

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

Date- 23<sup>rd</sup> October 2023

USA

**Sub: Minutes of 29<sup>th</sup> Annual General Meeting ("AGM").**

**Scrip Code: 531268**

Dear Sir/Madam,

Pursuant to the SEBI (LODR) Regulations, 2015, we are pleased to submit the minutes of the 29<sup>th</sup> Annual General Meeting of B2B Software Technologies Limited, held on Friday, 29<sup>th</sup> September, 2023 at 10:35 A.M. (IST) and concluded at 11:20 A.M. (IST) through Video Conferencing or Other Audio Visual Means (OAVM) and the deemed venue for the meeting was the registered office of the company situated at 6-3-1112, AVR Towers, 3rd floor, Begumpet, behind West side showroom, near Somajiguda circle, Hyderabad, Telangana, India- 500016.

You are requested to kindly take the above-mentioned documents on your records.

Thanking You

Yours faithfully,  
**For B2B Software Technologies Limited**

**PRABHAT** Digitally signed by  
PRABHAT BHAMINI  
**BHAMINI** Date: 2023.10.23  
14:57:42 +05'30'

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

# MINUTES BOOK

MINUTES OF THE 29<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF B2B SOFTWARE TECHNOLOGIES LIMITED HELD ON FRIDAY, THE 29<sup>TH</sup> DAY OF SEPTEMBER 2023 AT 10.35 A. M. THROUGH VIDEO CONFERENCE ("VC") / OTHER AUDIO-VISUAL MEANS("OAVM") AND THE DEEMED VENUE FOR THE MEETING WAS THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 6-3-1112, AVR TOWERS, 3RD FLOOR, BEGUMPET, BEHIND WEST SIDESHOWROOM, NEAR SOMAJIGUDA CIRCLE, HYDERABAD, TELANGANA, INDIA- 500016.

## DIRECTORS PRESENT:

S.No	Name of Director	Designation	Mode/Place of Attending Meeting
1.	Mr. Ram Babu Mutyala (DIN- 03473901)	Independent Director, Chairman of Audit Committee and Stakeholder Relationship Committee	through VC from Hyderabad
2.	Mr. Arumilli Rambabu (DIN- 03473906)	Independent Director and Chairman of Nomination and Remuneration Committee	through VC from Hyderabad
3.	Mr. Chode Suresh (DIN- 03473921)	Non- Executive Director	through VC from Hyderabad
4.	Dr. Yaramati Satyanarayana (DIN- 00360679)	Non-Executive Director	through VC from Visakhapatnam
5.	Mr. Bala Subramanyam Vanapalli (DIN- 06399503)	Whole Time Director	through VC from Hyderabad

## OTHER ATTENDEES:

1. Mr. Chandramouleswara Rao ...Representative of M/s Jawahar & Associates
2. Mr. DSM Ram ...Secretarial Auditor and Scrutinizer

Total 46 Members were joined through Video Conferencing.

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The following documents and Registers were placed on the website of CDSL for inspection by the members:

- Auditors report Standalone and Consolidated for the FY 2022-23
- Auditor's certificate regarding compliance of the conditions of Corporate Governance under SEBI (LODR), 2015
- Certificate of Non-Disqualification of Directors
- List of Top 10 employees
- Secretarial Audit Report
- Consents to act as Directors & DIR-2
- The Register of Directors' and Key Managerial Personnel and their shareholdings (remained open for inspection during the meeting);
- The Register of Contracts or arrangements in which the Directors were interested (remained open for inspection during the meeting);

## **WELCOME NOTE AND BRIEFING TO MEMBERS REGARDING THE ANNUAL GENERAL MEETING PROCESS**

Ms. Prabhat Bhamini, Company Secretary of the Company welcomed the members, directors and other dignitaries present in the Annual General Meeting ("AGM") of the Company. She informed them that pursuant to circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India ("SEBI"), 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 2023. Therefore, this AGM is being held through VC/OAVM.

The Company Secretary further informed the members that the Company had taken all steps to ensure that the Shareholders were able to attend and vote at this AGM in a seamless manner. She also stated that the Company has engaged Central Depository Services (India) Limited, to provide webex facility to enable the members, promoters, directors, key-managerial personnel's and other dignitaries to attend the AGM via video-conferencing / other audio-visual means.

Thereafter, she informed the members that the participation in this AGM was opened 15 minutes before the scheduled time of the commencement of the AGM i.e. 10.30 A.M., and will remain open for another 15 minutes after the scheduled time.

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She further informed the members that pursuant to the circular dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy for participation and casting vote on behalf of the members is not available for this AGM. However, the body corporate is entitled to appoint authorized representatives to participate in the AGM and cast their votes through e-voting.

She further informed the members that the registered office of the Company situated at Hyderabad shall be the deemed venue for this AGM and proceedings of the AGM shall be deemed to be made thereat.

Thereafter, she has requested Mr. Bala Subramanyam Vanapalli chairman of the meeting to address the meeting.

## CHAIRMAN

The Chairman has introduced the members of the Board by calling their names who have joined the meeting through Video Conference.

Mr. Ram Babu Mutyala, Independent Director, Chairman of the Audit Committee and Stakeholder Relationship Committee has joined the meeting from the Registered office of the Company.

Mr. Arumilli Rambabu, Independent Director, Chairman of Nomination and Remuneration Committee has joined the meeting from his residence.

Mr. Suresh Chode, Non-executive Director has joined the meeting from his residence.

Dr. Yaramati Satyanarayana, Non-executive Director has joined the meeting from his residence.

The Chairman has also informed that Mrs. Rajeswari Immani, Independent Director of the Company, has expressed her inability to join the meeting.

The Chairman further, welcomed -

Mr. Chandramouleswara Rao, partner of M/s. Jawahar & Associates, Statutory Auditors, Chartered Accountants who had signed this year's Auditors' Report and Annual Accounts.

Mr. Devata Sri Manikya Ram, Practicing Company Secretary, Secretarial Auditor of the Company and Scrutiniser for the e-voting process, who had joined the meeting through Video Conferencing.

The Chairman then addressed the members by explaining the economic scenarios, impact of ongoing Ukraine conflict on the Company and economy as a whole, and also about the performance of the Company for financial year ended 31<sup>st</sup> March, 2023.

The Chairman then requested Ms. Prabhat Bhamini, Company secretary to brief the Members about the e-voting procedure at the Meeting.

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## **E-VOTING**

The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company has extended e-voting facility to its members in respect of all the businesses items to be transacted at the 29<sup>th</sup> Annual General Meeting of the Company. The e-voting commenced on Tuesday, 26<sup>th</sup> September, 2023 at 9:00 A.M and concluded on Thursday, 28<sup>th</sup> September, 2023 at 5:00 P.M.

The Company Secretary informed the members, who have not cast their Vote through e- voting facility, to cast their votes in respect of all the resolutions proposed in the notice during the AGM.

With the permission of the members, the Company Secretary took the Statutory Auditor's Report as read since the report of Statutory Auditors was not qualified. However, the Secretarial Audit report was qualified and the Company Secretary had read out qualification and the replies given in the Directors Report.

The following items of business, as per the Notice of AGM dated 04<sup>th</sup> August, 2023, were taken up by the Company Secretary at the meeting:

## **ORDINARY BUSINESS-**

1. Approval and adoption of Audited Standalone Financial Statement and Report of Board of Directors and Auditors Thereon-
2. Approval and adoption of Audited Consolidated Financial Statement and report of auditors thereon-
3. Re-Appointment of Director retiring by rotation

## **SPECIAL BUSINESS**

4. Re-appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503) as a Whole Time Director
5. Payment of Performance Bonus to Mr. Bala Subramanyam Vanapalli, Whole Time Director (DIN:06399503) for the financial year 2022-23
6. Amendment of object clause 13 of Part B (the objects incidental or ancillary to the attainment of the main objects) of the Memorandum of Association of the company.
7. Approval for continuation of Material Related Party Transactions

## **ANNOUNCEMENT OF THE NAME OF THE SCRUTINIZERS**

The Chairman then informed the members that Mr. Devata Sri Manikya Ram, M/s. DSMR & Associates, Practicing Company Secretary of Hyderabad, was appointed as Scrutinizer to supervise the remote e-voting and e-voting during the AGM.

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## **QUESTIONS AND ANSWER SESSION WITH THE MEMBERS**

After the above resolutions were being briefed and deemed to be read, Ms. Prabhat Bhamini, Company Secretary has requested to moderator to invite the speaker shareholders to speak and ask their queries.

The following Members had registered themselves as speakers but none of them were present to speak and ask their queries-

S. No	Name of the Shareholders
1	Praful Chavada
2	Kamal Kishore Jhawar
3	Srikanth Jhawar
4	Bharat Raj

## **VOTE OF THANKS BY THE CHAIRMAN**

The Chairman thanked the shareholders for attending the meeting and requested Ms. Prabhat Bhamini, company secretary to conclude the meeting.

## **RESULT AND CONCLUSION OF THE AGM**

The Company Secretary informed that Mr. Devata Sri Manikya Ram, Practicing Company Secretary, scrutinize the remote e-voting process and voting held at this meeting. The Combined votes of remote e-voting and votes received after the AGM shall be scrutinized by the scrutinizer and the results will be announced for each resolution within 48 hours from the conclusion of the Annual General meeting.

She further informed that the e-voting facility was open at the CDSL e-voting website after the completion of the proceedings of the AGM for 15 minutes to enable the shareholders to cast their votes.

She further informed that combined results of remote e-voting and e-voting during the meeting would be announced and made available on the website of the Company, on the website of CDSL, and also on the website of the Stock Exchange.

The Company Secretary thanked the members for their support to the Company also thanked to CDSL team for their support throughout the meeting and declared the meeting as closed.

The meeting concluded at 11.20 A.M.

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The details of the Resolutions along with the Result declared on the basis of Scrutinizer's Report are as follows: -

**ORDINARY BUSINESS:**

**1. APPROVAL AND ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENT AND REPORT OF BOARD OF DIRECTORS AND AUDITORS THEREON-**

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No of votes cast	%	No. of members who cast their votes	No of votes cast	%	No	%
E-voting	79	27,89,246	99.9951	13	136	0.0049	0	0
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	79	27,89,246	99.9951	13	136	0.0049	0	0

**RESULT:**

As there were only 136 votes cast against the resolution, the ordinary resolution was passed with regard to item no. 1 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

**“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2023, and the reports of the Board of Directors and Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

**2. APPROVAL AND ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENT AND REPORT OF AUDITORS THEREON-**

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No of votes cast	%	No. of members who cast their votes	No of votes cast	%	No	%
E-voting	79	27,89,246	99.9951	13	136	0.0049	0	0
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	79	27,89,246	99.9951	13	136	0.0049	0	0

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## RESULT:

As there were only 136 votes cast against the resolution, the ordinary resolution was passed with regard to item no. 2 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

**“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2023, and the report of the Auditors thereon laid before this Meeting be and are hereby received, considered and adopted.”

### 3. RE - APPOINTMENT OF DIRECTOR RETIRING BY ROTATION

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No of votes cast	%	No. of members who cast their votes	No of votes cast	%	No	%
E-voting	79	27,89,246	99.9951	13	136	0.0049	0	0
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	79	27,89,246	99.9951	13	136	0.0049	0	0

## Result:

As there were only 136 votes cast against the resolution, the ordinary resolution was passed with regard to item no. 3 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

**“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.”

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## SPECIAL BUSINESS:

### **4. RE-APPOINTMENT OF MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503) AS A WHOLE TIME DIRECTOR**

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No of votes cast	%	No. of members who cast their votes	No of votes cast	%	No	%
E-voting	79	27,89,246	99.9951	13	136	0.0049	0	0
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	79	27,89,246	99.9951	13	136	0.0049	0	0

### **RESULT:**

As there were only 136 votes cast against the resolution, the Special resolution was passed with regard to item no. 4 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

**“RESOLVED THAT** pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded for the reappointment of Mr. Bala Subramanyam Vanapalli holding (DIN: 06399503) as a Whole Time Director of the Company, for a further period of 3 years as recommended and approved by the Nomination & Remuneration Committee, on the following terms and conditions-

Term of office: 1st October, 2023 to 30th September, 2026

Salary: Rs.2,50,000/- per month

Apart from the above monthly salary Annual Performance Bonus would be paid for every year starting from financial year 2023 – 2024, which would be decided after the approval of Annual Financial results of the Company. The payment, however, would be subject to the recommendation of the Nomination and Remuneration Committee, Board and approval of members of the Company. The Company would ensure that the remuneration proposed to

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be paid would be within the limits as specified in Section II of Schedule V of the Companies Act, 2013 and the rules made there under.

The 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 to be included in the computation of limits for the remuneration of perquisites aforesaid.

**RESOLVED FURTHER THAT** Mr. Bala Subramanyam Vanapalli (DIN: 06399503) shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force).

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to file the necessary forms with the Registrar of Companies, Telangana relating to the re-appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503) as the Executive Director of the Company with effect from 1st October 2023.

**RESOLVED FURTHER THAT** a certified copy of these resolutions be forwarded to the concerned authorities including the Registrar of Companies, Telangana for their perusal and records."

**5. PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2022-23**

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No. of votes cast	%	No. of members who cast their votes	No. of votes cast	%	No.	%
E-voting	78	27,89,243	99.9950	14	139	0.0050	0	0
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	<b>78</b>	<b>27,89,243</b>	<b>99.9950</b>	<b>14</b>	<b>139</b>	<b>0.0050</b>	<b>0</b>	<b>0</b>

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## RESULT:

As there were only 139 votes cast against the resolution, the Special resolution was passed with regard to item no. 5 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

**“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 26th September, 2020 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.21,59,941/- to Mr. Bala Subramanyam Vanapalli, Whole-time Director (DIN: 06399503) of the Company for the Financial Year 2022-23.”

**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.

**6. AMENDMENT OF OBJECT CLAUSE 13 OF PART B (THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS) OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No of votes cast	%	No. of members who cast their votes	No of votes cast	%	No	%
E-voting	79	27,89,246	99.9951	13	136	0.0049	0	0
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	79	27,89,246	99.9951	13	136	0.0049	0	0

## RESULT:

As there were only 136 votes cast against the resolution, the Special resolution was passed with regard to item no. 6 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

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**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Registrar of Companies, Telangana and such other approval permissions and sanctions of the statutory authorities as may be required, the approval of the Members of the Company be and is hereby accorded to the Board to amend the objects clause of the Company and accordingly replace the existing clause 13 of Part B (The Objects incidental or ancillary to the attainment of the main objects) of the Memorandum of Association of the Company with the following clause. 13.

***“To invest, acquire, amalgamate, merge or enter into joint venture with any Company or Body corporate having similar or different business objects, including but not restricted to healthcare business focused on Cancer Treatment centers and Healthcare Technologies, whether incorporated in India or outside India.”***

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company, be and are hereby authorised on behalf of the Company to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Hyderabad” , or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company” .

## **7. APPROVAL FOR CONTINUATION OF MATERIAL RELATED PARTY TRANSACTIONS**

Mode of voting	Votes in favor of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who cast their votes	No of votes cast	%	No. of members who cast their votes	No of votes cast	%	No. of members	No of votes
E-voting	72	1,44,346	99.9951	13	136	0.0049	7	26,44,900
E-voting during Meeting	0	0	0	0	0	0	0	0
<b>Total</b>	72	1,44,346	99.9951	13	136	0.0049	7	26,44,900

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## RESULT

As there were only 136 votes cast against the resolution, the ordinary resolution was passed with regard to item no. 7 as set out in the notice of the annual general meeting with the requisite majority. The resolution passed as an ordinary resolution as per the above result is presented as under:

**“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 be and are hereby authorised to do all such acts, matters and things as may be necessary to give effect to the above resolution.”

Date of Entry: 11.10.2023

Place: Hyderabad

Date of Signing: 11.10.2023

  
**CHAIRMAN**

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