prescribed in the Act and the Listing Regulations from time to time.

b. Composition, name of members and chairperson, meetings and attendance during the year 2024-25:

The composition of the Nomination & Remuneration Committee and the details of meetings attended by its members are given below:

Name of the Director	Category	Chairman/Member
Mr. Sreeramulu Kavuri	Independent Director	Chairman
Mr. Lakshmi Narayana Bolisetty	Independent Director	Member
Mrs.Parvatha Samanth Reddy	Non-Executive -Non Independent Director	Member

During the year under review the Nomination & Remuneration Committee was reconstituted

1. *Mr. Rambabu Arumilli ceased to be the Chairman of the committee w.e.f March31,2024.*
2. *Mr. Rambabu Mutyala ceased to be the Member of the committee w.e.f March 31 ,2024.*
3. *Ms. Rajeswari Immani ceased to be the Member of the Committee w.e.f July 18,2024.*
4. *Mr. Chode Suresh ceased to be the Member of the committee w.e.f August 26,2024.*
5. *Mr.Sreeramul Kavuri and Mr.Lakshmi Narayana Bolisetty appointed as Members w.e.f Jun 28,2024*
6. *Mrs. Parvatha Samantha Reddy appointed as As Member w.e.f August 26,2024.*

Name of the Member	Category	Attendance at the meetings held on				
		24-05-2024	18-07-2024	26-08-2024	13-11-2024	11-02-2025
Mr. Sreeramulu Kavuri	Independent Director	NA	Yes	Yes	Yes	Yes
Mr. Lakshmi Narayana Bolisetty	Independent Director	NA	Yes	Yes	Yes	Yes
Mrs. Parvatha Samanth Reddy	Non-Executive -Non-Independent Director	NA	No	No	No	Yes
Ms. Rajeswari Immani	Independent Non-Executive	Yes	No	NA	NA	NA
Mr. Ch. Suresh Non-Executive	Non- Independent	Yes	Yes	No	NA	NA

As per the Provisions of Companies Act, 2013 and SEBI (LODR) Regulations, Minimum of two Meetings of the Committee shall be held in every financial year. The nomination and remuneration committee has met for five times during the year under review.

c. Details of Remuneration to Directors:

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board, at its meeting held on 28th June, 2025, approved an increase in the sitting fees payable to Independent and Non-Executive Directors.

The details of sitting fees paid during the year under review are as under:

Sl. No.	Name of the Director	Sitting Fees paid in Rs.
1.	Dr. Yaramati Satyanarayana	30,000
2.	Mr. Chode Suresh	40,000
3.	Ms. Rajeswari Immani	20,000
4.	Mr. Sreeramulu Kavuri	1,30,000
5.	Mr. Lakshminarayana Bolisetty	1,30,000
6.	Mrs. Parvatha Samantha Reddy	60,000

d. Remuneration paid to the Whole Time Directors of the Company:

Name and designation of the Director	Salary	Benefits	Variable pay	Service contracts	Notice Period	Total
Mr. Bala Subramanyam Vanapalli Executive Director	5,218,581 (Including Bonus of Rs.	10,24,127	-	Appointed for 3 years	As per rules rules of Company	62,42,708

In addition, the following perquisites / benefits are provided which are not included in the above monetary limit:

- Company's contribution towards Provident Fund and Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and Encashment of Leave at the end of his tenure. The same, however, shall not be included in the computation of limits for the remuneration of perquisites aforesaid.
- There were no severance fees or stock option plan for the Executive/ Non-Executive Directors. The appointment

of Whole Time Directors is made for a period of three years on the terms and conditions contained in the respective resolutions passed by the Members in the General Meeting.

e. Criteria for performance evaluation:

- Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 criteria for performance evaluation of individual directors, Board as a whole as well as the Board Committees has been formulated.
- Performance of the Directors were evaluated on broad criteria such as contribution and value addition to the Board and Committees thereof; contribution to the Company and management to achieve its plans, goals, corporate strategy and risk mitigation; level of preparedness; level of participation in the Board and Committee meetings.
- Independent Directors were also assessed based on their performance vis-à-vis Code for Independent Directors under Schedule IV of the Companies Act, 2013. A structured format for evaluation of the Directors on the above parameters has been prepared for the purpose. The director being evaluated does not participate in the evaluation process.
- The performance of Board Committees was evaluated by the Board on the basis of their achievement of charter and role of each Committee. The performance of Board as a whole was evaluated by the Independent Directors on the basis of its duties and responsibilities as per terms of reference. The evaluation also assesses the Board composition, need for induction/change in Directors, Board's role in contributing to the growth and progress of the Company.
- The overall outcome from the evaluation was that the Board and its individual director are performing effectively and that the Board is well supported to focus on strategy, governance and compliance.

f. Employee Stock Options :

Share based employee benefits are an effective mode aimed at promoting the culture of employee ownership, creating long term wealth in their hands which also helps your Company to attract, motivate and retain the employees in the competitive environment and to reduce the employee retention rate in the organization.

With the said objective, The Company has implemented the B2B Employees Stock Option Scheme, 2008 ("ESOP–2008"), duly approved by the shareholders. Under the original scheme, 60,000 stock options were granted to eligible employees. However, none of these options were exercised, and the corresponding shares continue to be held by the ESOP Trust.

To align the Scheme with the amendments introduced under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the members of the Company, at the 30th Annual General Meeting held on September 26, 2024, approved modifications to the Scheme. At the same meeting, the shareholders also approved the issuance of an additional 4,00,000 equity shares under the Scheme. Accordingly, the total pool under the ESOP Scheme now comprises 10,00,000 stock options.

Pursuant to the above, the Nomination and Remuneration Committee has granted stock options under the Scheme in two tranches as of the date of this Report:

- 302,288 options granted on February 11, 2025
- 250,325 options granted on May 19, 2025

Each stock option entitles the holder to acquire one equity share of the Company at an exercise price of Rs. 10 per option.

The Scheme is administered through the ESOP Trust and is fully compliant with the provisions of the Companies Act, 2013 and the SEBI (SBEB & SE) Regulations, 2021.

The disclosures as required under Section 62 of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and Part F of Schedule I of the SEBI (SBEB & SE) Regulations,

2021, are provided in Annexure – 9 to this Report

It is hereby confirmed that the Scheme remains fully compliant with the applicable SEBI regulations, and no material modifications were made to the Scheme during the year under review.

Further, Information pursuant to Section 62 of the Companies Act, 2013 read with Rules made thereunder and details of the Scheme as specified in Part F of Schedule – I of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 are provided as Annexure -9 to the Board Report.

It is confirmed that the Scheme is in compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and during the year under review no material changes were made to the Scheme.

Remuneration Policy:

The Nomination and Remuneration policy is available on the Company's websitehttps://www.b2bsoftech.com/Investors_column/NominationandRemunerationPolicy-13-11-2020.pdf

g. Terms of Reference:

- Identify persons who are qualified to become Directors in accordance with the criteria laid down;
- Lay down the criteria for appointment at senior management level;
- Recommend to the Board, appointment and removal of Directors;
- To vet and approve recommendations from the Executive Directors for the appointment and succession of senior managers;
- Formulate criteria for evaluation of every Director's performance;
- Formulate criteria for determining qualifications, positive attributes and independence of a Director;
- Recommend to the Board a policy relating to remuneration for Directors, Key Managerial Personnel & other employees;
- Assess, approve or recommend the training and development requirements of Directors and senior management as recommended by the Executive Directors;
- Devising a policy on Board diversity. (b) Composition, Meetings and attend

4) Stakeholders' Relationship Committee (SRC):

The Company has SRC at the Board level, which consists of the following members

Name of the Director	Category	Chairman/Member
Dr. Yaramati Satyanarayana	Non-Executive – Non Independent Director	Chairman
Mr. Bala Subramanyam Vanapalli	Executive Director	Member
Mrs.Parvatha Samanth Reddy	Non-Executive -Non Independent Director	Member
Mr. Sreeramulu Kavuri	Independent Director	Member

During the year under review the Stakeholders' Relationship Committee was reconstituted

1. *Mr. Rambabu Mutyala ceased to be the Chairman of the committee w.e.f March31,2024.*
2. *Mr. Chode Suresh ceased to be the Member of the committee w.e.f August 26,2024.*
3. *Ms. Rajeswari Immani ceased to be the Chairman of the Committee w.e.f March 27, 2025.*
5. *Mr.Sreeramul Kavuri appointed as Member w.e.f March 27, 2025.*
6. *Mrs. Parvatha Samantha Reddy appointed as As Member w.e.f March 27, 2025.*

Name of the Director	Category	25/03/2025
Dr. Yaramati Satyanarayana	Non-Executive – Non Independent Director	Yes
Mr. Bala Subramanyam Vanapalli	Executive Director	Yes
Mrs.Parvatha Samanth Reddy	Non-Executive -Non Independent Director	Yes
Mr. Sreeramulu Kavuri	Independent Director	Yes

As per the SEBI Listing regulations, the Committee should meet at least once in a year. The Committee has met Once on 25th March 2025 during the year

The Stake Holders Committee approves the issue of duplicate share certificates as per the provisions of the Companies Act, 2013 read with the Securities Contract (Regulations) Act, 1956 and other applicable Acts/Rules in this regard. The Committee also reviews the status of shares dematerialized and all other matters related to shares.

The Committee meets as often as is required to approve various matters relating to transmissions, issue of duplicate share certificate etc.

This Committee also looks into the redressal of shareholder and investor complaints like transfer of shares, rights/bonus/split share certificate, replacement of lost / stolen / mutilated share certificate, non-receipt of Annual report, other related issues etc. There were no complaints received from investors during the year. There are no investor complaints pending for the year under review.

Name and designation of the compliance officer: Mrs. Gita Usha Rani Maddukuri Company Secretary and Compliance Officer.

5) AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE:

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditors' certification is provided elsewhere in the Annual Report.

6) SUBSIDIARY COMPANY:

The Company has only one material Wholly Owned subsidiary which has been incorporated outside India under the name and style of B2B Softech Inc., USA. The Audit Committee reviews the financial statements of the Subsidiary Company on Quarterly basis.

Mr. Sreeramulu Kavuri has been appointed as Director on the Board of the Wholly Owned Material Subsidiary in complaince with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The policy on determining material subsidiaries is available on the website of the Company i.e., https://b2bsoftech.com. The financials of the individual subsidiary for the financial year 2024-25 and for the previous years are available on the Company's website https://b2bsoftech.com.

EMP. ID	NAME OF THE EMPLOYEE	DESIGNATION	Date of Retirement	Date of Latest promotion	Date of Joining
1	Nadar Bala Raju	Manager Admin & & Comm.	24-02-2031	09-04-2010	20-07-1994
88	Shaik Nayeem Basha	Project Manager	02-12-2036	07-05-2008	18-12-2001
243	Saripella Kiran Kumar Varma	Team Leader Network Dept	22-06-2041	03-05-2019	09-10-2007
293	Kolli Satish	Technical Head	12-07-2048	18-05-2018	01-07-2011
332	Yarava Hari Prasad	Manager F & A	23-07-2044	06-05-2022	10-11-2014
336	D Mahammad Rafi	Business Development Manager	14-06-2045	26-12-2014	26-12-2014
403	Vengali Madhu Sudhan Rao	Sr.Project Manager	19-05-2030	23-12-2019	23-12-2019

8) DISCLOSURES

i. Related party Transactions:

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company as contained under Section 188 of the Companies Act, 2013. Suitable disclosures as required by the Accounting Standards [AS18] have been made in the notes to the financial statements.

The Company has also formulated a policy for determining the material related party transactions and the details of such policy are available on the Company's website at:

https://www.b2bsoftech.com/Investors_column/RelatedPartyTransactionsPolicy12-08-2025.pdf

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31st March 2025.

The details of related party transactions are disclosed in Note No. 37 of Notes on Financial Statements to the Accounts in the Annual Report and also in Form AOC – 2 attached with the Boards' Report.

ii. Strictures and Penalties

No strictures or penalties have been imposed on the Company by the stock exchanges or by the Securities and Exchange Board of India [SEBI] or by any statutory authority on any matters related to capital markets during the last three years except as mentioned below:-

BSE Ltd imposed a fine of Rs. 2,07,680 on the company for non-compliance with the provisiton of Sec.19 (1) & (2) of SEBI (LODR) Regutaion 2015 relating to composition of Nomination and Remuneration Commitee. The Company has filed waiver request of the said fine to BSE which is currently pending for approval.

iii. Vigil Mechanism/Whistle Blower Policy

In terms of Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Whistle Blower Policy is formulated to encourage all employees & directors of the Company to report any unethical behaviour, actual or suspected fraud or violation of the 'Code of Conduct and Ethics Policy' of the Company. The said policy also has provisions for providing a secure environment to such employees acting in good faith and safeguarding them from any adverse action by the management.

The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concerns and the details of such policy are available on the Company's website at: https://www.b2bsoftech.com/Investors_column/Whistle %20Blower%20Policy.pdf

In case of disclosure against any director or in case of no corrective action or non – receipt of response on the disclosure within 30 days, the whistle blower has the right to directly approach the Chairman of the Audit Committee. No personnel have been denied access to the Audit Committee in this regard.

iv. Sexual Harassment of Woman at the Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

Sr.No.	PARTICULARS	NUMBER OF COMPLAINTS
1.	Number of Sexual Harassment Complaintsreceived NIL	
2.	Number of Sexual Harassment Complaints disposed off	NIL
3.	Number of Sexual Harassment Complaints pending beyond 90 days.	NIL

v. Code of Conduct

Your Board of Directors has laid down Code of Conduct & Ethics Policy which is applicable to all Board Members and senior management of the Company. This is also posted on the website of the Company. The Code lays down the standard of conduct to be followed by all the Directors and designated employees in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with the stakeholders. The Code also contains the duties of Independent Directors as laid down in the Companies Act, 2013.

vi. Accounting Treatment

In preparation of the financial statements, the Company has followed the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2015. The accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

vii. Management

(a) The Management Discussion and Analysis is part of Directors' Report to the Members is provided elsewhere in the Annual Report.

(b) For the year ended 31st March 2025, your Company's Board has obtained declarations from the senior management relating to any material, financial and commercial transactions where they have personal interest that may conflict with the interests of the Company at large.

viii. Prohibition of Insider Trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) the Company has adopted a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information and the details of such policy are available on the Company's website at:

https://www.b2bsoftech.com/Investors_column/AmendmentCodeofPracticesandProceduresforfairdisclosur of npblishedpricesensitiveinformation.pdf

The Policy provides for periodic disclosures and pre-clearance for dealing in Company's shares and prohibits such transaction by the Directors and specified employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

ix. CEO/CFO CERTIFICATION

The CEO [Whole Time Director]/CFO certification for the year ended 31st March 2025 has been attached at the end of this report. Similarly, the CEO [Whole Time Director]/CFO have also given quarterly certification on

financial results while placing the quarterly financial results before the Board in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

x. Adoption of Mandatory Requirements

The Company has complied with all the mandatory requirements as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As part of non-mandatory requirements, the post of Chairman and Managing Director/CEO is held by separate persons. The Internal Auditors present their report to the Audit Committee.

xi. Other Non-Mandatory requirements are being reviewed for implementation.

The Company has complied with the requirements of the Schedule V Corporate Governance report sub- para (2) to (10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Commodity Price Risk or Commodity hedging activities: The Company has not carried on any Commodity Business and has also not carried any commodity hedging activities, hence same are not applicable to the Company.

The Company has adopted the policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available on the website of the Company https://www.b2bsoftech.com/Regulation30ofSEBIRegulations.html

The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Documents Preservation Policy is also available on the website of the Company https://b2bsoftech. com.

xii. Policy on Determining material event.

As per the SEBI notification dated 14.06.2023 on SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 the Board has revised the Policy to Determine the Material events in their meeting held on 04th August 2023.

The Revised Policy for determining material event is available on the website of the company at https://www.b2bsoftech.com/Investors_column/PolicyOnMateriality2023.pdf

xiii. Policy on Material Subsidiaries.

Your Company has in place a policy on Material Subsidiary. The said policy is revised in the Board meeting held on 04th August 2023 and available on the website of the company at

https://www.b2bsoftech.com/Investors_column/PolicyOnMaterialSubsidiary2023.pdf

xiv. Policy on Related Party Transactions.

The Policy on dealing with related party transactions is available on the website of the company at https://www.b2bsoftech.com/Investors_column/RelatedPartyTransactionsPolicy12-08-2025.pdf

xv. The Company has not raised any funds through preferential allotment or qualified institutions placement during the financial year ended March 31, 2025.

xvi. A certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by SEBI or Ministry of Corporate Affairs or any such statutory authority

xvii. There has been no such incidence where the Board has not accepted the recommendation of the Audit Committee of the Company during the year under review.

xviii. Given below are the details of fees paid to M/s Jawahar and Associates, Chartered Accountant, Statutory Auditors of the company on a Consolidated basis during the financial year ended March 31, 2025:

xix.

Sr.No.	Payments to the Statutory Auditors (excluding taxes)	Fees paid (In Rs.)
1.	Statutory Audit fees paid for Audit of the Company including Limited Review of the Company	1,80,000
2.	Fees paid for other services	NA
	Total	1,80,000

xx. The company has not entered into any type of agreements as prescribed under Clause 5A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

9) INDEPENDENT DIRECTORS MEETING

As per Clause VII of Schedule IV to the Companies Act, 2013 read with Clause 49 (II) (B) (6) of the Listing Agreement provide that a separate meeting of Independent Directors should be held at least once in a year.

During the year, the Independent Directors met on March 25,2025 without the attendance of non-independent directors and management team, inter alia to discuss their roles and responsibilities about the process of evaluation of non-executive directors, Board as a whole and the Chairman.

They also assessed the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform its duties and found them to be satisfactory. The said meeting was attended by all the Independent Directors.

10) RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. The Company is not required to constitute a separate Risk Management Committee in terms of SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April 2014.

The company has complied with the requirements of the Schedule V Corporate Governance report sub-para (2) to (10) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

11) The Disclosures of the Compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of listed company	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligation with respect to Directors and Senior management	Yes
27	Other Corporate Governance requirements	Yes
46(2)(b) to (i)	Website	Yes

12) Transfer of shares to Investor Education and Protection Fund

As per the provisions of Section 124 of the Companies Act, 2013, shares of the shareholders, who has not claimed dividends for a continuous period of 7 years, shall be transferred to Investor Education and Protection Fund Authority Account.

However, there are no amount/shares to be transferred to Investor Education and Protection Fund (IEPF).

13) Proceeds from public issues, right issues, preferential issues etc.

The Company has not raised any amount from public issues, right issues, preferential issues and offer for sale during the FY 2024-25.

14) General Body meetings:

(a) Location and time where last three Annual General meetings held:

Nature of the Meeting	Date & Time	Venue of the Meeting	Special Resolutions Passed
30th Annual General Meeting	26th September 2024 at 04.00 P.M (IST)	The Company conducted this AGM through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM.	5
29th Annual General Meeting	29th September 2023 at 10:45 A.M (IST)	The Company conducted this AGM through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM.	3
28th Annual General Meeting	26th September 2022 at 10:00A.M (IST)	The Company conducted this AGM through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM.	1

Postal Ballot:

a. During the financial year under review, no resolution was passed through Postal Ballot. Therefore, providing details of the person who conducted the Postal Ballot exercise and also the procedure for postal ballot does not arise. Also, no special resolution is being proposed through Postal Ballot as on the date of notice calling the Annual General Meeting. The members of the Company will be intimated appropriately as and when the Postal Ballot need arises.

b. None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

15) Means of communication:

i. Quarterly results: The quarterly and annual results of the Company are normally published by the Company in the newspapers. The Annual reports with audited financial statements are sent to the shareholders through permitted mode.

ii. Newspapers wherein results normally published: The results are normally published by the Company in the newspapers (Business Standard) in English version, circulating in the whole of India and in regional newspaper (Mana Telangana) in the vernacular language in all editions.

iii. Any website, where displayed: The results are also displayed on the Company's website: www.b2bsoftech.com

iv. Whether it also displays official news releases: The newsletters and press releases from time to time are displayed on the Company's website.

v. Presentations made to institutional investors or to the analysts: No presentations were made to institutional investors or to the analysts.

News items are sent to the Stock Exchanges i.e. BSE Limited, where shares of the Company are listed and the Exchanges display the same on their websites.

16) GENERAL SHAREHOLDER INFORMATION:

a. Details of the ensuing Annual General Meeting

Annual General Meeting of the Company shall be held through Video Conferencing (VC) / other Audio-Visual Means (OAVM).

(Detailed Instruction and general guidelines for participation through VC/ OAVM has been given in Notice of the AGM forming part of this report).

Date: Monday 29th Septemeber,2025

Financial Calendar: 1st April 2025 to 31st March 2026

1st Quarterly Results	Half Yearly Results	3rd Quarter	4th Quarter
July, 2025	November, 2025	February, 2026	May, 2026

b. Date of Book Closure: NIL

c. Dividend Payment Date:

No Dividend is recommended for the financial year 2024-25.

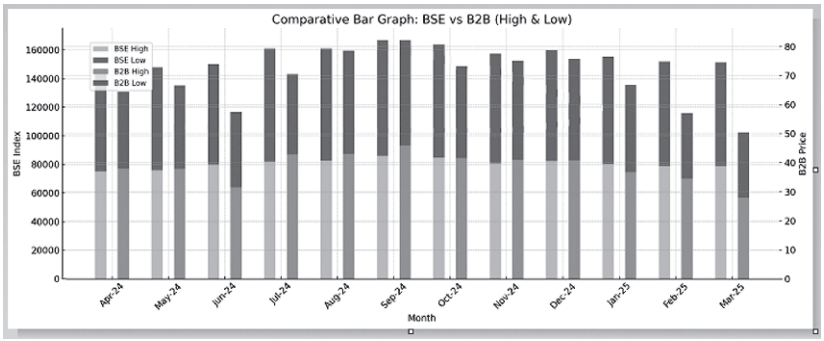
d. Listing on Stock Exchanges and Stock code:

The shares of the Company are listed on The BSE Limited; Mumbai and the Stock Code is 531268. The Company has paid listing fees to BSE Limited and to the Depositories i.e., NSDL and CDSL for the financial year 2024-25.

e. Market Price Date: High/Low during each month in the last financial year (2024-25)

Period	BSE Limited, Mumbai	
	High	Low
Apr-24	37.97	26.51
May-24	37.89	28.75
Jun-24	31.50	26.00
Jul-24	42.80	27.70
Aug-24	43.00	35.56
Sep-24	45.95	36.30
Oct-24	41.61	31.60
Nov-24	40.99	34.10
Dec-24	40.74	35.00
Jan-25	36.80	30.00
Feb-25	34.50	22.65
Mar-25	28.00	22.50

Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc:



f. Registrar and Share Transfer Agents:

CIL Securities Limited is the Registrar and Share Transfer agents of the Company.

For any queries regarding transfer of shares and demat of share, shareholders may contact:

CIL Securities Limited,

214, Raghava Ratna Towers,

Chirag Ali Lane, Abids, Hyderabad – 500 001 Ph. Nos.23203156 and 23202465

Fax: 66661277 and 23203028 e-mails: advisors@cilsecurities.com

g. Share Transfer System:

The Company's shares are currently traded in dematerialized form; transfers are processed and approved in the electronic form by NSDL/CDSL through their Depository Participants. The Company obtains from a Company Secretary in practice, a half-yearly certificate of compliance with the share transfer formalities as required under Regulation 7(3) of SEBI (LODR) Regulations, 2015 and files a copy of the certificate with the Stock Exchanges.

The Equity shares of the Company are under compulsory dematerialization ("Demat") category and can be traded only in electronic form. The Company has De-materialised 85,66,024 Equity (73.93%) of the paid-up share capital) as on March 31, 2025.

The procedure for converting the shares in dematerialized mode is as under:

- Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to his Depository Participant (DP)
- DP processes the DRF and generates a unique number viz. DRN
- DP forwards the DRF and share certificates to the Company's Registrar & Shares Transfer Agent.
- The Company's Registrar & Shares Transfer Agent after processing the DRF confirm or reject the request to the Depositories.
- Upon confirmation, the Depository gives the credit to shareholder in his/her depository account maintained with DP.

The process of dematerialization takes around 15 days from the date of receipt of DRF by the Registrar & Shares Transfer Agent of the Company.

Since the trading in the shares of the Company can be done only in electronic form, it is advisable that the shareholders who have the shares in physical form get their shares dematerialized.

Effective April 1, 2019, SEBI barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical form. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in

dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.b2bsoftech.com and on the website of the Company's Registrar and Transfer Agents, www.cilsecurities.com It may be noted that any service request can be processed only after the folio is KYC Compliant.

h. Distribution of shareholding:

No. of shares slab	No. of shareholders				No. of shares					
	Physical	Demat	Total	%	Physical	%	Demat	%	Total	%
upto 5000	670	7368	8038	98.78%	174056	5.76%	1692454	19.76%	1866510	16.11%
5001-10000	0	40	40	0.49%	0	0.00%	272995	3.19%	272995	2.36%
10001-20000	1	26	27	0.33%	28510	0.94%	348656	4.07%	377166	3.26%
20001-30000	1	10	11	0.14%	25000	0.83%	244376	2.85%	269376	2.33%
30001-40000	0	1	1	0.01%	0	0.00%	30200	0.35%	30200	0.26%
40001-50000	1	3	4	0.05%	43400	1.44%	147028	1.72%	190428	1.64%
50001-100000	0	4	4	0.05%	10	0.00%	313945	3.67%	313955	2.71%
100001 & above	6	6	12	0.15%	2748400	91.03%	5516370	64.40%	8264770	71.34%
Total	**679**	**7458**	**8137**	**100%**	**3019376**	**100%**	**8566024**	**100%**	**11585400**	**100%**

Forfeited Shares: 15400 Equity Shares

Shareholding Pattern as on 31st March 2025

Sl. No	Category	No. of Shares	%
1	Promoters & Associates	6931796	59.83
2	Private Body Corporates	161182	1.39
3	Indian Public	210442	1.82
4	Non-Resident Individuals and OCBs	4281980	36.96
	Total	11585400	100%

I Dematerialization of shares and liquidity:

Name of Demat Registrars: **CIL Securities Limited**
214, Raghava Ratna Towers,
Chirag Ali Lane Abids, Hyderabad – 500 001

Ph.Nos.232031 and 23202465
Fax: 66661277 and 23203028
e-mail: rta@cilsecurities.com

International Securities Identification Number (ISIN): INE151B01011

j. Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDRs, ADRs/ warrants or any convertible instruments.

k. Credit Ratings:

The Company does not have debt instruments or any fixed deposit program or any scheme or proposal involving mobilization of funds, whether in India or abroad. Hence, disclosure in respect of list of Credit Ratings obtained by the Company is not applicable.**Development Centre / Registered Office / Address for correspondence**

B2B SOFTWARE TECHNOLOGIES LIMITED,

3rd Floor, AVR Towers, 6 – 3 – 1112,

Behind West Side Showroom, Near Somajiguda Circle, Begumpet, Hyderabad – 500016.

investorservice@b2bsoftech.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant (DP)

DECLARATION

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 this is to confirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March 2025.

Place: Hyderabad
Date: 12.08.2025

BALA SUBRAMANYAM VANAPALLLI
EXECUTIVE DIRECTOR
DIN: 06399503

CERTIFICATION

We, Bala Subramanyam Vanapalli (DIN-06399503), Executive Director and Sunil Nemani, Chief Financial Officer of B2B Software Technologies Limited, to the best of our knowledge and belief, certify that:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:

a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct and ethics.

C. We are responsible for establishing and maintaining internal controls for financial and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee that:

a) there are no significant changes in internal control over financial reporting during the year;

b) there are no significant changes in accounting policies during the year

c) there are no instances of significant fraud of which they have become aware of that involves management or other employees who have significant role in the Company's internal control system over financial reporting

Place: Hyderabad
Date: 12.08.2025

BALA SUBRAMANYAM VANAPALLLI
EXECUTIVE DIRECTOR
DIN: 06399503

SUNIL NEMANI

CHIEF FINANCIAL OFFICER

PAN:AWRPN7930M

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members of
B2B SOFTWARE TECHNOLOGIES LIMITED
3rd Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom,
Near Somajiguda, Begumpet, Hyderabad – 500016

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **B2B SOFTWARE TECHNOLOGIES LIMITED** having CIN L72200TG1994PLC018351 and having registered office at 3rd Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers and considering the relaxations granted by the Ministry of Corporate Affairs and securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No	Name of the Director	DIN	Date of Appointment in Company *
1	Dr. Yaramati Satyanarayana	00360679	31/01/2000
2	Mr. Lakshminarayana Bolisetty	02766709	28/06/2024
3	Mr. Sreeramulu Kavuri	01999979	28/06/2024
4	Mr. Bala Subramanyam Vanapalli	06399503	01/10/2014
5	Ms. Rajeswari Immani	07127791	28/03/2015
6	Mr. Suresh Chode	03473921	28/08/2019
7.	Mrs. Parvatha Samantha Reddy	00141961	26/08/2024

* the date of appointment is as per the MCA Portal.

** Ms. Rajeswari Immani ceased to be an Independent Director upon completion of her second and final term with effect from 27th March, 2025.

*** Mr. Suresh Chode resigned from the Directorship with effect from 26th August, 2024.

Ensuring the eligibility, for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For DSMR & Associates

Company Secretaries

Place – Hyderabad
Date- 12th August 2025

D S M Ram
C. P. No. 4239
Proprietor
UDIN: A014939G000951424

AUDITORS' REPORT ON CORPORATE GOVERNANCE

Auditors' Certificate regarding compliance of the conditions of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Members of
B2B Software Technologies Limited.

1. We have examined the compliance of conditions of Corporate Governance by B2B Software Technologies Limited., for the year ended on March 31, 2025, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") with Stock Exchanges in India.

Managements' Responsibility
2. The compliance of conditions of Corporate Governance is the responsibility of the management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the condition of the Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's Responsibility
3. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:
7. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.
8. We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Jawahar & Associates.,**
Chartered Accountants
FRN: 001281S

Shiva Kumar Chettupally
Partner
Membership No: 247237
UDIN: 25247237BMLEDN6444

Place: Hyderabad
Date: August 12, 2025

INDEPENDENT AUDITORS' REPORT

To the Members of
M/s B2B Software Technologies Limited

Report on the Audit of the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of M/s B2B Software Technologies Limited ("the Company"), which comprise the balance sheet as at March 31, 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements.)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit and total comprehensive income, its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter
Revenue from Operations: The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.
Principle Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.

Information other than Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Financials Statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(If the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.

v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by section 143(3) of the Act, based on our audit we report that:

i. We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

ii. In our opinion, proper books of account as required by law, have been kept by the company, in so far as appears from our examination of such books of the company;

iii. The Balance Sheet, Statement of Profit & Loss including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts of the Company;

iv. In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting standards referred to in section 133 of Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules, 2014;

v. On the basis of written representations received from the directors, as on 31st March, 2025, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2025 from being appointed as a director in terms of sub section (2) of Sec. 164 of the Companies Act, 2013;

vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure B";** Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company does not have any pending litigations which would impact its financial position.

b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d)

i) The management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

ii) The management has represented to us, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

iii) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis statement.

e) The company has not declared or paid any dividend during the year.

f) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2025 which has a feature of recording the audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Jawahar & Associates.
Chartered Accountants

M. Chandramouleswara Rao
Partner
Membership No: 024608
FRN: 001281S
UDIN: 25024608BMKURC6835

Place: Hyderabad
Date: May 19, 2025

Annexure – A to Auditors' Report

(Referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements "in our report of even date)

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2025, we report that:

i) In respect of Company's Property, Plant and Equipment and Intangible assets:

a. (i) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(ii) The company has maintained proper records showing full particulars on Intangible assets.

b. The Company has a regular programme of physical verification of its Property, Plant and Equipment by which Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c. According to information and explanation given to us, the Company has no immovable property in its name, hence reporting under clause (i) (c) of paragraph 3 is not applicable.

d. The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

e. In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the Company as at March 31, 2025 for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

ii)

a. The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, Clause 3(ii) of the Order is not applicable to the Company.

b. The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any point of time during the year from banks or financial institutions on the basis of security of current assets and hence reporting under Clause 3(ii)(b) of the Order is not applicable.

iii)

a. The Company has made investments in quoted equity instruments.

b. In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.

c. The Company has not granted any loans, or given any guarantee or security during the year.

iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans, investments, guarantees and security made.

v) The Company has not accepted any Deposits from the public and consequently the directives issued by Reserve Bank of India; the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under are not applicable.

vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 148 of the Companies Act, 2013 in respect of activity carried out by the company.

vii)

a. According to the information and explanations given to us and on the basis of examination of books of accounts, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance Dues, Goods and Service Tax and Income tax with appropriate authorities. According to the information and explanations given to us, no undisputed dues payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales Tax, VAT, Customs Duty, Service Tax, Goods and Service Tax and Cess were outstanding as at 31st March 2025 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, there are no material dues of Income tax, wealth tax, sales tax, duty of custom, duty of excise and cess which have not been deposited with the appropriate authorities on account of any dispute.

viii) In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix) The company has not borrowed any loans from any financial institution / Bank / Debenture holders and hence the Clause 3(ix) is not applicable.

x) The Company did not raise any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, Clause 3 (x) of the Order is not applicable.

xi)

a. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

b. As no fraud has been noticed during the year as mentioned at xi(a) above, report under sub-Section (12) of Section 143 of the Companies Act in the Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 is not applicable.

c. According to the information and explanations given to us, no whistle-blower complaints has been received during the year by the Company.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, Clause 3(xii) of the Order is not applicable.

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv)

a. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.

b. We have considered the reports of the Internal Auditors for the period under audit, issued to the Company in determining the nature, timing and extent of our audit procedures.

xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause 3(xv) of the Order is not applicable.

xvi)

a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, reporting under Clause 3(xvi)(a),(b) and (c) of the Order is not applicable to the Company.

b. In our Opinion, there is no core investment company within the group (As defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under Clause 3(xvi)(d) of the Order is not applicable to the Company.

xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred any cash losses in the current Financial Year and in the immediately preceding Financial Year.

xviii) There has not been any resignation of the statutory auditors during the year.

xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the records of the Company, in our opinion, no material uncertainty exists as on the date of the audit report and the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

xx) According to the information and explanations given to us and based on our examination of the records, Section 135(5) of the Companies Act, 2013 is not applicable to the Company and hence reporting under Clause 3(xx) is not applicable.

For Jawahar & Associates.,
Chartered Accountants

M. Chandramouleswara Rao
Partner
Membership No: 024608
FRN: 001281S
UDIN: 25024608BMKURC6835

Place: Hyderabad
Date: May 19, 2025

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of B2B Software Technologies Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of

the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal fin ncial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in

reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Jawahar & Associates,
Chartered Accountants

M. Chandramouleswara Rao
Partner
Membership No: 024608
FRN: 001281S
UDIN: 25024608BMKURC6835

Place: Hyderabad
Date: May 19, 2025

Standalone Balance Sheet as at 31st March 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Particulars	Note No.	AS AT March 31, 2025	'March 31, 2024
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	3	23.09	30.75
(b) Intangible assets	4	0.01	0.01
(c) Financial Assets	-	-	
(i) Investments	5	33.81	33.81
(ii) Loans	6	100.00	60.00
(d) Deferred tax assets (net)	7	-	-
(e) Other non-current assets	8	8.47	7.47
		165.38	**132.04**
2. Current assets			
(a) Inventories	9	17.66	14.86
(b) Financial Assets	-	-	
(i) Current Investments	10	1,649.06	1,387.74
(ii) Trade receivables	11	152.92	186.23
(iii) Cash and cash equivalents	12	114.46	114.77
(iv) Bank balances other than (iii) above	13	248.79	285.86
(v) Loans	14	1.34	2.03
(vi) Other financial assets	15	0.17	0.38
(c) Current tax assets (Net)	-	-	
(d) Other current assets	16	77.34	76.18
		2,261.74	**2,068.06**
Total Assets		**2,427.12**	**2,200.10**
- -			
II. EQUITY AND LIABILITIES		-	-
A. Equity		-	-
(a) Equity share capital	17	1,159.31	1,159.31
(b) Other equity		978.82	760.36
		2,138.13	**1,919.67**
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Other financial liabilities		-	-
(b) Provisions	19	-	-
(c) Deferred Tax Liabilites (Net)	18	35.94	16.39
(d) Other non-current liabilities	-	-	
		35.94	16.39
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade payables	20	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1.47	25.92
(iii) Other financial liabilities	21	9.79	11.32
(b) Other current liabilities	22	203.08	207.87
(c) Short-term provisions	23	-	-
(d) Current tax liabilities (Net)	24	38.72	18.93
		253.05	264.04
Total Equity and Liabilities		**2,427.12**	**2,200.10**

See accompanying notes to the financial statements

As per limited review report of even date
For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S
M Chandramouleswara Rao
Partner
Membership No: 024608
UDIN: 25024608BMKURC6835
Place: Hyderabad
Date : 19th May 2025

For and on behalf of the Board

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y.Satyanarayana
Director
DIN: 00360679

Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
CEO
PAN: AFUPN8077R

M Gita Usha Rani
Company Secretary
ACS65602

Statement of Profit and Loss for the Year ended March 31, 2025

All amounts in Indian rupees in lakhs, except share data and where otherwise stated

Particulars	Note No	For the Year Ended	
		March 31, 2025	March 31, 2024
I. Revenue from Operations	25	1,513.64	1,392.32
II. Other income	26	148.98	134.14
III. Total Income (I+II)		**1,662.62**	**1,526.46**
IV. Expenses			
(a) Purchases of Software Products	27	281.08	324.85
(b) Changes in inventories		(2.80)	(3.59)
(c) Employee benefit expenses	28	892.43	813.54
(d) Administrative and other expenses	29	175.80	147.70
(e) Depreciation and amortization expense	3	13.19	16.49
Total expenses		**1,359.70**	**1,298.99**
V. Profit/(Loss) before exceptional items and tax (III - IV)		**302.92**	**227.47**
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		**302.92**	**227.47**
VIII. Tax expense / (income)			
Current tax		49.22	31.93
Earlier year taxes		(6.34)	(2.44)
Deferred Tax		19.55	25.54
Total tax expenses		**62.43**	**55.02**
IX. Profit for the period / year (VII-VIII)		**240.49**	**172.45**
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	30	(31.74)	(0.59)
Income tax relating to items that will not be reclassified to profit or loss		-	-
B. Items that will be reclassified to Profit or Loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
		-	-
		(31.74)	**(0.59)**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**208.75**	**171.86**
Earnings per share-par value of Rs.10 per share			
Class A - Basic		2.08	1.49
Diluted		2.08	1.49
See accompanying notes to financial statements			

As per limited review report of even date
For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S
M Chandramouleswara Rao
Partner
Membership No: 024608
UDIN: 25024608BMKURC6835
Place: Hyderabad
Date : 19th May 2025

For and on behalf of the Board

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y.Satyanarayana
Director
DIN: 00360679

Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
CEO
PAN: AFUPN8077R

M Gita Usha Rani
Company Secretary
ACS65602

Cash Flow Statement for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Accounting policy Cash flows are reported using the indirect method, whereby profit for the year is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

Particulars	For the Year Ended	
	March 31, 2025	March 31, 2024
A. Cash Flows from Operating Activities		
Net profit/(loss) after tax	208.75	171.86
Adjustments for :	-	-
Depreciation	13.19	16.49
Income from Investment - Dividends	(127.31)	(99.24)
Income from Deposits	-	-
Unrealised Gain /(Loss)_Investments	-	-
Share Based Payments offered to employees	9.71	-
Exchange differences on translation of foreign currency cash and cash equivalents	5.11	2.81
Profit on Sale of Fixed Assets	-	-
	109.44	91.92
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	(2.80)	(3.59)
(Increase)/Decrease in Accounts Receivables	33.31	(65.77)
(Increase)/Decrease in Loans and Advances	0.69	0.07
(Increase)/Decrease in Other Financial assets	0.21	2.65
(Increase)/Decrease in Other Current assets	(1.16)	9.76
Increase / (Decrease) in Trade and Other Payables	(24.46)	19.72
Increase / (Decrease) in Other financial liabilities	(1.54)	4.11
Increase / (Decrease) in Other Current Liabilities	(4.79)	51.51
Increase / (Decrease) in Short term provisions	-	-
Increase / (Decrease) in Long term provisions	-	-
Increase / (Decrease) in Current Tax Liabilities	19.79	1.52
Increase / (Decrease) in Deferred tax	19.55	25.54
	38.81	45.52
Cash generated from operations	148.25	137.44
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	**148.25**	**137.44**
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(5.52)	(10.09)
Sale of Fixed Assets	-	-
Purchase of Investments	(261.31)	(77.98)
Sale of Mutual Funds	-	-
Decrease in Long Term Loans & Advances	(40.00)	-
Income from Investment - Dividends	127.31	99.24
(Increase)/Decrease in Other Non-Current assets	(1.00)	-
Net Cash used in Investing Activities	**(180.53)**	**11.16**

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	-	-
D. Exchange differences on translation of foreign currency cash and cash equivalents	(5.11)	(2.81)
	-	-
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	(37.39)	145.80
Cash and Cash equivalents at the beginning of the year	400.64	254.84
Cash and Cash equivalents at the end of the year	**363.25**	**400.64**
Notes:		
Cash and cash equivalents includes		
Cash on hand	0.02	0.02
Balances with scheduled banks	-	-
In Current accounts	114.44	114.75
In EEFC accounts	0.00	0.00
In Fixed Deposit accounts	248.79	285.86
	363.25	400.64

See accompanying Significant Accounting Policies & Notes to Financial Statements

As per limited review report of even date

For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S

For and on behalf of the Board

M Chandramouleswara Rao
Partner
Membership No: 024608
UDIN: 25024608BMKURC6835
Place: Hyderabad
Date : 19th May 2025

V.Bala Subramanyam
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Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
CEO
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M Gita Usha Rani
Company Secretary
ACS65602

Notes to Financial Statements

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

1 Nature of operations

B2B Software Technologies (the "Company") (CIN: L72200TG1994PLC018351) is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in Telangana, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development.

The Company is a public limited company incorporated and domiciled in India and has its registered office in Hyderabad, Telangana, India. The Company has its primary listings on the BSE Limited.

The Company's Standalone financial statements are approved for issue by the Company's Board of Directors on May 19, 2025.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarterly and yearly figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

2.2 Use of estimates

The Preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions which effects the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and use of assumptions in these financial statements have been disclosed in Note No 2.19. Accounting estimates could change from time to time. Actual results could differ from the estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Cash flow statement

Cash flows are reported using the indirect method, where by the net profit before tax for the period is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated and presented separately. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

2.4 Revenue recognition

The Company derives revenues primarily from Consultancy services and sale of Software produts. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, where there is no uncertainity as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainity as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainity is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known.

In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract.

2.5 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impaiment, if any. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for ready to use, as intended by management. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets. The Company depreciates property, plant and equipment over their estimated useful lives using Straight Line method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

"Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology."

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for

assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

2.6 Intangible Assets:

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.7 Foreign currency transactions :

Functional Currency:

The functional currency of the Company is Indian Rupee.

Transactions & Translations

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

2.8 Financial Instruments

2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2.8.2 Subsequent recognition

a. Financial Assets

i. Financial Assets carried at amortised cost

"A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective

is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

e. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

2.8.3 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.9 Fair Value Measurement

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 32 for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.10 Impairment of non-Financial Assets

(i) Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.11 Earnings per Equity Share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.12 Income Taxes

Income Tax expense comprises current and deferred income tax

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

b. Deferred tax

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credit and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax assets and liabilities, relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2.13 Employee Benefits

a. Gratuity

"The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss."

b. Provident Fund

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

c. ESI

In addition, some employees of the Company are covered under "Employees State Insurance Scheme Act 1948", which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions.

d. Share Based Payment arrangements

"Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Trust is used as a vehicle for distributing shares to employees under the employee remuneration schemes. The company will allot its shares to the Trust, for giving shares to employees. The Company treats the Trust as its extension and shares held by the Trust are treated as treasury shares."

2.14 Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.15 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.16 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.17 Leases:

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

2.18 Provisions and contigencies

"The Company recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation."

2.19 Significant accounting judgements, estimates and assumptions Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their

application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Estimation of fair value of acquired financial assets and financial liabilities: When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.**
- Un-collectability of trade receivables: Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.
- Taxes: Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.
- Gratuity benefits: The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

  Actual results can differ from estimates.

2.20 Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On August 12, 2024 and September 09, 2024, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2024 and Companies (Indian Accounting Standards) Second Amendment Rules, 2024 introducing following changes:

"a) Ind AS 117 – Insurance Contracts:Ind AS 117: Insurance Contracts was introduced and Ind AS 104: Insurance Contracts was withdrawn. This was accompanied with consequent amendments in other standards. The Company has evaluated the amendment and there is no impact of the amendment in the standalone financial statements."

"b) Ind AS 116 – Leases:The amendments clarify accounting treatment for a seller-lessee involved in sale and leaseback transactions, and introduced some related illustrative examples. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its standalone financial statements."

Condensed Statement of Changes in Equity for the year ended 31 March 2024
(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,158.54	-	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77	-	0.77
Total	**1,159.31**	**-**	**1,159.31**	**-**	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Share Based Payment Reserve				
Balance as at 1st April 2023	-	-	441.12	-	147.38	-	-	588.51
Profit for the year			172.45	-	(0.59)	-	-	171.86
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Fair value changes on derivatives designated as cash flow hedge, net	-	-	-	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	172.45	-	(0.59)	-		171.86
Transfer to capital reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2024	**-**	**-**	**613.57**	**-**	**146.79**	**-**		**760.36**

Condensed Statement of Changes in Equity for the year ended 31st March 2025
(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,158.54	-	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77	-	0.77
Total	**1,159.31**	**-**	**1,159.31**	**-**	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Share Based Payment Reserve				
Balance as at 1st April 2024	-	-	613.57	-	146.79	-	-	760.36
Profit for the year			240.49	-	(31.74)	-	-	208.75
Share Based Payments issued during the year	-			9.71	-	-	-	-
Equity instruments through OCI	-	-	-	-	-	-	-	-
Fair value changes on derivatives designated as cash flow hedge, net	-	-	-	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	240.49	9.71	(31.74)	-	-	218.45
Transfer to capital reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2025	**-**	**-**	**854.06**	**9.71**	**115.05**	**-**	**-**	**978.82**

3 Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2025 are as follows:

Rupees in Lakhs

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2024	87.92	30.79	7.49	18.74	22.27	167.21
Additions	5.52	-	-	-	-	5.52
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2025	**93.44**	**30.79**	**7.49**	**18.74**	**22.27**	**172.73**
Accumulated Depreciation as at April 1, 2024	77.01	26.55	5.88	18.44	8.57	136.45
Depreciation	7.22	1.27	0.40	0.03	4.28	13.19
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2025	**84.22**	**27.82**	**6.28**	**18.47**	**12.85**	**149.64**
Carrying Value as at April 1, 2024	**10.91**	**4.24**	**1.61**	**0.30**	**13.70**	**30.75**
Carrying Value as at March 31, 2025	**9.22**	**2.97**	**1.21**	**0.27**	**9.42**	**23.09**

The changes in the carrying value of property, plant and equipment for the Year ended March 31, 2024 are as follows:

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2023	78.34	30.79	6.98	18.74	22.27	157.12
Additions	9.58	-	0.51	-	-	10.09
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2024	**87.92**	**30.79**	**7.49**	**18.74**	**22.27**	**167.21**
Accumulated Depreciation as at April 1, 2023	69.62	24.18	5.48	18.32	2.35	119.96
Depreciation	7.38	2.37	0.40	0.12	6.22	16.49
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2024	**77.01**	**26.55**	**5.88**	**18.44**	**8.57**	**136.45**
Carrying Value as at April 1, 2023	**8.71**	**6.60**	**1.50**	**0.42**	**19.92**	**37.16**
Carrying Value as at March 31, 2024	**10.91**	**4.24**	**1.61**	**0.30**	**13.70**	**30.75**

4 Intangible Assets

The changes in the carrying value of intangible assets for the year ended March 31, 2025 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2024	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2025	**0.19**	**0.19**
	-	-
Accumulated Depreciation as at April 1, 2024	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2025	**0.18**	**0.18**
-	-	
Carrying Value as at April 1, 2024	**0.01**	**0.01**
Carrying Value as at March 31, 2025	**0.01**	**0.01**

The changes in the carrying value of intangible assets for the Year ended March 31, 2024 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2023	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2024	**0.19**	**0.19**
	-	-
Accumulated Depreciation as at April 1, 2023	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2024	**0.18**	**0.18**
	-	-
Carrying Value as at April 1, 2023	**0.01**	**0.01**
Carrying Value as at March 31, 2024	**0.01**	**0.01**

Notes forming part of Balance Sheet for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
5 Investments		
Non-Current		
(Unquoted, Investment in Equity Instruments)		
Investment in Subsidiary, carried at cost		
B2B Softech Inc., USA		
72,000 Equity Shares of US Dollar 1 each, fully paid-up	33.81	33.81
	-	-
	33.81	**33.81**
6 Loans		
Non-Current		
(Unsecured and considered good)		
Loan to B2B ESOP Trust*	100.00	60.00
	100.00	**60.00**
(Unsecured and credit impaired)	-	-
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	-	-
	100.00	**60.00**
*(*Refer to Note no 45 for advances given to B2B ESOP Trust on March 31, 2025)*		
7 Deferred Tax Asset (Net)		
Deferred Tax Asset (Net)	-	-
	-	-
8 Other Non Current assets		
Security Deposits	7.47	7.47
B2B ESOP Trust		1.00 -
	8.47	**7.47**
9 Inventories	-	-
Work-In-Progress	17.66	14.86
(As certified by the management)		- -
	17.66	**14.86**
10 Current Investments	-	-
(Quoted Investments, carried at Fair Value through Profit and Loss)	-	-
Investments in Equity Instruments	95.90	44.22
Investments in Mutual Funds	1,553.16	1,343.52
	1,649.06	**1,387.74**
Aggregate Amount of quoted Investments	1,649.06	1,387.74
Market Value of quoted Investments	1,649.06	1,387.74
Aggregate Amount of unquoted Investments	-	-
Market Value of unquoted Investments	-	-

Method of Fair Valuation:-

Class of Investment	Method	Fair Value as at March 31, 2025	Fair Value as at March 31, 2024
Investments in Equity Instruments	Quoted price	95.90	44.22
Investments in Mutual Funds	Quoted price	1,553.16	1,343.52
		1,649.06	**1,387.74**

11 Trade Receivables	-	-
(Unsecured and considered good)	-	-
Debts outstanding for a period exceeding six months	2.56	0.20
Others	150.36	186.03
Less: Allowance for expected credit loss	0.00	0.00
	152.92	186.23
12 Cash and Cash Equivalents		
Balances with scheduled banks		
In Current accounts	114.44	114.75
In EEFC accounts	0.00	0.00
Cash on hand	0.02	0.02
	114.46	114.77

Notes forming part of Balance Sheet for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
13 Bank balances other than Cash and Cash equivalents	-	-
Balances with scheduled banks	-	-
In Time Deposit accounts	248.79	285.86
	248.79	**285.86**
14 Loans		
Current		
(Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	1.34	2.03
	1.34	**2.03**
(Unsecured and credit impaired)	-	-
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	-	-
	1.34	2.03
15 Other Financial Assets		
Current		
(Unsecured and considered good)		
Carried at Cost		
Advances to Suppliers	0.17	0.38
	0.17	**0.38**
16 Other Current assets	-	-
TDS Receivable	65.62	47.85
Income Tax Refund	0.74	0.74
Interest accrued but not due	4.54	2.70
Earnest money deposit	0.93	0.23
B2B Employees Gratuity Trust	-3.23	11.43
Other Receivables	8.75	13.24
	77.34	**76.18**
17 Equity Share Capital		
(i) Share Capital		
Authorised Capital :		
1,20,00,000 (31st March 2024 : 1,20,00,000) Equity Shares of Rs.10 each	1,200.00	1,200.00
-	-	
Issued, Subscribed and Paid up Capital :	-	-
11,585,400 (31st March 2024 : 11,585,400) Equity Shares of Rs.10 each fully paid up	1,158.54	1,158.54
Add : Shares Forfeited (Paid up value Rs.77000/-)	0.77	0.77
	1,159.31	**1,159.31**
Notes:		
a) Details of Share Holders having more than 5% of Shares	**No of Shares**	**No of Shares**
1.Rama Chandra Rao Nemani	24,58,760	24,58,760
(% of holding)	21.22%	21.22%
(% of change in holding)	0.00%	0.00%
2.Ravileela Granites Limited	15,11,000	15,11,000
(% of holding)	13.04%	13.04%
(% of change in holding)	0.00%	0.00%
3.Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
(% of holding)	9.39%	9.39%
(% of change in holding)	0.00%	0.00%
4.Janakirama Varma Meka	-	9,54,808
(% of holding)	0.00%	5.72%
(% of change in holding)	-100.00%	0.00%
5.Penmetsa Satyavati Varma	6,62,400	6,62,400
(% of holding)	5.72%	5.72%
(% of change in holding)	0.00%	0.00%

Particulars	As at March 31,2025	As at March 31,2024
6.B2B ESOP Trust	6,00,000	6,00,000
(% of holding)	5.18%	5.18%
(% of change in holding)	0.00%	0.00%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	1,15,85,400	1,15,85,400
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	**1,15,85,400**	**1,15,85,400**
(Refer to Note no 46 for Shareholding Pattern of Promoters and Promoter Group as on March 31, 2025)		

c) Rights, preferences and restrictions attached to equity shares:

(i) The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend in Indian rupees.

(ii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to the shareholding. The distribution will be in proportion to the number of the equity shares held by the shareholders.

18 Deferred Tax Liabilites (Net)		
Deferred Tax Liabilites (Net)	35.94	16.39
	35.94	**16.39**
19 Long Term Provisions	-	-
Provision for Gratuity Payable	-	-
	-	-
20 Trade Payables	-	-
(Unsecured and considered good)	-	-
Dues to micro and small enterprises	-	-
Dues to other than micro and small enterprises	1.47	25.92
	1.47	**25.92**
21 Other Financial Liabilities	-	-
Current	-	-
(Unsecured and considered good)	-	-
(Carried at Cost)	-	-
Advances received from Customers	9.79	11.32
	9.79	**11.32**
22 Other Current Liabilities	-	-
Outstanding expenses	122.54	120.76
Statutory liabilities	30.31	41.58
Security Deposit	50.23	45.54
	203.08	**207.87**
23 Short term Provisions		
Provision for Gratuity Payable	-	-
	-	-
24 Current tax liabilities (Net)		
Provision for Income tax	38.72	18.93
	38.72	**18.93**
25 Revenue from operations		
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	719.95	662.36
Domestic Income	-	-
Sale of Software Products	226.93	333.61
Income from Consultancy Services	566.76	396.35
	1,513.64	**1,392.32**
26 Other Income	-	-
Unrealised Gain /(Loss) from Mutual Funds	126.37	97.65
Unrealised Gain /(Loss) on Investments	-	11.53
Realised Gain / (Loss) on Investments	6.47	11.21
Interest on Deposits	13.90	8.99
Other Income	-	2.05
Interest on TDS Refund	1.30	1.12
Dividend on Investment Trade	0.94	1.59
	148.98	**134.14**
27 Purchases of Software Products	-	-
Software Products	281.08	324.8528

B2B SOFTWARE TECHNOLOGIES LIMITED

Notes forming part of Statement of profit and loss for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
28 Employee benefit expenses		
*Salaries	792.58	722.14
Contribution to Provident Fund and other Funds	29.45	34.09
Share Based Payments Expense	9.71	-
Staff Welfare Expenses	9.11	5.37
Certification fee	0.48	0.09
Stipend	3.10	3.85
Managerial Remuneration CEO & CFO	48.00	48.00
	892.43	**813.54**
* Includes Director Remuneration	62.43	51.07
	-	-
29 Administrative and other Expenses	-	-
Rent	14.41	13.46
Rates and Taxes	15.10	9.95
Insurance	0.42	0.68
Travelling Expenses	42.42	29.68
Communication Expenses	-	-
- Internet Charges	3.44	3.05
- Telephone	0.31	0.26
- Postage & Courier	0.02	0.01
Printing and Stationery	0.15	0.14
Electricity Charges	4.98	4.45
Advertisement	1.07	0.97
Exchange Fluctuation (Gain)/Loss	5.11	2.81
Repairs and Maintenance	-	-
- Machinery	0.84	1.14
- Vehicles	3.07	2.81
Professional and Consultancy Charges	59.48	64.21
Auditor's Remuneration	-	-
- Statutory Audit Fees	1.80	1.80
Unrealised Loss on Investments	3.58	-
Bad Debts	9.62	-
Directors Sitting Fee	4.10	1.50
Membership Fee, Meeting & Seminar Charges	1.88	2.90
Security Charges	2.18	2.70
Office Maintenance	1.84	1.96
Other Expenses	-	3.21
	175.80	**147.70**
30 Other Comprehensive Income	-	-
tems that will not be reclassified to Profit or (Loss)	-	-
Acturial gain/(loss) - Gratuity	(31.74)	(0.59)
	-31.74	**-0.59**

Notes to Financial Statements

(All amounts in Indian Rupees In lakhss In lakhss In lakhss in Lakhs, except share data and where otherwise stated)

31 Financial risk managament objectives and policies: The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company's policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian Rupees In Lakhs is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupees In lakhss In lakhs.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company's financial assets and liabilities in different currencies are as follows:

Particulars of Unhedged foreign Currency Exposure :

Particulars	AS AT	
	31 March 2025	31 March 2024
Trade Receivables	39.40	84.38
	$0.46	$1.01

The Company's exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company's foreign currency financial instruments:

31st March 2025	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupees In lakhs	85.5814	39.4	39.4

31st March 2017	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupees In lakhs	83.3739	84.38	84.38

Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particluars	Carrying Value as at	
	31 March 2025	31 March 2024
Investment in Subsidiary (Non-Current)	33.81	33.81
Current Investments	1,649.06	1,387.74
Trade receivables	152.92	186.23
Short term deposits with banks	248.79	285.86
Loans	101.34	62.03

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Company requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2025

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	1.47	-	-	1.47
Other Financial Liabilities	9.79	-	-	9.79
Other Current Liabilities	203.08	-	-	203.08
Total	**214.34**	**-**	**-**	**214.34**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2024

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	25.92	-	-	25.92
Other Financial Liabilities	11.32	-	-	11.32
Other Current Liabilities	207.87	-	-	207.87
Total	**245.11**	**-**	**-**	**245.11**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2016:

32 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount	Fair value	Carrying amount	Fair value
	31 March 2025	31 March 2025	31 March 2024	31 March 2024
Non- current financial assets				
Investment in subsidiary, at cost	33.81	33.81	33.81	33.81
Loans	100.00	100.00	60.00	60.00
Total Non-Current	**133.81**	**133.81**	**93.81**	**93.81**
Current financial assets				
Current Investments - Liquid Mutual Fund Units and Equity Shares	1,649.06	1,649.06	1,387.74	1,387.74
Trade Receivables	152.92	152.92	186.23	186.23
Cash and Cash Equivalents	114.46	114.46	114.77	114.77
Bank Balances other than above	248.79	248.79	285.86	285.86
Loans	1.34	1.34	2.03	2.03
Other Financial Assets	0.17	0.17	0.38	0.38
Total Current	**2,166.74**	**2,166.74**	**1,977.02**	**1,977.02**
Total Financial Assets	**2,300.55**	**2,300.55**	**2,070.83**	**2,070.83**
Non-current Financial Liabilities	-	-	-	-
Total Non-current	-	-	-	-
Current Financial Liabilities				
Trade Payables	1.47	1.47	25.92	25.92
Other Financial Liabilities	9.79	9.79	11.32	11.32
Total Current	**11.25**	**11.25**	**37.25**	**37.25**
Total Financial Liabilities	**11.25**	**11.25**	**37.25**	**37.25**

Capital management

Capital includes equity attributable to the equity holders of the parent and debt.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value objectives include, among others:

- Ensure Company's ability to meet both its long-term and short-term capital needs as a going concern;
- Constantly evolve multiple funding alternatives – equity and / or preference capital, non convertible debentures, corporate loan facilities to arrive at an optimal capital mix;

No changes were made in the objectives, policies or processes during the year ended March 31, 2025 and March 31, 2024.

The Company maintains a mixture of cash and cash equivalents that are designed to ensure the Company has sufficient available funds for business requirements.

The Company does not have any short term or long term outstanding debts and hence the Debt to Equity Ratio is zero as at March 31, 2025 and March 31, 2024.

33 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

Level 3: valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2025	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units and Shares	1,649.06	-	-	1,649.06
Total	**1,649.06**	**-**	**-**	**1,649.06**
Financial liabilities measured at fair value	-	-	-	-
Total	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2025, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2024	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	1,387.74	-	-	1,387.74
Total	**1,387.74**	**-**	**-**	**1,387.74**
Financial liabilities measured at fair value	-	-	-	-
Total	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2024, there were no transfers between Level I, Level II and Level III fair value measurements.

34. Capital commitments and Contingent liabilities and Contingent Assets

There are no Capital commitments, Contingent Liabilities and Contingent Assets as on 31st March, 2025 (previous Year NIL)

35 Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2025	March 31, 2024
Software Services	754.79	624.66

36 Expenditure in Foreign Currency (on payment basis)

Particulars	March 31, 2025	March 31, 2024
Foreign-Travelling Exps	-	7.95

37 Disclosure is made as per the requirement of the Ind-AS 24 on Related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidary Company

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ramachandra Rao Nemani	CEO
V. Bala Subramanyam	Whole Time Director
Sunil Nemani	CFO
CS Prabhat Bhamini	Company Secretary (resigned w.e.f 31.03.2025)
CS Gita Usha Rani Maddukuri	Company Secretary (appointed w.e.f 01.04.2025)

c) Directors

Yaramati Satyanarayana	Promoter and Non-Executive Director
Ram Babu Mutyala	Non-Promoter and Independent Director (ceased w.e.f 31.03.2024)
Arumilli Rambabu	Non-Promoter and Independent Director (ceased w.e.f 31.03.2024)
Suresh Chode	Non-Promoter and Non Independent Director (resigned w.e.f 26.08.2024)
Rajeswari Immani	Non-Promoter and Independent Woman Director (ceased w.e.f 27.03.2025)
P Samantha Reddy	Non-Promoter and Independent Woman Director (appointed w.e.f 26.08.2024)
Lakshminarayana Bolishetty	Non-Promoter and Independent Director (appointed w.e.f 28.06.2024)
Sreeramulu Kavuri	Non-Promoter and Independent Director (appointed w.e.f 28.06.2024)

d) Parties where key managerial person has significant influence

Name of the party	KMP	Relation of KMP
Genius Doc Inc	Dr.Ramachandra Rao Nemani	CEO

ii) Transactions during the year

Name of the Related party		March 31, 2025	March 31, 2024
(a) With Genius Doc Inc			
Export of Software Services		386.77	363.96
(b) With Key Management Personnel	Relation	-	-
Remuneration to V Bala Subramaniyam	Executive Director	62.43	51.07

Remuneration to Dr Ram Nemani	CEO	36.00	36.00
Remuneration to Sunil Nemani	CFO	12.00	12.00
Remuneration to CS Prabhat Bhamini	Company Secretary	4.42	3.78

iii) Balances Outstanding at the Year End

Name of the Related party	**March 31, 2025**	March 31, 2024
(a) With Genius Doc Inc		
Receivables	32.55	61.21
(b) With Key Management Personnel	-	-
Managerial Remuneration	6.87	10.82

38 Earning/(loss) Per Share as per Ind-AS 33:

The Computation of EPS as per Ind-AS 33 is set out below:

Particulars	**March 31, 2025**	**March 31, 2024**
Earnings		
Profit/ (Loss) after Tax for the period	**240.49**	**172.45**
Add: Share based payment expenses	9.71	-
Profit/ (Loss) after Tax for the period for calculation of Diluted EPS	**250.20**	**172.45**
	-	-
Weighted Average number of equity shares for Basic EPS (Nos)	115.85	115.85
Add : Potential Equity shares (if any)	-	-
Weighted Average number of equity shares for Diluted EPS (Nos)	**115.85**	**115.85**
Face value per share (Rs.)	10	10
	-	
Basic Earning Per Share	**2.08**	**1.49**
Diluted Earning Per Share	**2.08**	**1.49**

** Diluted EPS for the year ended 31.03.2025 after considering share based payment expenses is anti-dilutive. Hence, potential equity shares are not considered in the calculation of Diluted EPS for the year ended 31.03.2025*

39 Investment in Quoted Mutual Funds

	March 31, 2025	**March 31, 2024**
	Amount	**Amount**
Opening Balance	1,343.52	1,239.07
Add: Purchases/(Sales)	83.27	6.80
Add: Profit/(Loss) in Fair Valuation as at reporting date	126.37	97.65
Closing Balance*	1,553.16	1,343.52

* Net Asset Value as on 31.03.2025 is Rs 155,315,514/-

Investment in Quoted Equity Instruments

	March 31, 2025	**March 31, 2024**
	Amount	**Amount**
Opening Balance	44.22	70.69
Add: Purchases/(Sales)	55.25	(38.00)
Add: Profit/(Loss) in Fair Valuation as at reporting date	(3.58)	11.53
Closing Balance*	95.90	44.22

Market Value on 31.03.2025 is Rs. 95.90/-

40 The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel

Gmbh.The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for dimunition in the value of investment.

41 The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation.The Company has made a provision for dimunition in the value of investment to the extent of 100% of the carrying amount.

42 The Company is primarly engaged in Information Technology and related services. There is one reportable geographical segment in terms of IND AS 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

43 Deferred tax asset/liability is determined and accounted as per Ind-AS 12 issued by ICAI.
The Tax reconciliation is as follows:

Particulars	March 31, 2025	March 31, 2024
Accounting profit	302.92	227.47
Effective tax rate(%)	0.00	0.00
Tax on Profit at effective rates	**76.24**	**57.25**
Earlier year taxes	-6.34	-2.44
Expenditure not deductible for tax purpose	34.39	30.08
Expenditure deductible for tax purpose	12.12	15.34
Others	192.35	121.82
Effective tax rate on above(%)	0.00	0.00
Tax on Profit at effective rate (A)	**48.41**	**30.66**
Income Chargeable to tax on Special rates	-	-
Short Term Capital Gain	0.27	4.64
Effective tax rate on above(%)	0.00	0.00
Tax on above at effective rate (B)	**0.06**	**0.80**
Long Term Capital Gain	6.20	6.57
Effective tax rate on above(%)	0.00	0.00
Tax on above at effective rate ©	**0.71**	**0.64**
Total Tax on Profit (A+B+C)	**49.18**	**32.09**

44 Employee Benefits
Disclosure as required by Ind-AS 19 'Employee Benefits' is as below:

	Particulars	March 31, 2025	March 31, 2024
1	**Changes in Present Value of Obligation**		
	Present value of obligation as at the beginning of the year	150.28	134.18
	Interest Cost	10.14	9.66
	Current service cost	18.03	14.55
	Actuarial gain/(loss) on obligations	22.62	(1.58)
	Benefits paid	(14.59)	(6.54)
	Present value of obligations at the end of the year	**186.47**	**150.28**
2	**Changes in Fair Value of Plan Assets**		
	Fair value of plan assets at the beginning of the year	150.96	148.92
	Acquisition adjustments	11.02	-
	Expected return on plan assets	9.13	10.75

	Contributions	30.00	-
	Benefits Paid	(14.59)	(6.54)
	Actuarial gain/(loss) on plan assets	(9.13)	(2.17)
	Fair value of plan assets at the end of the year	**177.39**	**150.96**
3	**Liability Recognised in Balance Sheet**	-	-
	Present value of obligation as at the end of the year	186.47	150.28
	Fair value of plan assets at the end of the year	177.39	150.96
	Funded Status	9.09	(0.68)
	Net asset/(liability) recognised in balance sheet	**9.09**	**(0.68)**
4	**Bifurcation of Net Liability**		
	Current Liability (Short-term)	6.03	5.22
	Non - Current Liability (Long-term)	180.44	145.06
	Net Liability	**186.47**	**150.28**
5	**Expenses Recognised in Statement of Profit & Loss**	-	-
	Current service cost	18.03	14.55
	Past Service Cost	-	-
	Interest Cost	10.14	9.66
	Expected Return on plan assets	(9.13)	(10.75)
	Expenses recognised in the Income Statement	19.04	13.47
	Other Comprehensive Income	-	-
	Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
	Actuarial gain/(loss) on Obligations - Change in Financial assumptions	-	-
	Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	22.62	(1.58)
	Total Actuarial gain/ (loss) on obligations	**22.62**	-
	Actuarial gain/ (loss) on Plan assets	(9.13)	(2.17)
	Total Other Comprehensive Income	**31.74**	**2.17**
	Assumptions		
	Discount	6.75%	7.10%
	Escalation	7.00%	7.00%

45 Employee Stock Option Plan

"The company's existing ESOP Scheme 2007 is modified to align with the recent amendments to SEBI regulations. An amount of Rs.60,00,000/- is advanced to B2B ESOP Trust in February 2008, for allotment of shares to employees under ESOP scheme. An amount of 40,00,000/- has been advanced in the financial year 2024-25 in line with ESOP Scheme 2024. The NRC of Board of Directors approved the ESOP Scheme 2024 vide resolution dated 11.02.2025 under which the company has granted Options to the eligible employees of the Company under the Scheme in terms of the approval of the shareholders dated 26.09.2024 and in-principle approval obtained from the BSE Limited under Regulation 28(1) of the SEBI Listing Regulations. The company accounts the plan as an equity settled plan and details are as follows:"

B2B ESOP Scheme 2024 :

Date of Grant	11.02.2025
Fair Value of Option	23.92 (as per valuation report)
Excercise price	10 per option
Expense debited to Statement of Profit and Loss	Rs. 9,70,701

B2B SOFTWARE TECHNOLOGIES LIMITED

Notes to Financial Statements

(All amounts in Indian Rupees, except share data and where otherwise stated)

46 The details of the shares held by promoters as at March 31, 2025 are as follows:

Sl.No.	Name of Promoter	No of Shares held	% of Total Shares	% change during the year
	Promoters			
1	Samantha Reddy	15,900	0.14	
2	Srinivas Reddy Parvatha Reddy	2,12,410	1.83	
3	P Leelavathi	2,510	0.02	
4	R Subbarami Reddy	2,010	0.02	
5	J Madan Mohan Reddy	10	-	
6	J Vasantha Reddy	69,954	0.60	
7	N Chinnappa Reddy	10	-	
8	Arun Raj	10	-	
9	Ravileela Granites Limited	15,11,000	13.04	
10	Ramachandra Rao Nemani	24,58,760	21.22	
	Promoter Group			
1	Neelam Jayanth Reddy	7,900	0.07	
2	Harshini	18,000	0.16	
3	Dr K Lahiri	600	0.01	
4	N Lavanya Reddy	2,500	0.02	
5	S Ramesh	2,000	0.02	
6	L Pratap Reddy	-	-	-100.00
7	Janakirama Varma Meka	-	-	-100.00
8	Sharmila Nemani	4,75,000	4.10	-0.04
9	Sunil Nemani	3,73,600	3.22	
10	Vinitha P Varma	2,50,300	2.16	
11	Prathima Nemani	2,33,400	2.01	
12	Krothapalli Anjaneyulu	5,022	0.04	
13	Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	9.39	
14	Varma J Meka Def. Ben. Pension Plan Trust	2,03,300	1.75	
	Total	**69,31,796**	**59.82**	

The percentage shareholding above has been computed considering the outstanding number of shares of 11,585,400 as at March 31, 2025.

Options Granted to employees in FY 2024-25	3,02,288 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Outstanding options	All the options are outstanding as 31.03.2025
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

47 Trade Payables - Ageing Analysis

Particulars	March 31, 2024				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	1.47	-	-	-	1.47
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

Particulars	March 31, 2024				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	25.92	-	-	-	25.92
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

48.

Particulars	March 31, 2025					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	150.36	2.56	-	-	-	153
Undisputed Trade Receivables - considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

Particulars	March 31, 2025					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	186.03	0.20	-	-	-	186
Undisputed Trade Receivables – considered doubtful			-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

Particulars	Formula	March 31, 2025	March 31, 2024	Change in %	Reasons if change> 25%
Current Ratio	Current assets/Current Liabilites	8.94	7.83	14.11%	
Debt-Equity Ratio	NA	-	-	0.00%	
Debt Service Coverage Ratio	NA	-	-	0.00%	
Return on Equity Ratio	Profit for the period/ Average Shareholder's Equity	11.85%	9.40%	26.04%	Due to increase in Net Profit after taxes compared to last year
Inventory turnover ratio	Cost of Goods Sold/ Average inventory	17.11	24.59	-30.39%	Due to increase in Closing Average Inventory
Trade Receivables turnover ratio	Credit sales/Average Trade receivables (Gross)	8.93	9.08	-1.69%	
Trade payables turnover ratio	Credit Purchases/Average Trade Payables	20.52	20.22	1.49%	
Net capital turnover ratio	Revenue from operations/ Net Working Capital	0.75	0.77	-2.36%	
Net profit ratio	Profit for the period/ Revenue from operations	15.89%	12.39%	28.28%	Due to increase in Net Profit after taxes compared to last year
Return on Capital employed	EBIT/capital employed	14.17%	11.85%	19.56%	
Return on investment	Income generated from invested funds/average funds invested	8.03%	6.91%	16.33%	

50 The provisions of Section 135 of the Companies Act, 2013 is not applicable to the company. Hence, the company has not incurred any amount towards Corporate Social Responsibitily during the current year or previous year.

51 Other Disclosure Requirement in Schedule III

a) The company does not have any transaction with the companies struck off under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956 during the year ended March 31, 2025 and March 31, 2024.

b) There are no charges or satisfaction which are to be registered with the Registrar of Companies during the year ended March 31, 2025 and March 31, 2024.

c) The company complies with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of layers) rules 2017 during the year ended March 31, 2025 and March 31, 2024.

d) The company has not invested or traded in cryptocurrency or virtual currency during the year ended March 31, 2025 and March 31, 2024.

e) No proceedings have been initiated on or are pending against the company for holding Benami property under the Prohibition of Benami Property Transaction Act 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and Rules made thereunder during the year ended March 31, 2025 and March 31, 2024.

f) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

g) The company has not entered into any scheme of arrangement approved by the competent authority in terms of sections 232 to 237 of the Companies Act 2013 during the year ended March 31, 2025 and March 31, 2024.

h) During the year ended March 31, 2025 and March 31, 2024, the company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act 1961).

"i) During the year ended March 31, 2025 and March 31, 2024, the company has not advanced or loaned or invested funds (either borrowed funds or the share premium or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries."

"j) During the year ended March 31, 2025 and March 31, 2024, the company has not received any funds from any persons or entities including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries."

k) The Company does not have any immovable properties included under Property, Plant & Equipments.

l) The Company does not have any Investment Property and intangible assets under development.

52 "Subsequent eventsNo significant subsequent events have been observed till date of approval of Financials which may require any additional disclosure or an adjustment to the financial statements."

53 Previous period figures have been regrouped/reclassified/rearranged, wherever necessary, to conform to those of the Current Period.

INDEPENDENT AUDITORS' REPORT

To the Members of
M/s B2B Software Technologies Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

We have audited the accompanying Ind AS consolidated financial statements of M/s B2B Software Technologies Limited (hereinafter referred to as the 'Holding Company") and its subsidiary (collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2025, and the consolidated statement of Profit and Loss, (including other comprehensive income), the consolidated Cash Flow Statement, consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2025, of its consolidated profit, its consolidated total comprehensive income, its consolidated changes in equity and their consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter
Revenue from Operations: *The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.*
Principle Audit Procedures *We assessed the Group's process to identify the impact of adoption of the new revenue accounting standard.* *Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:* *1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.* *2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.*

Information other than Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated Financial Statements, Standalone Financials Statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to Report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

i. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one] resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(If the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

v. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair

presentation.

vi. Obtain sufficient appropriate audit evidence regarding the financial information of theentities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of the subsidiary which reflect total assets of Rs. 1,42,64,793 as at 31st March, 2025, total revenues of Rs. 9,00,05,012 and net profit Rs. 22,99,441 for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors after considering the requirement of Standard on Auditing (SA 600) on 'Using the work of Another Auditor' including materiality.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. According to the information and explanations given to us and based on our examination of the Financial Statements of the Subsidiary, Companies (Auditor's Report) Order (CARO), 2020 report is not applicable to the Subsidiary included in the consolidated financial statements. Accordingly, reporting as required by the paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is not applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

iii. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

v. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on

record by the Board of Directors of the Holding Company, none of the directors of the Group is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

vi. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure which is based on auditor's reports of the Holding Company and its subsidiary company.

vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) There were no pending litigations which would impact the consolidated financial position of the Group.

b) The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.

c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

d)

i) The respective management of the Holding Company has represented to us that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

ii) The respective management of the Holding Company has represented to us, that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

iii) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis statement.

e) The company has not declared or paid any dividend during the year.

f) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2025 which has a feature of recording the audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For Jawahar & Associates.
Chartered Accountants

M. Chandramouleswara Rao
Partner
Membership No: 024608
FRN: 001281S
UDIN:

Place: Hyderabad
Date: May 19, 2025

Annexure to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2025, we have audited the internal financial controls over financial reporting of B2B Software Technologies Limited ("the Holding Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the

internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid report under Section 143 (3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to Consolidated Financial Statements insofar as it related to subsidiary company is based on the corresponding report of auditors of such company.

Our report is not modified in respect of the above matters.

For Jawahar & Associates.,
Chartered Accountants

M. Chandramouleswara Rao
Partner
Membership No: 024608
FRN: 001281S

Place: Hyderabad
Date: May 19, 2025

B2B SOFTWARE TECHNOLOGIES LIMITED

Consolidated Balance Sheet as at 31 March 2025

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

Particulars	Note No.	AS AT March 31, 2025	'March 31, 2024
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	4	23.09	30.75
(b) Intangible assets	5	0.01	0.01
(c) Financial Assets	-	-	
(i) Investments	6	-	-
(ii) Loans	7	100.00	60.00
(d) Deferred tax assets (net)	8	-	-
(e) Other non-current assets	9	8.47	7.47
		131.57	**98.23**
2. Current assets			
(a) Inventories	10	17.66	14.86
(b) Financial Assets	-	-	
(i) Current Investments	11	1,649.06	1,387.74
(ii) Trade receivables	12	152.92	186.23
(iii) Cash and cash equivalents	13	257.11	231.04
(iv) Bank balances other than (iii) above	14	248.79	285.86
(v) Loans	15	1.34	2.03
(vi) Other financial assets	16	0.17	0.38
(c) Current tax assets (Net)	-	-	
(d) Other current assets	17	77.34	76.18
		2,404.39	**2,184.33**
3.Non-current assets held for sale		**-**	**-**
Total Assets		**2,535.96**	**2,282.56**
II. EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	18	1,159.31	1,159.31
(b) Other equity		1,087.65	842.82
		2,246.96	**2,002.13**
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Other financial liabilities		-	-
(b) Provisions	20	-	-
(c) Deferred Tax Liabilites (Net)	19	35.94	16.39
(d) Other non-current liabilities		-	-
		35.94	**16.39**
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade payables	21	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1.47	25.92
(iii) Other financial liabilities	22	9.79	11.32
(b) Other current liabilities	23	203.08	207.87
(c) Short-term provisions	24	-	-
(d) Current tax liabilities (Net)	25	38.72	18.93
		253.05	264.04
Total Equity and Liabilities		**2,535.96**	**2,282.56**

See accompanying notes to the financial statements

As per limited review report of even date
For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S

For and on behalf of the Board

M Chandramouleswara Rao
Partner
Membership No: 024608
UDIN:25024608BMKURD2592
Place: Hyderabad
Date : 19th May 2025

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y.Satyanarayana
Director
DIN: 00360679

Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
CEO
PAN: AFUPN8077R

M Gita Usha Rani
Company Secretary
ACS65602

B2B SOFTWARE TECHNOLOGIES LIMITED

Consolidated Statement of Profit and loss for the Year ended March 31, 2025

All amounts in Indian rupees in Lakhs, except share data and where otherwise stated

Particulars	Note No	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
I. Revenue from Operations	26	2,413.69	2,032.28
II. Other income	27	148.98	134.14
III. Total revenue (I+II)		**2,562.67**	**2,166.42**
IV. Expenses		-	-
(a) Purchases of Software Products	28	281.08	324.85
(b) Changes in Inventory - WIP		(2.80)	(3.59)
(c) Employee benefit expenses	29	1,562.06	1,234.91
(d) Administrative and other expenses	30	383.22	354.23
(e) Depreciation and amortization expense	3	13.19	16.49
Total expenses		**2,236.76**	**1,926.90**
V. Profit/(Loss) before exceptional items and tax (III - IV)		**325.91**	**239.52**
VI. Exceptional items		**-**	**-**
VII. Profit/(Loss) before tax (V - VI)		**325.91**	**239.52**
VIII. Tax expense / (income)			
Current tax		49.22	31.93
Earlier year taxes		(6.34)	(2.44)
Deferred Tax		19.55	25.54
Total tax expenses		**62.43**	**55.02**
-		-	
IX. Profit for the period / year (VII-VIII)		**263.48**	**184.50**
		-	-
Other Comprehensive Income		-	-
A. Items that will not be reclassified to Profit or (Loss)	31	(31.74)	(0.59)
Income tax relating to items that will not be reclassified to profit or loss		-	-
B. Items that will be reclassified to Profit or Loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
		(31.74)	**(0.59)**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**231.74**	**183.91**
-		-	
Profit Attributable to		-	-
Parent Company		263.48	184.50
Non Controlling Interest		-	-
		-	
Total Comprehensive Income attributable to		-	-
Parent Company		231.74	183.91
Non Controlling Interest		-	-
Earnings per share-par value of `10 per share			
Class A - Basic		2.27	1.59
Diluted		2.27	1.59
See accompanying notes to financial statements			

As per limited review report of even date

For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S

For and on behalf of the Board

M Chandramouleswara Rao
Partner
Membership No: 024608
UDIN:25024608BMKURD2592
Place: Hyderabad
Date : 19th May 2025

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y.Satyanarayana
Director
DIN: 00360679

Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
CEO
PAN: AFUPN8077R

M Gita Usha Rani
Company Secretary
ACS65602

Consolidated Cash Flow Statement for the year ended March 31, 2025
(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	231.74	183.91
Adjustments for :	-	-
Depreciation	13.19	16.49
Income from Investment - Dividends	(127.31)	(99.24)
Share Based Payments offered to employees	9.71	-
Exchange differences on translation of foreign currency cash and cash equivalents	5.11	2.81
Profit on Sale of Fixed Assets	-	-
	132.44	103.97
Operating profit before working capital changes	-	-
Adjustments for changes in working capital :	-	-
(Increase)/Decrease in Work in Progress	(2.80)	(3.59)
(Increase)/Decrease in Accounts Receivables	33.31	(65.77)
(Increase)/Decrease in Loans and Advances	0.69	0.07
(Increase)/Decrease in Other Financial assets	0.21	2.65
(Increase)/Decrease in Other Current assets	(1.16)	9.76
Increase / (Decrease) in Trade and Other Payables	(24.46)	19.72
Increase / (Decrease) in Other financial liabilities	(1.54)	4.11
Increase / (Decrease) in Other Current Liabilities	(4.79)	51.51
Increase / (Decrease) in Long term provisions	-	-
Increase / (Decrease) in Current Tax Liabilities	19.79	1.52
Increase / (Decrease) in Deferred tax	19.55	25.54
	38.81	45.52
Cash generated from operations	171.25	149.48
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	**171.25**	**149.48**
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(5.52)	(10.09)
Sale of Fixed Assets	-	-
Purchase of Mutual Funds	(261.31)	(77.98)
Sale of Mutual Funds	-	-
(Increase)/Decrease in Long Term Loans & Advances	(40.00)	-
Income from Investment - Dividends	127.31	99.24
(Increase)/Decrease in Other Non-Current assets	(1.00)	-
Net Cash used in Investing Activities	**(180.53)**	**11.16**
- -		
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Net Cash from/(used in) Financing Activities	-	-
D. Exchange differences on translation of foreign currency cash and cash equivalents	(1.73)	(1.29)
	-	-
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	(11.01)	159.36
Cash and Cash equivalents at the beginning of the year	516.91	357.55
Cash and Cash equivalents at the end of the year	**505.90**	**516.91**
Notes: -	-	
Cash and cash equivalents includes	-	-
Cash on hand	0.02	0.02
Balances with scheduled banks	-	-
In Current accounts	257.08	231.02
In EEFC accounts	0.00	0.00
In Fixed Deposit accounts	248.79	285.86
	505.90	**516.91**

See accompanying Significant Accounting Policies & Notes to Financial Statements

As per limited review report of even date

For Jawahar and Associates.,
Chartered Accountants
Firm Registration No: 001281S

For and on behalf of the Board

M Chandramouleswara Rao
Partner
Membership No: 024608
UDIN:25024608BMKURD2592
Place: Hyderabad
Date : 19th May 2025

V.Bala Subramanyam
Executive Director
DIN : 06399503

Dr. Y.Satyanarayana
Director
DIN: 00360679

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Chief Financial Officer
PAN: AWRPN7930M

Dr. Ramachandra Rao Nemani
CEO
PAN: AFUPN8077R

M Gita Usha Rani
Company Secretary
ACS65602

Statement of Changes in Equity for the year ended 31st March 2024
(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77
Total	**1,159.31**	**-**	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Share Based Payment Reserve				
Balance as at 1st April 2023	-	-	480.83	-	147.38	29.18	-	657.40
Profit for the year			184.50	-	(0.59)	1.52	-	185.42
Equity instruments through OCI	-	-	-	-	-	-	-	-
Fair value changes on derivatives designated as cash flow hedge, net	-	-	-	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	184.50	-	(0.59)	1.52	-	185.42
Transfer to capital reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2024	**-**	**-**	**665.33**	**-**	**146.79**	**30.70**	**-**	**842.82**
				-				

Condensed Statement of Changes in Equity for the year ended 31st March 2025
(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

A. Equity Share Capital

Particulars	Balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77
Total	**1,159.31**	**-**	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Share Based Payment Reserve				
Balance as at 1st April 2024	-	-	665.33	-	146.79	30.70	-	842.82
Profit for the year			263.48	-	(31.74)	3.38	-	235.12
Share Based Payments issued during the year			-	9.71	-	-	-	9.71
Equity instruments through OCI			-	-	-	-	-	-
Fair value changes on derivatives designated as cash flow hedge, net			-	-	-	-	-	-
Fair value changes on investments, net			-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	263.48	9.71	(31.74)	3.38	-	244.83
Transfer to capital reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2025	**-**	**-**	**928.82**	**9.71**	**115.05**	**34.08**	**-**	**1,087.65**

Notes to Financial Statements

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

1 Nature of operations

The consolidated financial statements comprise financial statements of B2B Software Technologies Limited ("the Holding Company" or “the company” or “the parent”) and its subsidiary (collectively, the Group) for the year ended March 31,2025.

"B2B Software Technologies (the ""Company"") (CIN: L72200TG1994PLC018351) is one of the most prominent and competent Microsoft Dynamics Navision Solution Center of Microsoft Dynamics and the number one partner in Telangana, India. The team of Microsoft Dynamics NAV 2009 certified consultants has carried out successful implementations across various industry segments. Our customers include end-user companies as well as other solution centers in Europe, USA, Australia and Asian markets, for whom we undertake the off-shore / onsite solution development"

The Company is a public limited company incorporated and domiciled in India and has its registered office in Hyderabad, Telangana, India. The Company has its primary listings on the BSE Limited.

The Company's Standalone financial statements are approved for issue by the Company’s Board of Directors on May 19, 2025.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

These Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other pronouncements of the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the quarterly and yearly figures are taken from the source and rounded to the nearest digits, the figures already reported for all the quarters during the year might not always add up to the year figures reported in this statement.

2.2 Use of estimates

The Preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions which effects the application of accounting policies and the reported amounts of assets and liabilities and the disclosure of contingent assets and contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the period. The application of accounting policies that require critical accounting estimates involving complex and subjective judgements and use of assumptions in these financial statements have been disclosed in Note No 2.19. Accounting estimates could change from time to time. Actual results could differ from the estimates. Appropriate changes in estimates are made as the Management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3 Cash flow statement

Cash flows are reported using the indirect method, where by the net profit before tax for the period is adjusted for the effects of transactions of a non cash nature, any deferrals or accruals of past or future operating cash receipts

or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated and presented separately. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

2.4 Revenue recognition

The Company derives revenues primarily from Consultancy services and sale of Software produts. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, where there is no uncertainity as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainity as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainity is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known.

In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract.

2.5 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impaiment, if any. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for ready to use, as intended by management. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets. The Company depreciates property, plant and equipment over their estimated useful lives using Straight Line method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

"Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year

end.The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology."

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

2.6 Intangible Assets:

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.7 Foreign currency transactions :

Functional Currency:

The functional currency of the Company is Indian Rupee.

Transactions & Translations

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

2.8 Financial Instruments

2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2.8.2 Subsequent recognition

a. Financial Assets

i. Financial Assets carried at amortised cost

"A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding."

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

e. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

2.8.3 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.9 Fair Value Measurement

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 33 for the disclosure on carrying value and fair value of financial assets and liabilities. For financial

assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.10 Impairment of non-Financial Assets

(I Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.11 Earnings per Equity Share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.12 Income Taxes

Income Tax expense comprises current and deferred income tax

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

b. Deferred tax

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, the carry forward of unused

tax credit and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax assets and liabilities, relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2.13 Employee Benefits

a. Gratuity

"The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company's obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss."

b. Provident Fund

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

c. ESI

In addition, some employees of the Company are covered under "Employees State Insurance Scheme Act 1948", which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during

the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions.

d. Share Based Payment arrangements

"Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Trust is used as a vehicle for distributing shares to employees under the employee remuneration schemes. The company will allot its shares to the Trust, for giving shares to employees. The Company treats the Trust as its extension and shares held by the Trust are treated as treasury shares."

2.14 Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.15 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.16 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.17 Leases:

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

2.18 Provisions and contigencies

"The Company recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation."

2.19 Significant accounting judgements, estimates and assumptions Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- Estimation of fair value of acquired financial assets and financial liabilities: When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.
- Un-collectability of trade receivables: Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.
- Taxes: Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.
- Gratuity benefits: The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Actual results can differ from estimates.

2.20 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On August 12, 2024 and September 09, 2024, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2024 and Companies (Indian Accounting Standards) Second Amendment Rules, 2024 introducing following changes:

"a) Ind AS 117 – Insurance Contracts:Ind AS 117: Insurance Contracts was introduced and Ind AS 104: Insurance Contracts was withdrawn. This was accompanied with consequent amendments in other standards. The Company has evaluated the amendment and there is no impact of the amendment in the consolidated financial statements."

"b) Ind AS 116 – Leases:The amendments clarify accounting treatment for a seller-lessee involved in sale and leaseback transactions, and introduced some related illustrative examples. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements."

3 Basis of Consolidation

3.01 Basis of Accounting

The financial statements of the Subsidiary Company in the consolidation are drawn up to the same reporting date as that of the Company.

The Consolidated Financial Statements have been prepared in accordance with IND AS 110 "Consolidated Financial Statements" and IND AS 103 " Business Combination" notified by the Central Government of India under Section 133 of the Companies Act, 2013.

3.02 Principles of Consolidation

The Consolidated Financial Statements have been prepared as per the following principles:

"The company consolidates entities which it owns or controls. The Consolidated financial statements comprise the financial statements of the Company and its subsidiary. Control exists when the parent has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases."

"The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financialstatements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded."

The Part of net results of Operations and of the net assets of a subsidiary Attributable to interests which are not owned, directly or indirectly through subsidiary(ies),by the parent are recognised as Minority Interest.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements except as otherwise stated in the notes to the accounts.

The difference between the cost of investment in the Subsidiary and the share of net assets at the time of acquisition of shares is identified in the financial statements as goodwill or Gain on bargain purchase as the case may be.

Minority interests' share of profit of consolidated subsidiary is identified and adjusted against income of the group in order to arrive at the surplus attributable to the shareholders of the Company.

Sl. No	Name of the Subsidiary Company	Country of Incorporation	As at 31.03.2025
1	B2B Softech Inc.	USA	100.00%

4 Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2025 are as follows:

In Lakhs

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2024	87.92	30.79	7.49	18.74	22.27	167.21
Additions	5.52	-	-	-	-	5.52
Deletions		-	-	-	-	- -
Gross Carrying Value as at March 31, 2025	**93.44**	**30.79**	**7.49**	**18.74**	**22.27**	**172.73**
Accumulated Depreciation as at April 1, 2024	77.01	26.55	5.88	18.44	8.57	136.45
Depreciation	7.22	1.27	0.40	0.03	4.28	13.19
Accumulated Depreciation on Deletions		-	-	-	-	- -
Accumulated Depreciation as at March 31, 2025	**84.22**	**27.82**	**6.28**	**18.47**	**12.85**	**149.64**
	-	-	-	-	-	-
Carrying Value as at April 1, 2024	**10.91**	**4.24**	**1.61**	**0.30**	**13.70**	**30.75**
Carrying Value as at March 31, 2025	**9.22**	**2.97**	**1.21**	**0.27**	**9.42**	**23.09**

The changes in the carrying value of property, plant and equipment for the Year ended March 31, 2024 are as follows:

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2023	78.34	30.79	6.98	18.74	22.27	157.12
Additions	9.58	-	0.51	-	-	10.09
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2024	**87.92**	**30.79**	**7.49**	**18.74**	**22.27**	**167.21**
	-	-	-	-	-	-
Accumulated Depreciation as at April 1, 2023	69.62	24.18	5.48	18.32	2.35	119.96
Depreciation	7.38	2.37	0.40	0.12	6.22	16.49
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2024	**77.01**	**26.55**	**5.88**	**18.44**	**8.57**	**136.45**
	-	-	-	-	-	-
Carrying Value as at April 1, 2023	**8.71**	**6.60**	**1.50**	**0.42**	**19.92**	**37.16**
Carrying Value as at March 31, 2024	**10.91**	**4.24**	**1.61**	**0.30**	**13.70**	**30.75**

5 Intangible Assets

The changes in the carrying value of intangible assets for the year ended March 31, 2025 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2024	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2025	**0.19**	**0.19**
	-	-
Accumulated Depreciation as at April 1, 2023	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2025	**0.18**	**0.18**
-	-	
Carrying Value as at April 1, 2024	**0.01**	**0.01**
Carrying Value as at March 31, 2025	**0.01**	**0.01**

The changes in the carrying value of intangible assets for the Year ended March 31, 2024 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2023	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2024	**0.19**	**0.19**
	-	-
Accumulated Depreciation as at April 1, 2023	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2024	**0.18**	**0.18**
	-	-
Carrying Value as at April 1, 2023	**0.01**	**0.01**
Carrying Value as at March 31, 2024	**0.01**	**0.01**

Notes forming part of Balance Sheet for the year ended March 31, 2025

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
6 Investments		
Non-Current		
(Unquoted, Investment in Equity Instruments)		
Investment in Subsidiary, carried at cost		
B2B Softech Inc.,		
72,000 Equity Shares of US Dollar 1 each, fully paid-up	-	-
	-	-
7 Loans		
Non-Current		
(Unsecured and considered good)		
Loan to B2B ESOP Trust	100.00	60.00
	100.00	**60.00**
(Unsecured and credit impaired)	-	-
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	-	-
	100.00	**60.00**
(Refer to Note no 46 for advances given to B2B ESOP Trust on March 31, 2025)	-	-
	-	-
8 Deferred Tax Asset (Net)	-	-
Deferred Tax Asset (Net)	-	-
	-	-
9 Other Non Current assets	-	-
Security Deposits	7.47	7.47
B2B ESOP Trust	1.00	-
	8.47	**7.47**
10 Inventories	-	-
Work-In-Progress	17.66	14.86
(As certified by the management)	-	-
	17.66	**14.86**
11 Current Investments	-	-
(Quoted Investments, carried at Fair Value through Profit and Loss)	-	-
Investments Held In Trade	95.90	44.22
Investments in Mutual Funds	1,553.16	1,343.52
	1,649.06	1,387.74
	-	-
Aggregate Amount of quoted Investments	1,649.06	1,387.74
Market Value of quoted Investments	**1,649.06**	**1,387.74**
Aggregate Amount of unquoted Investments	-	-
Market Value of unquoted Investments	-	-

Method of Fair Valuation:-

Class of Investment	Method	Fair Value as at March 31, 2025	Fair Value as at March 31, 2024
Investments in Equity Instruments	Quoted price	95.90	44.22
Investments in Mutual Funds	Quoted price	1,553.16	1,343.52
		1,649.06	**1,387.74**

12 Trade Receivables	-	-
(Unsecured and considered good)	-	-
Debts outstanding for a period exceeding six months	2.56	0.20
Others	150.36	186.03
Less: Allowance for expected credit loss	0.00	0.00
	152.92	**186.23**
13 Cash and Cash Equivalents	-	-
Balances with scheduled banks	-	-
In Current accounts	257.08	231.02
In EEFC accounts	0.00	0.00
Cash on hand	0.02	0.02
	257.11	**231.04**

Notes forming part of Statement of profit and loss for the year ended March 31, 2025

(All amounts in Indian Rupees, except share data and where otherwise stated)

Particulars	As at March 31,2025	As at March 31,2024
	-	-
14 Bank balances other than Cash and Cash equivalents	-	-
Balances with scheduled banks	-	-
In Time Deposit accounts	248.79	285.86
	248.79	**285.86**
15 Loans	-	-
Current	-	-
(Unsecured and considered good)	-	-
Advances recoverable in cash or in kind for value to be received	1.34	2.03
	1.34	**2.03**
(Unsecured and credit impaired)	-	-
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	-	-
	1.34	**2.03**
16 Other Financial Assets	-	-
Current		- -
(Unsecured and considered good)	-	-
Carried at Cost	-	-
Advances to Suppliers	0.17	0.38
	0.17	**0.38**
17 Other Current assets	-	-
TDS Receivable	65.62	47.85
Income Tax Refund	0.74	0.74
Interest accrued but not due	4.54	2.70
Earnest money deposit	0.93	0.23
B2B Employees Gratuity Trust	-3.23	11.43
Other Receivables	8.75	13.24
	77.34	**76.18**
18 Equity Share Capital	-	-
(i) Share Capital	-	-
Authorised Capital :	-	-
1,20,00,000 (31st March 2024 : 1,20,00,000) Equity Shares of Rs.10 each	1,200.00	1,200.00
	-	-
Issued, Subscribed and Paid up Capital :	-	-
11,585,400 (31st March 2024 : 11,585,400) Equity Shares of Rs.10 each fully paid up	1,158.54	1,158.54
Add : Shares Forfeited (Paid up value Rs.77000/-)	0.77	0.77
	1,159.31	**1,159.31**
Notes:		
a) Details of Share Holders having more than 5% of Shares	**No of Shares**	**No of Shares**
1.Rama Chandra Rao Nemani	24,58,760	24,58,760
(% of holding)	21.22%	21.22%
(% of change in holding)	0.00%	0.00%
2.Ravileela Granites Limited	15,11,000	15,11,000
(% of holding)	13.04%	13.04%
(% of change in holding)	0.00%	0.00%
3.Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
(% of holding)	9.39%	9.39%
(% of change in holding)	0.00%	0.00%
4.Janakirama Varma Meka	-	9,54,808
(% of holding)	0.00%	8.24%
(% of change in holding)	-100.00%	-13.66%
5.Penmetsa Satyavati Varma	6,62,400	6,62,400
(% of holding)	5.72%	5.72%
(% of change in holding)	0.00%	0.00%

c) Rights, preferences and restrictions attached to equity shares:

(i) The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend in Indian rupees.

(ii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to the shareholding. The distribution will be in proportion to the number of the equity shares held by the shareholders.

Particulars	As at March 31, 2025	As at March 31, 2024
6.B2B ESOP Trust	6,00,000	6,00,000
(% of holding)	5.18%	5.18%
(% of change in holding)	0.00%	0.00%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	1,15,85,400	1,15,85,400
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	**1,15,85,400**	**1,15,85,400**
(Refer to Note no 47 for Shareholding Pattern of Promoters and Promoter Group as on March 31, 2025)		
20 Long Term Provisions		
Provision for Gratuity Payable	-	-
	-	-
21 Trade Payables		
(Unsecured and considered good)		
Dues to micro and small enterprises	-	-
Dues to other than micro and small enterprises	1.47	25.92
	1.47	**25.92**
22 Other Financial Liabilities	-	-
Current	-	-
(Unsecured and considered good)	-	-
(Carried at Cost)	-	-
Advances received from Customers	9.79	11.32
	9.79	**11.32**
23 Other Current Liabilities	-	-
Outstanding expenses	122.54	120.76
Statutory liabilities	30.31	41.58
Security Deposit	50.23	45.54
	203.08	**207.87**
24 Short term Provisions	-	-
Provision for Gratuity Payable	-	-
	-	-
25 Current tax liabilities (Net)	-	-
Provision for Income tax	38.72	18.93
	38.72	**18.93**
26 Revenue from operations		
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	1,620.00	1,302.32
Domestic Income	-	-
Sale of Software Products	226.93	333.61
Income from Consultancy Services	566.76	396.35
	2,413.69	2,032.28
27 Other Income	-	-
Dividend from Mutual Fund	126.37	97.65
Unrealised Gain /(Loss)_Investments	-	11.53
Gain/(Loss) on Investments	6.47	11.21
Interest on Deposits	13.90	8.99
Other Income	-	2.05
Interest on TDS Refund	1.30	1.12
Dividend on Investment Trade	0.94	1.59
	148.98	**134.14**

Particulars	As at March 31, 2025	As at March 31, 2024
28 Purchases of Software Products	-	-
Software Products	281.08	324.85
	281.08	**324.85**
29 Employee benefit expenses	-	-
*Salaries	1,462.22	1,143.52
Contribution to Provident Fund and other Funds	29.45	34.09
Share Based Payments Expense	9.71	-
Staff Welfare Expenses	9.11	5.37
Certification fee	0.48	0.09
Stipend	3.10	3.85
Managerial Remuneration CEO & CFO	48.00	48.00
	1,562.06	**1,234.91**
** Includes Director Remuneration*	51.38	51.07
-	-	
30 Administrative and other Expenses	-	-
Rent	200.24	192.49
Rates and Taxes	16.90	11.15
Insurance	20.20	26.99
Travelling Expenses	42.42	29.68
Communication Expenses	-	-
- Internet Charges	3.44	3.05
- Telephone	0.31	0.26
- Postage & Courier	0.02	0.01
Printing and Stationery	0.15	0.14
Electricity Charges	4.98	4.45
Advertisement	1.07	0.97
Exchange Fluctuation (Gain)/Loss	5.11	2.81
Repairs and Maintenance	-	-
- Machinery	0.84	1.14
- Vehicles	3.07	2.81
Professional and Consultancy Charges	59.48	64.21
Auditor's Remuneration	-	-
- Statutory Audit Fees	1.80	1.80
Unrealised Loss on Investments	3.58	-
Bad Debts	9.62	-
Directors Sitting Fee	4.10	1.50
Membership Fee, Meeting & Seminar Charges	1.88	2.90
Security Charges	2.18	2.70
Office Maintenance	1.84	1.96
Other Expenses	-	3.21
	383.22	**354.23**
31 Other Comprehensive Income	-	-
Items that will not be reclassified to Profit or (Loss)	-	-
Acturial gain/(loss) - Gratuity	-31.74	-0.59
	-31.74	**-0.59**

B2B SOFTWARE TECHNOLOGIES LIMITED

Notes to Financial Statements

(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

32 Financial risk managament objectives and policies:

The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company's policy that no trading in derivatives for speculative purpose may be undertaken.
The directors reviews and agrees policies for managing each of these risks which are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company's financial assets and liabilities in different currencies are as follows:

Particulars of Unhedged foreign Currency Exposure :

Particulars	AS AT	
	31 March 2025	31 March 2024
Trade Receivables	39.40	84.38
	0.46	1.01

The Company's exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company's foreign currency financial instruments:

31st March 2025	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee	85.5814	39.40	39.40

31st March 2017	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee	83.3739	84.38	84.38

Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particluars	Carrying Value as at	
	31 March 2025	31 March 2024
Investment in Subsidiary (Non-Current)	-	-
Current Investments	1,649.06	1,387.74
Trade receivables	152.92	186.23
Short term deposits with banks	248.79	285.86
Loans	101.34	62.03

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Company requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2025:

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	1.47	-	-	1.47
Other Financial Liabilities	9.79	-	-	9.79
Other Current Liabilities	203.08	-	-	203.08
Total	**214.34**	**-**	**-**	**214.34**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2024:

	Current	Non-Current		
	Within 12 months	1-5 years	Later than 5 years	Total
Trade and Other Payables	25.92	-	-	25.92
Other Financial Liabilities	11.32	-	-	11.32
Other Current Liabilities	207.87	-	-	207.87
Total	**245.11**	**-**	**-**	**245.11**

33 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount	Fair value	Carrying amount	Fair value
	31 March 2025	31 March 2025	31 March 2024	31 March 2024
Non- current financial assets				
Investment in subsidiary, at cost	-	-	-	-
Loans	100.00	100.00	60.00	60.00
Total Non-Current	**100.00**	**100.00**	**60.00**	**60.00**
Current financial assets	-	-	-	-
Current Investments - Liquid Mutual Fund Units	1,649.06	1,649.06	1,387.74	1,387.74
Trade Receivables	152.92	152.92	186.23	186.23
Cash and Cash Equivalents	257.11	257.11	231.04	231.04
Bank Balances other than above	248.79	248.79	285.86	285.86
Loans	1.34	1.34	2.03	2.03
Other Financial Assets	0.17	0.17	0.38	0.38
Total Current	**2,309.39**	**2,309.39**	**2,093.29**	**2,093.29**
Total Financial Assets	**2,409.39**	**2,409.39**	**2,153.29**	**2,153.29**
Non-current Financial Liabilities	-	-	-	-
Total Non-current	-	-	-	-
Current Financial Liabilities				
Trade Payables	1.47	1.47	25.92	25.92
Other Financial Liabilities	9.79	9.79	11.32	11.32
Total Current	**11.25**	**11.25**	**37.25**	**37.25**
Total Financial Liabilities	**11.25**	**11.25**	**37.25**	**37.25**

Capital management

Capital includes equity attributable to the equity holders of the parent and debt.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value objectives include, among others:

- Ensure Company's ability to meet both its long-term and short-term capital needs as a going concern;
- Constantly evolve multiple funding alternatives – equity and / or preference capital, non convertible debentures, corporate loan facilities to arrive at an optimal capital mix;

No changes were made in the objectives, policies or processes during the year ended March 31, 2025 and March 31, 2024.

The Company maintains a mixture of cash and cash equivalents that are designed to ensure the Company has sufficient available funds for business requirements.

The Company does not have any short term or long term outstanding debts and hence the Debt to Equity Ratio is zero as at March 31, 2025 and March 31, 2024.

34 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

Level 3: valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2025	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units and Shares	1,649.06	-	-	1,649.06
Total	**1,649.06**	**-**	**-**	**1,649.06**
Financial liabilities measured at fair value	-	-	-	-
Total	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2025, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2024	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units	1,387.74	-	-	1,387.74
Total	**1,387.74**	**-**	**-**	**1,387.74**
Financial liabilities measured at fair value	-	-	-	-
Total	-	-	-	-

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2025, there were no transfers between Level I, Level II and Level III fair value measurements.

35 Capital commitments and Contingent liabilities and Contingent Assets

There are no Capital commitments, Contingent Liabilities and Contingent Assets as on 31st March, 2025 (previous Year NIL)

36 Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2025	March 31, 2024
Software Services	**754.79**	**624.66**

37 Expenditure in Foreign Currency (on payment basis)

Particulars	March 31, 2025	March 31, 2024
Foreign-Travelling Exps	-	7.95

38 Disclosure is made as per the requirement of the Indian Accounting Standard 24 on related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidary Company

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ramachandra Rao Nemani	CEO
V. Bala Subramanyam	Whole Time Director
Sunil Nemani	CFO
CS Prabhat Bhamini	Company Secretary (resigned w.e.f 31.03.2025)
CS Gita Usha Rani Maddukuri	Company Secretary (appointed w.e.f 01.04.2025)

c) Directors

Yaramati Satyanarayana	Promoter and Non-Executive Director
Ram Babu Mutyala	Non-Promoter and Independent Director (ceased w.e.f 31.03.2024)
Arumilli Rambabu	Non-Promoter and Independent Director (ceased w.e.f 31.03.2024)
Suresh Chode	Non-Promoter and Non Independent Director (resigned w.e.f 26.08.2024)
Rajeswari Immani	Non-Promoter and Independent Woman Director (ceased w.e.f 27.03.2025)
P Samantha Reddy	Non-Promoter and Independent Woman Director (appointed w.e.f 26.08.2024)
Lakshminarayana Bolishetty	Non-Promoter and Independent Director (appointed w.e.f 28.06.2024)
Sreeramulu Kavuri	Non-Promoter and Independent Director (appointed w.e.f 28.06.2024)

d) Parties where key managerial person has significant influence

Name of the party	KMP	Relation of KMP
Genious Doc Inc	Dr.Ramachandra Rao Nemani	CEO

ii) Transactions during the year

Name of the Related party		March 31, 2025	March 31, 2024
(a) With Genius Doc Inc			
Export of Software Services		386.77	363.96
(b) With Key Management Personnel		-	-
Remuneration to V Bala Subramaniyam	Executive Director	51.38	51.07
Remuneration to Dr Ram Nemani	CEO	36.00	36.00
Remuneration to Sunil Nemani	CFO	12.00	12.00
Remuneration to CS Prabhat Bhamini	Company Secretary	4.42	3.78
Remuneration to CS Gita Usha Rani Maddukuri	Company Secretary	-	-

iii) Balances Outstanding at the Year End

Name of the Related party	March 31, 2025	March 31, 2024
(a) With Genius Doc Inc		
Receivables	32.55	61.21
(b) With Key Management Personnel	-	-
Managerial Remuneration	6.87	10.82

39 Earning/(loss) Per Share as per Ind-AS 33:

The Computation of EPS as per Ind-AS 33 is set out below:

Particulars	March 31, 2025	March 31, 2024
Earnings		
Profit/ (Loss) after Tax for the period	**263.48**	**184.50**
Add: Share based payment expenses	9.71	-
Profit/ (Loss) after Tax for the period for calculation of Diluted EPS	**273.19**	**184.50**
	-	-
Weighted Average number of equity shares for Basic EPS (Nos)	115.85	115.85
Add : Potential Equity shares (if any)	-	-
Weighted Average number of equity shares for Diluted EPS (Nos)	**115.85**	**115.85**
Face value per share (Rs.)	10	10
Basic Earning Per Share	**2.27**	**1.59**
Diluted Earning Per Share	**2.27**	**1.59**

** Diluted EPS for the year ended 31.03.2025 after considering share based payment expenses is anti-dilutive. Hence, potential equity shares are not considered in the calculation of Diluted EPS for the year ended 31.03.2025*

40 Investment in Mutual Funds

	March 31, 2025 Amount	March 31, 2024 Amount
Opening Balance	1,343.52	1,239.07
Add: Purchases/(Sales)	83.27	6.80
Add: Profit/(Loss) in Fair Valuation as at reporting date	126.37	97.65
Closing Balance*	1,553.16	1,343.52

* Net Asset Value as on 31.03.2025 is Rs 155,315,514/-

Investment in Quoted Equity Instruments

	March 31, 2025 Amount	March 31, 2024 Amount
Opening Balance	44.22	70.69
Add: Purchases/(Sales)	55.25	(38.00)
Add: Profit/(Loss) in Fair Valuation as at reporting date	(3.58)	11.53
Closing Balance*	95.90	44.22

Market Value on 31.03.2025 is Rs. 95,90,069/-

41 The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel Gmbh.The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for dimunition in the value of investment.

42 The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation.The Company has made a provision for dimunition in the value of investment to the extent of 100% of the carrying amount.

43 The Group is primarly engaged in Information Technology and related services. There are two geographical reportable segments in terms of Indian Accounting Standard 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

Particulars	For the Year ended	
	March 31, 2025	March 31, 2024
	Audited	Audited
Segment Revenue		
a) India	1,513.64	1,392.32
b) USA	900.05	639.96
Total	**2,413.69**	**2,032.28**
Less : Inter segment revenues	-	-
Net Segment Revenue	**2,413.69**	**2,032.28**
Segment Results before tax and interest		
a) India	153.94	93.34
b) USA	22.99	12.05
c) Other Income	148.98	134.14
Total	**325.91**	**239.52**
Less : Interest Expenses	-	-
Less : Other un-allocable expenditure net off un-allocable income.	-	-
Total Profit/(Loss) Before Tax	**325.91**	**239.52**

Particulars	For the Year ended	
	March 31,2025	March 31,2024
	Audited	Audited
Assets		
1. India	2,393.31	2,166.29
2. USA	142.65	116.27
Total	**2,535.96**	**2,282.56**
Liabilities		
1. India	2,393.31	2,166.29
2. USA	142.65	116.27
Total	**2,535.96**	**2,282.56**

44 Deferred tax asset/liability is determined and accounted as per Ind-AS 12 issued by ICAI.
The Tax reconciliation is as follows:

Particulars	March 31, 2025	March 31, 2024
Accounting profit	325.91	239.52
Effective tax rates(%)	0.00	0.00
Tax on Profit at effective rates	**82.03**	**60.28**
Earlier year taxes	-6.34	-2.44
Expenditure not deductible for tax purpose	34.39	30.08
Expenditure deductible for tax purpose	12.12	15.34
Others		192.35
121.82		
Effective tax rates(%)	0.00	0.00
Tax on Profit at effective rate (A)	**48.41**	**30.66**
Income Chargeable to tax on Special rates	-	-
Short Term Capital Gain	0.27	4.64
Effective tax rate on above(%)	0.00	0.00
Tax on above at effective rate (B)	**0.06**	**0.80**
Long Term Capital Gain	6.20	6.57
Effective tax rate on above(%)	0.00	0.00
Tax on above at effective rate ©	**0.71**	**0.64**
Total Tax on Profit (A+B+C)	**49.18**	**32.09**

45 Employee Benefits
Disclosure as required by Ind-AS 19 'Employee Benefits' is as below:

	Particulars	March 31, 2025	March 31, 2024
1	**Changes in Present Value of Obligation**		
	Present value of obligation as at the beginning of the year	150.28	134.18
	Interest Cost	10.14	9.66
	Current service cost	18.03	14.55
	Actuarial gain/(loss) on obligations	22.62	(1.58)
	Benefits paid	(14.59)	(6.54)
	Present value of obligations at the end of the year	**186.47**	**150.28**
2	**Changes in Fair Value of Plan Assets**	-	-
	Fair value of plan assets at the beginning of the year	150.96	148.92
	Acquisition adjustments	11.02	-
	Expected return on plan assets	9.13	10.75
	Contributions	30.00	-
	Benefits Paid	(14.59)	(6.54)
	Actuarial gain/(loss) on plan assets	(9.13)	(2.17)
	Fair value of plan assets at the end of the year	**177.39**	**150.96**
3	**Liability Recognised in Balance Sheet**	-	-
	Present value of obligation as at the end of the year	186.47	150.28
	Fair value of plan assets at the end of the year	177.39	150.96
	Funded Status	9.09	(0.68)
4	**Net asset/(liability) recognised in balance sheet**	**9.09**	**(0.68)**
	Bifurcation of Net Liability	-	-
	Current Liability (Short-term)	6.03	5.22
	Non - Current Liability (Long-term)	180.44	145.06
	Net Liability	**186.47**	**150.28**

5	**Expenses Recognised in Statement of Profit & Loss**	-	-
	Current service cost	18.03	14.55
	Past Service Cost	-	-
	Interest Cost	10.14	9.66
	Expected Return on plan assets	(9.13)	(10.75)
	Expenses recognised in the Income Statement	**19.04**	**13.47**
	Other Comprehensive Income	-	-
	Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	- -
	Actuarial gain/(loss) on Obligations - Change in Financial assumptions	-	- -
	Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	22.62	(1.58)
	Total Actuarial gain/ (loss) on obligations	**22.62**	-
	Actuarial gain/ (loss) on Plan assets	(9.13)	(2.17)
	Total Other Comprehensive Income	**31.74**	**2.17**
	Assumptions		
	Discount	6.75%	7.10%
	Escalation	7.00%	7.00%

46 Employee Stock Option Plan

"The company's existing ESOP Scheme 2007 is modified to align with the recent amendments to SEBI regulations. An amount of Rs.60,00,000/- is advanced to B2B ESOP Trust in February 2008, for allotment of shares to employees under ESOP scheme. An amount of 40,00,000/- has been advanced in the financial year 2024-25 in line with ESOP Scheme 2024. The NRC of Board of Directors approved the ESOP Scheme 2024 vide resolution dated 11.02.2025 under which the company has granted Options to the eligible employees of the Company under the Scheme in terms of the approval of the shareholders dated 26.09.2024 and in-principle approval obtained from the BSE Limited under Regulation 28(1) of the SEBI Listing Regulations. The company accounts the plan as an equity settled plan and details are as follows:"

B2B ESOP Scheme 2024 :

Date of Grant	11.02.2025
Fair Value of Option	23.92 (as per valuation report)
Excercise price	10 per option
Expense debited to Statement of Profit and Loss	Rs. 9,70,701
Options Granted to employees in FY 2024-25	3,02,288 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Outstanding options	All the options are outstanding as 31.03.2025
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

Notes to Financial Statements

(All amounts in Indian Rupees, except share data and where otherwise stated)

47 The details of the shares held by promoters as at March 31, 2025 are as follows:

Sl.No.	Name of Promoter	No of Shares held	% of Total Shares	% change during the year
	Promoters			
1	Samantha Reddy	15,900	0.14	
2	Srinivas Reddy Parvatha Reddy	2,12,410	1.83	
3	P Leelavathi	2,510	0.02	
4	R Subbarami Reddy	2,010	0.02	
5	J Madan Mohan Reddy	10	-	
6	J Vasantha Reddy	69,954	0.60	
7	N Chinnappa Reddy	10	-	
8	Arun Raj	10	-	
9	Ravileela Granites Limited	15,11,000	13.04	
10	Ramachandra Rao Nemani	24,58,760	21.22	
	Promoter Group			
1	Neelam Jayanth Reddy	7,900	0.07	
2	Harshini	18,000	0.16	
3	Dr K Lahiri	600	0.01	
4	N Lavanya Reddy	2,500	0.02	
5	S Ramesh	2,000	0.02	
6	L Pratap Reddy	-	-	-100.00
7	Janakirama Varma Meka	-	-	-100.00
8	Sharmila Nemani	4,75,000	4.29	-0.04
9	Sunil Nemani	3,73,600	3.22	
10	Vinitha P Varma	2,50,300	2.16	
11	Prathima Nemani	2,33,400	2.01	
12	Krothapalli Anjaneyulu	5,022	0.04	
13	Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	9.39	
14	Varma J Meka Def. Ben. Pension Plan Trust	2,03,300	1.75	
	Total	**69,31,796**	**60.01**	

The percentage shareholding above has been computed considering the outstanding number of shares of 11,585,400 as at March 31, 2025.

48 Trade Payables - Ageing Analysis

Particulars	March 31, 2025				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	1.47				1.47
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

49. Financial Ratios

Particulars		March 31, 2024			
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	25.92	-	-	-	25.92
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

Particulars		March 31, 2025			
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	150.36	2.56	-	-	152.92
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-

Particulars		March 31, 2024			
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 Years	Total
Undisputed Trade Receivables – considered good	186.03	0.20	-	-	186.23
Undisputed Trade Receivables – considered doubtful		-			-
Disputed Trade Receivables – considered good	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-

50 The provisions of Section 135 of the Companies Act, 2013 is not applicable to the company. Hence, the company has not incurred any amount towards Corporate Social Responsibitily during the current year or previous year.

51 Other Disclosure Requirement in Schedule III

a) The company does not have any transaction with the companies struck off under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956 during the year ended March 31, 2025 and March 31, 2024.

b) There are no charges or satisfaction which are to be registered with the Registrar of Companies during the year ended March 31, 2025 and March 31, 2024.

c) The company complies with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of layers) rules 2017 during the year ended March 31, 2025 and March 31, 2024.

d) The company has not invested or traded in cryptocurrency or virtual currency during the year ended March 31, 2025 and March 31, 2024.

e) No proceedings have been initiated on or are pending against the company for holding Benami property under the Prohibition of Benami Property Transaction Act 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and Rules made thereunder during the year ended March 31, 2025 and March 31, 2024.

f) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

g) The company has not entered into any scheme of arrangement approved by the competent authority in terms of sections 232 to 237 of the Companies Act 2013 during the year ended March 31, 2025 and March 31, 2024.

h) During the year ended March 31, 2025 and March 31, 2024, the company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act 1961).

"i) During the year ended March 31, 2025 and March 31, 2024, the company has not advanced or loaned or invested funds (either borrowed funds or the share premium or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner] whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries."

"j) During the year ended March 31, 2025 and March 31, 2024, the company has not received any funds from any persons or entities including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries."

k) The Company does not have any immovable properties included under Property, Plant & Equipments.

l) The Company does not have any Investment Property and intangible assets under development.

52 "Subsequent events

No significant subsequent events have been observed till date of approval of Financials which may require any additional disclosure or an adjustment to the financial statements."

53 Interest in other entities

Additional information, as required under schedule III of the Companies Act, 2013, as required for enterprise considered as subsidiary

Summary of net assets and profits

Net Assets

Name the entity	As at March 31, 2025	
	%	Amount
A. Holding Company	94%	2,104.3
B. Subsidiary		-
B2B Softech Inc.	6%	142.6
Total	**100%**	**2,247.0**
Consolidation adjustments	0%	-
Net Amount	**100%**	**2,247.0**

Share of Profit/(Loss)

Name the entity	As at March 31, 2025	
	%	Amount
A. Holding Company	91%	240.49
B. Subsidiary		-
B2B Softech Inc.	9%	22.99
Total	**100%**	**263.48**
Consolidation adjustments	0%	-
Net Amount	**100%**	**263.48**

Share in other comprehensive loss

Name the entity	As at March 31, 2025	
	%	Amount
A. Holding Company	100%	-31.74
B. Subsidiary		-
B2B Softech Inc.	0%	-
Total	**100%**	**-31.74**
Consolidation adjustments	0%	-
Net Amount	**100%**	**-31.74**

Share in other comprehensive Income

Name the entity	As at March 31, 2025	
	%	Amount
A. Holding Company	90%	208.75
B. Subsidiary		-
B2B Softech Inc.	10%	22.99
Total	**100%**	**231.74**
Consolidation adjustments	0%	-
Net Amount	**100%**	**231.74**

54 Previous period figures have been regrouped/reclassified/rearranged, wherever necessary, to conform to those of the Current Period.

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