

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

Date- 03rd September, 2024

USA

Sub: Submission of Notice of 30th Annual General Meeting of the Company.

Scrip Code: 531268

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are submitting herewith Notice of 30th Annual General Meeting (AGM) of the Company scheduled to be held on Thursday, 26th September 2024 at 4:00 p.m.(IST) through Video Conference (“VC”)/ other Audio/Visual means (“OAVM”).

We request you to kindly take the same on record.

Thanking You
Yours faithfully,
For **B2B SOFTWARE TECHNOLOGIES LIMITED**

Prabhat Bhamini
Company Secretary & Compliance Officer
Membership No.- ACS 69664

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 the Thirtieth Annual General Meeting of the members of **B2B SOFTWARE TECHNOLOGIES LIMITED** (CIN: L72200TG1994PLC018351) will be held on Thursday the 26th Day of September 2024 at 04.00 P.M, through Electronic mode (Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM')) to transact the following business:

ORDINARY BUSINESS:**ITEM NO. 1 – ADOPTION OF STANDALONE FINANCIAL STATEMENT AND REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024, and the reports of the Board of Directors and Auditors 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 31st March 2024, and the reports of the Board of Directors and Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

ITEM NO. 2 ADOPTION OF CONSOLIDATED FINANCIAL STATEMENT AND REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON-

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024, and the report of the Auditors 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 31st March 2024, and the report of the Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

ITEM NO. 3 – RE-APPOINTMENT OF DIRECTOR RETIRING BY ROTATION:

To appoint a Director, in place of Dr. Yaramati Satyanarayana (DIN: 00360679) who retires by rotation and being eligible, offers himself for reappointment:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Dr. Yaramati Satyanarayana (DIN: 00360679), who retires by rotation at this meeting being eligible, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:**ITEM NO 4- APPOINTMENT OF MR. LAKSHMINARAYANA BOLISSETTY (DIN- 02766709) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Lakshminarayana Bolisetty (DIN- 02766709), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 28, 2024,

who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder, Regulation 16(1)(b) and 17(1A) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till June 27, 2029 including the period from June 06th 2027 when he attains 75 years of age and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO 5- APPOINTMENT OF MR. SREERAMULU KAVURI (DIN: 01999979) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Sreeramulu Kavuri (DIN: 01999979), who was appointed as an Additional Director in the capacity of an Independent Director with effect from June 28, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till June 27, 2029 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 6- APPROVE AND REGULARISE THE APPOINTMENT OF MRS. PARVATHA SAMANTHA REDDY (DIN-00141961) AS A NON- EXECUTIVE AND NON INDEPENDENT DIRECTOR OF THE COMPANY (LIABLE TO BE RETIRE BY ROTATION).

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

“RESOLVED THAT pursuant to the provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Mrs. Parvatha Samantha Reddy (DIN- 00141961), who was appointed as Additional Director of the Company with effect from August 26th 2024 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 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 determination by retirement of directors 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. 7- PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2023-2024:

To Consider, and if thought fit, to pass the following Resolution as a 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.17,18,581/- to Mr. Bala Subramanyam Vanapalli, Whole-time Director (DIN: 06399503) of the Company for the Financial Year 2023-2024.”

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. 8- MODIFICATION OF EMPLOYEE STOCK OPTION SCHEME

To Consider, and if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to all applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) (“the Act”) read with the rules made thereunder, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the SEBI ESOP Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time and the Memorandum of Association and Articles of Association of the Company, modification of the B2B Employees’ Stock Ownership Plan – 2007 (“ESOP-2007”), for the benefit of present and future permanent employees of the Company and its director(s), whether whole time director or not but excluding independent directors, as approved by the Board of Directors be and is hereby approved.

RESOLVED FURTHER THAT the modified ESOP Scheme (“ESOP-2024”) be implemented through B2B ESOP Trust (“ESOP Trust”) based on the guidelines formulated by a Committee of the Board of Directors (“Nomination and Remuneration Committee”) provided that the total number of options that can be granted in one or more tranches under the ESOP-2024 shall not exceed 10,00,000 (Ten Lakhs) options (“Options”), which upon exercise shall result into equivalent number of equity shares of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) to be issued by the Company to ESOP and by utilizing the 6,00,000 equity shares holding by the ESOP Trust itself which were allotted by the Company under B2B ESOP Scheme 2007 and not exercised by any eligible employees within the given time period, on such other terms and conditions as the Compensation Committee or the ESOP Trust, as the case maybe, may determine from time to time.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorized to:

- i. delegate to the ESOP Trust, the authority to administer, implement and supervise the operation of the ESOP-2024 on such terms and conditions as it may specify;
- ii. determine the terms and conditions of grant, issue, re-issue, cancellation and withdrawal of Options from time to time;
- iii. formulate, approve, evolve, decide upon and bring into effect, suspend, withdraw or revive any sub-scheme or plan for the purpose of grant of Options to the employees and to make any modifications, changes, variations, alterations or revisions in such sub-scheme or plan from time to time;
- iv. to do all such acts, deeds, things and matters as may be considered necessary or expedient for the purpose of giving effect to the above resolution including delegation of all or any of the powers herein conferred by this resolution to the ESOP Trust; and
- v. to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby also authorised to determine, modify and vary all or any of the terms and conditions of the ESOP-2024 as it may in its absolute discretion determine subject to applicable laws.”

ITEM NO. 9- AUTHORISATION FOR GRANTING OF LOAN TO ESOP TRUST

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, and subject to the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“the SEBI ESOP Regulations”), including the relevant circulars and notifications, if any, issued by the Securities and Exchange Board of India (“SEBI”) from time to time, approval of the members of the Company be and is hereby accorded to the B2B ESOP Trust (“ESOP Trust”) to acquire the new share of the Company for the purpose of implementation of the B2B Employees’ Stock Ownership Plan – 2024 (“ESOP-2024”) as approved by the Board of Directors, at such price and at such terms and conditions that the ESOP Trust may deem fit and to do all such acts, deeds and things as maybe incidental or ancillary in this regard.

RESOLVED FURTHER THAT pursuant to the provisions of Section 67 and all other applicable provisions, if any, of the Act, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time, approval of the members of the Company be and is hereby accorded to the Board of Directors (“Board” which term shall be deemed to include any Committee thereof) to extend an interest free loan to the ESOP Trust upto Rs. 40,00,000 (Rupees Forty lakhs only) or such higher amount as may be sanctioned by the Board, for subscribing the shares up to 4,00,000 (Four lakhs) equity shares of the Company for the purpose of implementation of ESOP-2024 subject to overall limits, if any, specified under the Act or the SEBI ESOP Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the ESOP Committee and the ESOP Trust be and is hereby authorised to do all such acts, deeds, things and matters as may be considered necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company”.

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

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 : 26th August, 2024

Place : Hyderabad

SD/-
BALA SUBRAMANYAM VANAPALLI
Executive Director
DIN: 06399503

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@b2bsofttech.com, Website -www.b2bsofttech.com
CIN: L72200TG1994PLC018351

NOTES:

- a. Pursuant to the General Circular No. 10/2022 dated 28th December 2022, issued by Ministry of Corporate Affairs (“MCA”) read together with subsequent circular issued in this regards, the latest being 09/2023 dated September 25, 2023 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”) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 January 2023 issued by Securities and Exchange Board of India (“SEBI”) read together with other circulars issued by SEBI in this regard (collectively to be referred to as “SEBI Circulars”), Companies are allowed to hold Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of members at a common venue till 30 September 2024. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the “Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the registered office of the Company.
- b. 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.
- c. 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.
- d. 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.
- 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 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 atleast 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. 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.
- i. 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.

- j. 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.
- k. 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.
- l. 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.
- m. 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.

n. 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 30th AGM and the Annual Report 2023-24 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. Non-availability of the same will result in freezing of the folios of such shareholders pursuant to the aforesaid SEBI

circular. 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

Further, SEBI has vide its circulars dated January 24, 2022 and January 25, 2022 mandated listed companies to issue securities in demat 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 in prescribed Form ISR-4, as available on the Company's website at <https://b2bsofttech.com>

- o. Since the AGM will be held through VC / OAVM, the route map is not annexed to the Notice.
- p. Pursuant to the provisions of Section 72 of the Act read with the rules made there under, Members holding shares in a single name may avail the facility of nomination in respect of the shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to the Registrar and Share Transfer Agent. The relevant nomination form is appended to this notice. Further, in terms of SEBI Circular dated February 24, 2022, all existing shareholders holding shares in trading and demat accounts shall provide their choice of nomination, failing which such trading accounts shall be frozen for trading and demat accounts shall be frozen for debits. Accordingly, Members are urged to update their nomination details for their respective accounts by contacting their respective Depository Participant(s)
- q. 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@b2bsofttech.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 Monday, the 23rd September, 2024 at 9.00 A.M and ends on Wednesday the 25th September, 2024 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 19th September 2024 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 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	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 & 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	<ol style="list-style-type: none"> 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 & 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 & 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 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 & 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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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.
- 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:

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) <ul style="list-style-type: none"> ● 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 BankDetails OR Date of 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. <ul style="list-style-type: none"> ● 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).

- (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 a
- re 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://b2bsofttech.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.

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

ITEM No.4 Appointment of Mr. Lakshminarayana Bolisetty

Pursuant to Section 161 of the Companies Act, 2013 and Regulation 17(1A) of the Listing regulations, the Board, on June 28, 2024 appointed Mr. Lakshminarayana Bolisetty as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from June 28, 2024 to June 27, 2029 including the period from June 06th 2027 when he shall attain 75 years of age and in the view of same, Board of Directors recommends passing of Special Resolutions under item no 4 for his appointment.

The Company has received the following from Mr. Lakshminarayana Bolisetty:

- (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 sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 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;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

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

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Lakshminarayana Bolisetty. In the opinion of the Board, He fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Lakshminarayana Bolisetty as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to date of AGM.

The resolution seeks the approval of members for the appointment of Mr. Lakshminarayana Bolisetty as an Independent Director of the Company for a term of 5 (Five) years effective June 28, 2024 to June 27, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Lakshminarayana Bolisetty as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Lakshminarayana Bolisetty, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board recommends the special resolution as set out in Item no. 4 of this notice for the approval of members.

ITEM No.5 Appointment of Mr. Sreeramulu Kavuri

Pursuant to Section 161 of the Companies Act, 2013, the Board, on June 28, 2024, appointed Mr. Sreeramulu Kavuri as an Additional Director in the capacity of Independent Director of the Company for a term of 5 (Five) years with effect from June 28, 2024 to June 27, 2029 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received the following from Mr. Sreeramulu Kavuri:

- (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 sub-section (2) of Section 164 of the Act;
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 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;
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- (vi) A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

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

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes, the NRC recommended the candidature of Mr. Sreeramulu Kavuri. In the opinion of the Board, He fulfils the conditions for independence specified in the Act, the Rules made thereunder, the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that his skills, background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director.

A copy of the draft letter for the appointment of Mr. Sreeramulu Kavuri as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to date of AGM.

The resolution seeks the approval of members for the appointment of Mr. Sreeramulu Kavuri as an Independent Director of the Company for a term of 5 (Five) years effective June 28, 2024 to June 27, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

In compliance with Section 149 read with Schedule IV to the Act and Regulation 25 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Sreeramulu Kavuri as an Independent Director of the Company, as a special resolution.

No director, KMP or their relatives except Mr. Sreeramulu Kavuri, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 5.

The Board recommends the special resolution as set out in Item no. 5 of this notice for the approval of members.

Item No. 6 Appointment of Mrs. Parvatha Samantha Reddy (DIN- 00141961)

The Board of Directors in the meeting held on 26th August 2024, appointed Mrs. Parvatha Samantha Reddy (DIN-00141961) as an Additional Director (Category: Non-Executive and Non Independent) of the Company who holds 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.

Pursuant to 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 the Board of Directors 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 recommends the passing of the above resolution as a Special Resolution set out in the item no. 6 of the notice for appointment of Mrs. Parvatha Samantha Reddy (DIN- 00141961) as Non-Executive and Non-Independent Director of the Company.

The Company has received the following from Mrs. Parvatha Samantha Reddy (DIN- 00141961):

- (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 she 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, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she 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 by her proposing her candidature under Section 160 of the Act.

Mrs. Parvatha Samantha Reddy is holding 15,900 equity shares in the Company.

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

Except, Mrs. Parvatha Samantha Reddy and her 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 7: Performance Bonus

Mr. Bala Subramanyam Vanapalli (DIN:06399503) was re-appointed as Whole time Director for another period of 3years 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. 17,18,581/- for the financial year 2023-2024 which is in the limits as per the Companies Act, 2013.

Approval of Members is required by way of Special Resolution for the payment of Bonus to the Whole Time Director. It is hereby confirmed that the total remuneration to Mr. Bala Subramanyam Vanapalli, Whole time Director (DIN:06399503) for the Financial Year 2023-2024 (including salary, allowance etc., and bonus as above) is well within the limits prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors recommends Resolution no 7 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.

Item Number 8- Modification of ESOP Scheme

Stock options represent a reward system based on performance. They help companies to attract, retain and motivate the best available talent. Stock options also have gone a long way in aligning the interest of the employees with that of the organization besides providing employees an opportunity to participate in the growth of the Company and creating long term wealth in their hands.

The Board of Directors of the Company at its meeting held on 26th August 2024, keeping in view the aforesaid objectives, modified the ESOP Scheme 2007 as B2B EMPLOYEES' STOCK OWNERSHIP PLAN – 2024 (“ESOP-2024”). At the said meeting, the Board authorized the NRC Committee for the superintendence of the ESOP-2024.

Grant of stock options under the ESOP-2024 shall be as per the terms and conditions as may be decided by the ESOP Committee from time to time in accordance with the provisions of Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”). The ESOP-2024 is proposed to be implemented through the B2B Trust (“ESOP Trust”). The ESOP trust will utilize 600,000 equity shares currently held in trust and will subscribe to an additional 400,000 equity shares through further issue by the Company for this purpose.

Under the Companies Act, 2013 and SEBI ESOP Regulations, a special resolution from the members is required to approve the modification of stock option plan that involves using shares held in trust and subscribing to new shares issued by the Company for ESOP purposes.

The salient features of the ESOP-2024 are as under:

1. Brief Description of the Scheme

The objective of the Scheme is to provide sense of ownership and participation to the employees in the Company and to attract new talent which will ultimately contribute to the success of the Company.

2. Total number of Options to be granted

- (i) A total of 10,00,000 (Ten Lakhs Only) options would be available for grant to the eligible employees of the Company and its director(s) excluding independent directors under ESOP-2024.
- (ii) Number of options shall be adjusted due to any corporate action(s) such as rights issue, bonus issue, buy-back of shares, split or consolidation of shares etc. of the Company.
- (iii) Each option when exercised would give the option holder a right to get one fully paid equity share of the Company.
- (iv) In cases where options, whether vested or unvested, lapse, expire or are forfeited, for any reason, the Nomination and Remuneration Committee may re –issue the options to other eligible employees. The options so issued shall be subject to the terms and conditions of the ESOP – 2024.

3. Implementation of ESOP-2024 Through ESOP Trust

The ESOP-2024 would be implemented through the ESOP Trust. The ESOP Trust shall be authorized to subscribe new equity shares through further issue by the Company for this purpose. The Company proposes to provide financial assistance to the ESOP Trust for this purpose subject to the overall limits specified under the applicable laws. In terms of the SEBI ESOP Regulations, the ESOP Committee shall delegate the administration and implementation of the ESOP-2024 to the ESOP Trust.

4. Classes of employees entitled to participate in the ESOP-2024

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company as may be determined by ESOP Committee from time to time, shall be eligible to participate in the ESOP-2024.

5. Requirements of Vesting, period of Vesting and maximum period of Vesting

The vesting period shall be One Year from the date of grant of options. Vesting will happen in one tranche only. The detailed terms and conditions of vesting will be governed by the ESOP – 2024.

6. Exercise Price or pricing formula

The exercise price shall be par value of the shares. Employees shall bear all tax liability in relation to the options.

7. Exercise Period and process of exercise

The exercise period shall be One year.

The grantee can exercise the options at any time after the vesting date in full by making full payment of exercise price and applicable taxes and by execution of such documents as may be prescribed by the ESOP Committee, from time to time. There shall be no lock-in period on shares transferred to employees pursuant to exercise of option.

The ESOP-2024 will permit cashless exercise of options. When a grantee exercises the option, the corresponding shares relating to such option exercised will be sold on a stock exchange in which the shares are listed and publicly traded at the time of such cashless exercise, and the grantee will be entitled to receive the difference between the selling price and the exercise price for the options exercised by him after deducting taxes payable on exercise / sale, if any, and other amounts, expenses and charges due from him (including that in connection with the sale of shares).

For the purpose of implementing the cashless exercise, the ESOP Committee shall be entitled to specify such procedures and / or mechanisms for exercise of the Options as may be necessary and the same shall be binding on the Grantee.

8. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be specified by the Nomination and Remuneration Committee and will be based on grade, average fixed compensation of the grade, performance linked parameters such as work performance and such other criteria as may be determined by the ESOP Committee at its sole discretion, from time to time.

9. Maximum number of options to be granted per employee

The maximum number of options to be granted to an eligible employee will be determined by the Nomination and Remuneration Committee on case to case basis and shall not exceed the limit prescribed under the SEBI ESOP Regulations and other applicable laws.

10. Compliance with Accounting Policies

The Company shall comply with the disclosures, the accounting policies and other requirements as may be prescribed under the SEBI ESOP Regulations and other applicable laws from time to time.

11. Method of valuation of options

The Company will adopt the intrinsic value method for accounting purposes.

12. Lock in :- Nil

The Nomination and Remuneration Committee shall have all the powers to take necessary decisions for effective implementation of the ESOP-2024. In terms of the provisions of the SEBI ESOP Regulations, the ESOP-2024 is required to be approved by the members by passing of special resolution.

A copy of the draft ESOP-2024 will be available for inspection on all working days (Monday to Friday) between 9:30 a.m. and 6:30 p.m. at the Corporate Office of the Company.

The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolutions, except to the extent of Equity Shares they may be offered to them under this ESOP Scheme 2024.

ITEM NO. 9- AUTHORISATION FOR GRANTING OF LOAN TO ESOP TRUST

In terms of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI ESOP Regulations”), ESOP Scheme may be implemented inter-alia by using shares held by the ESOP Trust, which were issued under ESOP Scheme 2007 and by subscribing of new shares issued by the Company for ESOP Purpose.

It is proposed that the B2B ESOP Trust (“ESOP Trust”) be entrusted with the responsibility of administration and implementation of the B2B Employees’ Stock Ownership Plan-2024 (“ESOP-2024”) for this purpose. Upon approval of the members and after complying with the procedural and statutory formalities, the ESOP Trust, is empowered to acquire in one or more tranches upto 4,00,000 (Four Lakhs) equity shares of the Company through the further issue of shares by the Company for the implementation of the ESOP-2024.

The Company proposes to provide financial assistance to the ESOP Trust of upto Rs. 4,00,000 (Rupees Four Lakhs only) to acquire the new shares. It is proposed that the Board be provided with the flexibility to sanction a higher loan amount if required based on relevant circumstances. The loan shall be an interest free loan and is proposed to be utilized for implementation of the ESOP-2024. As and when the exercise price is recovered from the employees from time to time upon exercise of option, the trust shall repay the loan amount to the Company.

Disclosures as required under Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014:

1. The class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:

Present and future, permanent employees and directors (whether whole time director or not but excluding independent directors) of the Company as may be determined by ESOP Committee from time to time, shall be eligible to participate in the ESOP-2024.

2. The particulars of the trustee or employees in whose favour such shares are to be registered:

The shares will be registered in the name of all or any of the trustees to hold equity shares of the Company for and on behalf of the ESOP Trust.

3. Name and address of the Trust:

Name of Trust- B2B ESOP Trust

Address- 6-3-1112, AVR Towers, 3RD Floor, Begumpet, Behind Westside Showroom, Near Somajiguda Circle, Hyderabad, Telangana, India- 500016.

4. Any interest of Key Managerial Personnel, Directors or Promoters in such scheme or trust and effect thereof:

The Key Managerial Personnel and Directors are interested in the ESOP-2024 only to the extent of stock options that may be granted to them under the ESOP-2024.

5. The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:

Upon exercise of stock options, the eligible employees, will be entitled to equivalent number of equity shares of the Company, at a pre-determined exercise price as per the terms of grant.

6. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:

In line with the requirements of the SEBI ESOP Regulations, the trustees of the ESOP Trust shall not exercise voting rights in respect of the shares of the Company held by the ESOP Trust.

In terms of the provisions of the applicable laws, approval of the members by passing of special resolution as set out under item no. 9 is sought for extending financial assistance to the trust towards acquisition of further shares.

None of the Directors or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of the stock options that may be granted to them under the ESOP-2024.

ITEM NUMBER 10- RELATED PARTY TRANSACTION

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 statutory 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 29th AGM held on 29th September 2023 and proposed to the members for their approval in 30th AGM to be held on 26th September 2024.

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. 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:

Name of the Director	Dr. Yaramati Satyanarayana	Mr. Lakshminarayana Bolisetty	Mr. Sreeramulu Kavuri	Mrs. Parvatha Samntha Reddy
Category	Director	Independent Director	Independent Director	Non Independent Director
DIN	00360679	02766709	01999979	00141961
Qualification	Postgraduate	Chartered Accountant	Masters in Commerce	Masters in Strategy and Leadership for Senior Executives
Brief Profile/ Nature of expertise in specific area	<p>Dr. Yaramati Satyanarayana holds M.D degree from Andhra University with specialization in the field of Dermatology. He has vast experience in the field of medicine and has been successful in the practice of Dermatology.</p>	<p>Mr. Lakshminarayana Bolisetty, is a Masters in Commers (M.Com) and is a Chartered Financial Analyst (CFA). He retired in the Top Management cadre, as General Manager from Corporation Bank, (now merged with Union Bank of India). He had an illustrious career in the Banking sector with wide experience in banking having worked in rural and corporate credit. He had held important positions in the Bank such as Company Secretary of the Bank, Head of Investment & International Banking Division and headed two important Zones of the Bank namely Hyderabad and Mumbai.</p> <p>He was on the panel of Interview Board for recruitment of officers in public sector banks. He is also on the panel of Arbitrators for NSE, BSE & MCEDX.</p>	<p>Mr. Sreeramulu Kavuri, aged 61 years, is practicing as Chartered Accountants in the name and style of M/s Sreeramulu & Co., as Proprietary concern wef 05th May 2016. He is a fellow member of Institute of Chartered Accountants of India (ICAI). He is proficient in the work of filings of ITR's, attending for IT scrutiny works, GST works, assisting for maintenance of books of accounts and other advisory services and has an experience of more than 27 years. He worked as Branch Statutory Auditor for nationalized banks, also worked in Deccan Chronicle as Accounts Manager in Vijayawada unit for nearly 17 months ie from Nov.1991 to March 1993 .</p>	<p>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.</p> <p>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.</p> <p>Mrs. Parvatha Samantha Reddy co-founded B2B Software Technologies Ltd, initiated and built ground up enterprise business solutions and healthcare division.</p>

		He was also CEO & CFO of an Asset Reconstruction Company for over 6 years which deals in stressed assets of Banks and financial institutions. Presently he is on the Board of few companies as independent director.	He served as Finance Manager in M/s Doctors Organic Chemicals Ltd for 4 years 3 months from April 1993 to June 1997, presently the same Company taken over by M/S Wanbury Ltd, Mumbai. He started working as a practicing chartered accountant after obtaining his certificate of practice in the month of July, 1997.	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.
Date of First appointment on the Board	31.01.2000	28.06.2024	28.06.2024	26.08.2024
Terms and conditions of appointment	Proposed to be re-appointed as Director of the Company liable to retire by rotation	As per the resolution of this Notice read with the explanatory statement thereto	As per the resolution of this Notice read with the explanatory statement thereto	As per the resolution of this Notice read with the explanatory statement thereto
Shareholding in the Company as on 31.03.2024	NIL	NIL	NIL	15,900 shares
Directorship held in other Companies	NIL	1. Kisaan Parivar Industries Limited 2. B N. Rathi Securities Limited 3. Natco Pharma Limited 4. Sampurn Vyapaar Private Limited 5. Mahathi Infra Services Private Limited	NIL	1. Ravileela Granities Limited 2. TKG Healthcare Private Limited 3. Qnext Stone Products Private Limited .
Chairmanship/ membership of Committees of listed Companies	NIL	1. B2B Software Technologies Limited. -Audit Committee-Member	NIL	1. B2B Software Technologies Limited- -Audit Committee-Member

		<ul style="list-style-type: none"> - Nomination and Remuneration Committee- Chairman. 2. Kisaan Parivar Industries Limited - Audit Committee- Member - Nomination and Remuneration Committee- Member. 3. Natco Pharma Limited - Audit Committee- Member - Nomination and Remuneration Committee- Member - Risk Management Committee- Member. 		<ul style="list-style-type: none"> - Nomination and Remuneration Committee -Member -Stakeholder Committee- Member. 2.Ravileela Granities Limited -Stakeholder Relationship Committee-Member
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Date : 26th August, 2024
Place : Hyderabad

By order of the Board
For B2B Software Technologies Limited

SD/-
BALA SUBRAMANYAM VANAPALLI
Executive Director
DIN: 06399503

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