B2B SOFTWARE
TECHNOLOGIES LTD
PEOPLE . VALUES . TECHNOLOGIES

USA

Date: 05.08.2026

To,

The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai-400001

Dear Sir/ Madam,

Sub: Submission of 32nd Annual Report for the Financial Year 2025-26 under Regulation 34 of SEBI (LODR) Regulations, 2015.

Unit: B2B Software Technologies Limited (Scrip code: 531268)

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In Compliance with Regulation 34 of SEBI (LODR) Regulations, 2015, we are herewith submitting the 32nd Annual Report for the Financial Year 2025-26 of the Company, which is dispatched to our shareholders on 05th August, 2026. The Annual General Meeting of the Company is scheduled to be held on Friday, 28th August, 2026 at 10:30 A.M. through Video Conference "VC" / Other Audio-Visual Means.

Further, pursuant to Regulation 36(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing the web-link of the Annual Report, being sent to those members who have not registered their e-mail address, is available on the Company's website at https://b2bsoftech.com/Investors_Column/AnnualReport_2026.pdf

This is for the information and records of the exchange, please.

Thanking You,

Yours faithfully,
For B2B Software Technologies Limited

VANAPALLI BALA SUBRAMANYAM
Digitally signed by VANAPALLI BALA SUBRAMANYAM
Date: 2026.08.05 15:30:41 +05'30'

Bala Subramanyam Vanapalli
Whole Time Director
DIN: 06399503

#6-3-1112, 3rd Floor, AVR Towers, Behind Westside Showroom, Near Somajiguda Circle, Begumpet, Hyderabad – 500 016. Telangana. INDIA, Phone: +91-40-23372522, 5926 Fax: +91-40-2332 2385
Email: info@b2bsoftech.com www.b2bsoftech.com

Corporate Identity Number: L72200TG1994PLC018351

B2B SOFTWARE TECHNOLOGIES LTD

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32ND ANNUAL REPORT 2025-2026

32nd ANNUAL GENERAL MEETING
Friday, August 28,2026
at 10:30 A.M.
through Video Conferencing (VC)/
Other Audio-Visual Means (OAVM)

CORPORATE INFORMATION

BOARD OF DIRECTORS	Dr. Yaramati Avinash (DIN: 09804102)- Chairman and Non-Executive Director Mr. Bala Subramanyam Vanapalli (DIN: 06399503) - Whole-time Director Mr. Sreeramulu Kavuri (DIN: 01999979) - Independent Director Mr. Lakshminarayana Bolisetty (DIN: 02766709) - Independent Director Mrs. Parvatha Samantha Reddy (DIN: 00141961) - Non-Executive Director
KEY MANAGERIAL PERSONNEL	Dr. Ramachandra Rao Nemani – Chief Executive Officer Mr. Sunil Nemani - Chief Financial Officer Mrs. Gita Usha Rani Maddukuri - Company Secretary & Compliance Officer (appointed w.e.f 01.04.2025, resigned w.e.f. 26.08.2025) Ms. Yamini Saini - Company Secretary & Compliance Officer (appointed w.e.f 22.04.2026, resigned w.e.f. 17.07.2026) Ms. Unnati Rathi – Company Secretary and Compliance Officer (appointed w.e.f. 17.07.2026)
REGISTERED OFFICE OF THE COMPANY	6-3-1112, AVR Towers, 3rd Floor, Begumpet, Behind West Side showroom, Near Somajiguda, A Circle, Hyderabad - 500016, Telangana. CIN: L72200TG1994PLC018351 Website: www.b2bsoftech.com Email : csy@b2bsoftech.com Tel: 040-23372522
STATUTORY AUDITORS	M/s. M V Vijaya Kumar & Co., Chartered Accountants # 6-3-609/14/1, Anand Nagar Colony, Khairtabad, Hyderabad – 500004 Telangana
INTERNAL AUDITORS	Ms. Srijani Sarkar, Chartered Accountant Flat no 313, Block A, Janapriya Nivas, Babanagar, Nacharam, Hyderabad – 500076.
SECRETARIAL AUDITORS	DSMR and Associates, Practicing Company Secretaries #6-3-668/10/42 Plot No.42 ,2nd Floor, Durga Nagar Colony, Punjagutta, Hyderabad -500082
BANKERS	ICICI Bank Ltd State Bank of India
REGISTRAR & SHARE TRANSFER	CIL SECURITIES LIMITED 214, Raghava Ratna Towers Chirag Ali Lane Abids, Hyderabad, Telangana, India, 500001

BOARD COMMITTEES

AUDIT COMMITTEE	Mr. Sreeramulu Kavuri	-	Chairperson
	Mr. Lakshminarayana Bolisetty	-	Member
	Mrs. Parvatha Samantha Reddy	-	Member
NOMINATION AND REMUNERATION COMMITTEE	Mr. Lakshminarayana Bolisetty	-	Chairperson
	Mr. Sreeramulu Kavuri	-	Member
	Mrs. Parvatha Samantha Reddy	-	Member
STAKEHOLDERS RELATIONSHIP COMMITTEE	Mr. Sreeramulu Kavuri	-	Chairperson
	Mr. Bala Subramanyam Vanapalli	-	Member
	Mrs. Parvatha Samantha Reddy	-	Member

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting ("AGM") of the Members of B2B SOFTWARE TECHNOLOGIES LIMITED will be held on Friday, 28th August, 2026 at 10:30 a.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1:

To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone & Consolidated) for the year ended March 31, 2026, including audited balance sheet as at March 31, 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended as on that date together with the Reports of the Board of Directors and the Auditors thereon.

ITEM NO. 2:

To appoint a director in place of Dr. Yaramati Avinash (DIN: 09804102) who retires by rotation and being eligible, offers himself for re-appointment. (Brief Profile: Annexure A to this Notice)

ITEM NO. 3: RE-APPOINTMENT OF STATUTORY AUDITORS:

To consider and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Audit Committee and approval of the Board, approval of the members be and is hereby accorded for the re-appointment of M/s. M. V. Vijaya Kumar & Co., Chartered Accountants (ICAI Firm Registration No. 007890S) as the Statutory Auditors of the Company for a second term of five (5) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in FY 2031-32, at a remuneration of Rs. 2,20,000/- (plus applicable taxes and out-of-pocket expenses if any), which is inclusive of Statutory and Tax Audit.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to amend the terms and conditions including the remuneration with regard to the appointment of auditor and to comply with all other legal and procedural requirements to implement the aforesaid decision."

SPECIAL BUSINESS:

ITEM NO. 4: RE-APPOINTMENT OF MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503) AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 178,196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the members of the Nomination and Remuneration Committee, and approved by the Board of Directors of the Company, approval of the members be and is hereby accorded for the re-appointment of Mr. Bala Subramanyam Vanapalli (DIN: 06399503) as a Whole-time Director of the Company (not liable to retire by rotation), for a period of 3 (Three) years with effect from 01.10.2026 (whose term of office expires on 30.09.2026) at a remuneration of Rs. 2,50,000/- per month and together with eligibility for payment of performance bonus, perquisites including use of car, expenses on fuel, mobile, landline and internet facilities, in accordance with the policy of the Company.

RESOLVED FURTHER THAT in the event of losses or inadequacy of profits in any financial year during his tenure the Company shall pay to Mr. Bala Subramanyam Vanapalli, remuneration by way of salaries and allowances as specified above as minimum remuneration and in accordance with the limits specified under the Companies Act, 2013 read with Schedule V to the Companies Act 2013, or such other limit as may be prescribed by the Government from time to time.

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

ITEM NO. 5: APPROVAL FOR THE PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2025-2026:

To consider and if thought fit, to pass with or without modifications, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 197 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 (DIN: 06399503), Whole-time Director and as recommended by the Nomination and Remuneration Committee, and approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of performance bonus of an amount of Rs. 20,76,909/- (Twenty Lakhs Seventy Six Thousand Nine Hundred and Nine only)/- to Mr. Bala Subramanyam Vanapalli, Whole-time Director (DIN: 06399503) of the Company for the Financial Year 2025-26.

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."

For and on behalf of the Board of Directors
B2B Software Technologies Limited

Bala Subramanyam Vanapalli
Whole Time Director
DIN: 06399503

Place: Hyderabad
Date: 17.07.2026

NOTES TO THE NOTICE: -

a. Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025, has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM).

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

c. The Deemed Venue of the 32nd AGM of the Company shall be its Registered Office.

d. 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.

e. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/DPs. a letter providing the web-link of the Annual Report, being sent to those members who have not registered their e-mail address, is available on the Company's website at https://www.b2bsoftech.com/AnnualReport.html Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2025-26 will also be available on the website of the Company at https://www.b2bsoftech.com/AnnualReport.html and the website of the Stock Exchange i.e. at www.bseindia.com

f. 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.

g. 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.

h. 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.

i. The Company has appointed Mr. Sarweswara Sanivarapu Reddy, Proprietor of M/s. S.S. Reddy & Associates (C.P. No. 12619) 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.

j. Members are permitted to join the AGM through VC/OAVM, 15 minutes before the scheduled time of commencement of AGM and during the AGM, by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

k. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / list of Beneficial Owner maintained by National Securities Depository Limited (“NSDL”) and CDSL (NSDL and CDSL collectively referred as “Depositories”) as on the cut-off date i.e. Friday, August 21, 2026 (“cut-off date”).

l. 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.

m. 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.

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

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

o. 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.

p. 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.

q. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Friday, August 28, 2026. Members seeking to inspect such documents are requested to write to the Company at csy@b2bsoftech.com.

r. 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.

s. 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.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served 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 served basis.

4. 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.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at https://www.b2bsoftech.com/AnnualReport.html. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 25.08.2026 and 9:00 a.m. and ends on 27.08.2026 and 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 21.08.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & 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/Ideas DirectReg.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 4) For OTP based login you can click on https://eservices.nsdl.com/ SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details 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. • 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.

(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 for the relevant <B2B Software Technologies Ltd> on which you choose to vote.

(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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii)Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csy@b2bsoftech.com, 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 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 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 questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (csy@b2bsoftech.com)The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (csy@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 may 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 toll free no. 1800 21 09911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 toll free no. 1800 21 09911.

For and on behalf of the Board of Directors
B2B Software Technologies Limited

Bala Subramanyam Vanapalli
Whole Time Director
DIN: 06399503

Place: Hyderabad
Date: 17.07.2026

Annexure A

As required under Regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking re-appointment are given as under:

Name of the Director	**Dr. Yaramati Avinash (DIN: 09804102)**	**Mr. Bala Subramanyam Vanapalli (DIN: 06399503)**
Date of Birth and Age	27.07.1990 and 35 years	15.05.1970 and 56 years
Brief Resume including Qualification and Experience	He is a qualified medical professional holding an M.S. in General Surgery from Mamata Medical College and an M.B.B.S. from Mahatma Gandhi Medical College & Research Institute. He possesses extensive clinical experience, serving as Registrar in Surgical Gastroenterology at Star Hospitals, Hyderabad, and held academic roles such as Assistant Professor and Senior Resident at institutions including NIMS, Sri Manakula Vinayagar Medical College, and Gayatri Medical College, Visakhapatnam. He has also contributed to the field through paper presentations at state-level conferences and publications in peer reviewed scientific journals. A dedicated medical professional with 6 years of combined clinical, academic, and tertiary care experience. Professional experience includes 2 years as Registrar at Nizam's Institute of Medical Sciences (NIMS), 1 year as Senior Resident at GVP Medical College, 1 year as Assistant Professor at a Medical College, and 2 years as Registrar at Star Hospital. Qualification: M.B.B.S. (M.S. General Surgery)	He holds a Master's degree in Industrial Engineering and Management. A seasoned ERP and business transformation leader with over 32 years of professional experience, including 12 years as Executive Director and more than 22 years specializing in Microsoft Dynamics ERP solutions. Proven expertise in leading large-scale ERP implementations, practice management, business development, project delivery, and organizational transformation across diverse industries. Successfully delivered 30+ full lifecycle Microsoft Dynamics ERP implementations and led the development of industry-specific vertical solutions and add-ons for Microsoft Dynamics AX/FO and NAV/Business Central. Strong background in business process engineering, solution architecture, program management, delivery governance, quality assurance, and client relationship management. Recognized for driving business growth, establishing high-performing delivery teams, developing intellectual property, and building long-term customer relationships. Adept at aligning technology solutions with business objectives to enhance operational efficiency, improve customer satisfaction, and deliver sustainable business value. Qualification: Master's degree in IEM

Details of Remuneration paid and last drawn remuneration	Nil	Rs. 57,83,641/- Remuneration: Rs. 30,00,000/- Perquisites: Rs. 6,96,186/- Performance Bonus: 20,87,455/-
Date of First Appointment in the Board	12.07.2025	01.10.2014
Expertise in specific functional areas	Strategic planning, ethics	ERP Project executions and supervised development and launching of intellectual products for B2B in multiple ERP verticals like Pharma, Plant maintenance, HR and Payroll and Quality Add Ons Certified by Microsoft for Domestic and International markets.
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Key Managerial Personnel	Nil	Nil
Membership / Chairmanship in committee of the other companies	Nil	Nil
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	Nil	Nil
skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

RE-APPOINTMENT OF STATUTORY AUDITORS:

The Members of the Company had appointed M/s. M. V. Vijaya Kumar & Co., Chartered Accountants, Hyderabad (ICAI Firm Registration No. 007890S), as the Statutory Auditors of the Company for a first term of one (1) year, to hold office from the conclusion of the 31st Annual General Meeting ("AGM") until the conclusion of the 32nd AGM of the Company.

The Board of Directors at its meeting held on 17.07.2026 as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the re-appointment of M/s. M V Vijaya Kumar & Co., Chartered Accountants, Hyderabad having ICAI Firm Registration No. 007890S, as Statutory Auditors of the Company to hold office for a period of five years, from the conclusion of the 32nd AGM, till the conclusion of the 37th AGM of the Company to be held in the year 2031-32.

The Company has received consent letter and eligibility certificate from M/s. M V Vijaya Kumar & Co., Chartered Accountants, (Firms Registration No. 007890S) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, as per the said requirements of the Act, M/s. M V Vijaya Kumar & Co., Chartered Accountants is proposed to be re-appointed as auditors till the Conclusion of 37th Annual General Meeting (AGM).

a. **Term of appointment:** Upto 5 (Five) consecutive years from Financial Year 2026-27 to Financial Year 2030-31.

b. **Proposed Fee:** At a remuneration of Rs. 2.20,000/- per annum, plus applicable taxes and other out-of-pocket costs if any, which is inclusive of Statutory and Tax Audit incurred in connection with the audit for Financial Year ending March 31, 2027 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark.

c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the statutory audit, which include their vast experience in Audit and taxation of corporate entities and sound team of professionals with them.

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

e. **Any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There is no change in the Auditor.**

   The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for approval of the Members.

   None of the Directors or Key Managerial Personnel or any relative of any of the Directors/ Key Managerial Personnel of the Company are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 4:

RE-APPOINTMENT OF MR. BALA SUBRAMANYAM VANAPALLI (DIN: 06399503) AS WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Bala Subramanyam Vanapalli (DIN: 06399503) is presently serving as the Whole-time Director of the Company. His current term of office is due to expire on 30.09.2026.

Considering the contribution made by Mr. Bala Subramanyam Vanapalli (DIN: 06399503) for the growth of the Company and the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 17.07.2026 approved the re-appointment of Mr. Bala Subramanyam Vanapalli as Whole-time Director of the Company for a further period of three (3) years with effect from 01 October 2026 to 30 September 2029, subject to approval of the Members.

The principal terms and conditions of his re-appointment are as under:

1. **Designation:** Whole-time Director
2. **Tenure:** Three (3) years with effect from 1 October 2026 to 30 September 2029.
3. **Remuneration:**

- o Fixed remuneration of Rs. 2,50,000 (Rupees Two Lakhs Fifty Thousand only) per month.
- o Annual Performance Bonus would be paid for every year.
- o Perquisites including use of car, expenses on fuel, mobile, landline and internet facilities, in accordance with the policy of the Company.
- o Such other allowances, perquisites and benefits as may be approved by the Board from time to time in accordance with applicable laws.

In the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Bala Subramanyam Vanapalli, the Company shall pay remuneration by way of salary, allowances and perquisites as approved above, as minimum remuneration, subject to compliance with the provisions of Schedule V and other applicable provisions of the Companies Act, 2013.

Mr. Bala Subramanyam Vanapalli satisfies all the conditions prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as Whole-time Director. The Board is of the opinion that his continued association as Whole-time Director would be beneficial to the Company and would contribute significantly towards achieving the Company's business objectives and long-term growth.

The Board accordingly recommends the resolution as set out in Item No. 4 of the Notice for approval of the Members.

None of the other Directors /Key Managerial Personnel and their relatives except Mr. Bala Subramanyam Vanapalli is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION:

1.	Nature of industry – Software
2.	Date or expected date of commencement of commercial production: The Company started its commercial operations in the year 2000.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: NA
4	Financial performance based on given indicators:
5	Foreign investments or collaborations, if any: NA

Particulars	2025-26 (Rs. In Lakhs)	2024-25 (Rs. In Lakhs)	2023-24 (Rs. In Lakhs)
Turnover	1607.29	1513.64	1392.32
Net Profit After Tax	230.18	240.49	172.45

II. INFORMATION ABOUT THE APPOINTEE:

<table>
<tr><td>1.</td><td>Background details: Mr. Bala Subramanyam Vanapalli (DIN: 06399503) holds a Master’s degree in Industrial Engineering and Management. A seasoned ERP and business transformation leader with over 32 years of professional experience, including 12 years as Executive Director and more than 22 years specializing in Microsoft Dynamics ERP solutions. Proven expertise in leading large-scale ERP implementations, practice management, business development, project delivery, and organizational transformation across diverse industries.

Successfully delivered 30+ full lifecycle Microsoft Dynamics ERP implementations and led the development of industry-specific vertical solutions and add-ons for Microsoft Dynamics AX/FO and NAV/Business Central. Strong background in business process engineering, solution architecture, program management, delivery governance, quality assurance, and client relationship management.

Recognized for driving business growth, establishing high-performing delivery teams, developing intellectual property, and building long-term customer relationships. Adept at aligning technology solutions with business objectives to enhance operational efficiency, improve customer satisfaction, and deliver sustainable business value.</td></tr>
<tr><td>2.</td><td>Past remuneration: Rs. 2,50,000 per month
Perquisites: Rs. 6,96,186/-
Performance Bonus paid in FY 2025-26: Rs. 20,87,455/-</td></tr>
<tr><td>3.</td><td>Recognition or awards:
• Completed 30 full cycle MS Dynamics implementations.
• Completed 2 Add-Ons development on “MS Dynamics (AX)” (Quality and Plant Maintenance)
• Completed 1 Vertical development on “MS Dynamics (AX)” (Tower Manufacturing)
• Completed 4 Verticals development on “MS Dynamics (NAV)” (Apparel, Construction, Printing and Tower Manufacturing)
• Completed 2 Add-Ons development on “MS Dynamics (NAV)” (Quality and Plant maintenance).</td></tr>
<tr><td>4.</td><td>Job profile and his suitability:
Provide strategic leadership, driving business growth, ensuring operational excellence, and overseeing the overall performance of the organization.
Key Responsibilities:
• Define and execute corporate strategy, growth plans, and business objectives.
• Lead business development initiatives, strategic alliances, and market expansion programs.
• Build and maintain executive-level relationships with customers, partners, and stakeholders.
• Oversee organizational operations, project delivery, and service excellence.
• Ensure successful execution of software implementation, development, and support engagements.
• Drive financial planning, budgeting, profitability, and operational efficiency.
• Establish governance frameworks for quality, risk management, and compliance.
• Lead workforce planning, talent development, succession planning, and organizational growth.
• Represent the organization in board meetings, strategic reviews, and stakeholder engagements.
• Foster a culture of innovation, accountability, collaboration, and continuous improvement.</td></tr>
</table>

5.	Remuneration proposed: As mentioned in the resolution
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): Taking into consideration of the size of the Company, the profile of Mr. Bala Subramanyam Vanapalli and the responsibilities shouldered by him, the aforesaid remuneration package is comparable to the remuneration package paid to managerial personal prevailing in other companies.
7.	Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any: Mr. Bala Subramanyam Vanapalli is not related to any of the promoters. However, prior to his appointment he has been working in the Company in different levels from July, 2004. He does not have any other relationship directly or indirectly with the Company or relationship with the managerial personnel

II. OTHER INFORMATION:

1.	Reasons of loss or inadequate profits: The Company was previously carrying out NBFC activities from its inception until the year 2000. Subsequently, during the year 2000 the Company changed its objects and name to carry out the business of designing and development of software. The losses incurred during the period in which the Company carried on NBFC activities have been carried forward and are being set off against the profits earned from its software business. Consequently, the Company does not have adequate profits for the purpose of paying managerial remuneration to its directors in accordance with the provisions of the Companies Act, 2013. Accordingly, the Company has decided to pay remuneration to its directors in accordance with the provisions of Part II of Schedule V to the Companies Act, 2013.
2.	Steps taken or proposed to be taken for improvement: The Company has developed and launched its own software products, which are certified by Microsoft and operate on the Microsoft Dynamics ERP platform. The commercialization of these products has enabled the Company to commence generating profits. However, the profits earned are presently not adequate to pay appropriate remuneration to the Executive Director in accordance with the limits prescribed under the Companies Act, 2013.
3.	Expected increase in productivity and profits in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will increase considerably in the coming years.

ITEM NO. 5:

APPROVAL FOR THE PAYMENT OF PERFORMANCE BONUS TO MR. BALA SUBRAMANYAM VANAPALLI, WHOLE TIME DIRECTOR (DIN:06399503) FOR THE FINANCIAL YEAR 2025-2026

Mr. Bala Subramanyam Vanapalli (DIN:06399503) was re-appointed as Whole-time Director for period of 3 years from 01.10.2023 to 30.09.2026 in the Annual general meeting held on 29th September 2023.

One of the terms and conditions of his reappointment is payment of performance bonus based on the performance of the company. The Board (based on the recommendation of the Nomination and Remuneration Committee), in recognition to the exemplary leadership demonstrated by Mr. Bala Subramanyam Vanapalli (DIN: 06399503) approved the Payment of Performance Bonus for an amount of Rs. 20,76,909/- for the financial year 2025-26.

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

The Board of Directors recommends Resolution No. 5 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.

For and on behalf of the Board of Directors
B2B Software Technologies Limited

Bala Subramanyam Vanapalli
Whole Time Director
DIN: 06399503

Place: Hyderabad
Date: 17.07.2026

DIRECTORS' REPORT

To,

The Members,

B2B Software Technologies Limited

Your Directors are pleased to present the 32nd Annual Report of the Company along with the Company's Audited Financial Statements (Standalone & Consolidated) for the financial year ended March 31, 2026.

1. FINANCIAL PERFORMANCE SUMMARY

The Financial Performance of the Company (Standalone & Consolidated) for the financial year ended March 31, 2026 is summarised below hereunder:

Amount (Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2025-26	2024-25	2025-26	2024-25
Revenue from Operations	1607.29	1513.64	3045.58	2413.69
Other Income (Including Exceptional Items)	147.96	148.98	147.96	148.98
Total Expenses	1425.09	1359.70	2809.29	2236.76
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	343.16	316.11	397.25	339.10
Less: Depreciation/ Amortisation/ Impairment	13.00	13.19	13.00	13.19
Profit /loss before Finance Costs, Exceptional items and Tax Expense	330.16	302.92	348.25	325.91
Less: Finance Costs	-	-	-	-
Profit /loss before Exceptional items and Tax Expense	330.16	302.92	348.25	325.91
Add/(less): Exceptional items	-	-	-	-
Profit /loss before Tax Expense	330.16	302.92	384.25	325.91
Less: Tax Expense	99.97	62.43	99.97	62.43
Profit / (Loss) for the year	230.18	240.49	284.28	263.48
Other Comprehensive Income	20.67	(31.74)	20.67	(31.74)
Total Comprehensive Income	250.85	208.75	304.95	231.74
Earning per Equity Share				
Basic	1.99	2.08	2.45	2.27
Diluted (in Rs.)	1.67	2.08	1.64	2.27

2. STATE OF THE COMPANY AFFAIRS

Your Company is one of the Microsoft Solutions Partner specialized in providing Implementation services for Microsoft Dynamics ERP in Microsoft Dynamics World. Our diverse clientele includes mid-sized companies and larger enterprises. As a Microsoft partner – B2B advances and adds value to Microsoft's leading business solutions and client relationships by ensuring that companies get the highest level of attention, expertise and results from Microsoft technology. Detailed discussion on the operations is given in the Management Discussion and Analysis forming part of this report. B2B has developed several Add-on's namely Quality, HR & Payroll, Plant Maintenance and Life Sciences Vertical for Microsoft Dynamics on NAV and AX.

The Company has established a new Division in 2025-26 for "Emerging Technologies" to address the rapidly growing demand for innovative and transformative solutions. The Division focuses on delivering cutting-edge projects in the domains such as Artificial Intelligence (AI), Machine Learning (ML), and Large Language Models (LLM), Agentic Chatbots, Blockchain Technologies, Robotic Process Automation (RPA), Digital Workflow Transformation, Data Mining and Data Warehousing, Advanced Analytics, Low-code / No-code Development Tools, Cloud Migration and Cybersecurity. The initial capital expenditure for the launch of this division has been approved at ₹1 crore, to be funded from internal accruals, with provision for additional funding as required. New division commenced the operations from September 2025 with the required infrastructure setup.

3. FINANCIAL PERFORMANCE REVIEW

STANDALONE

During the year under review, the Company's standalone total revenue from operations and profit after tax of the Company stands at to **Rs. 1755.25 lakhs and Rs. 230.18 lakhs** respectively in the current financial year as against the total revenue from operations and profit after tax of previous financial year **Rs. 1662.62 lakhs and Rs. 240.49 lakhs.**

CONSOLIDATED

During the year under review, the Company's consolidated total revenue from operations and profit after tax of the Company stands at to **Rs. 3193.54 lakhs and Rs. 284.28 lakhs** respectively in the current financial year as against the total revenue from operations and profit after tax of previous financial year **Rs. 2562.67 lakhs and Rs. 263.48 lakhs.**

4. REVISION OF FINANCIAL STATEMENTS

There was no revision of financial statements during the year under review.

5. TRANSFER TO ANY RESERVES

The Company has not transferred any amount to its General Reserves during the year under review.

6. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of the business of the Company during the year under review.

7. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review.

Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

8. DIVIDEND

During the financial year under review, the Board of Directors in its meeting held on 30.01.2026 declared an interim dividend of Re. 1/- per equity share of Rs. 10/- each). In view of the interim dividend already declared, the Board has not recommended any final dividend for the financial year.

9. LISTING OF EQUITY SHARES

The equity shares of the Company are listed on the BSE Limited. The Company does not have any equity shares carrying differential voting rights.

10. SHARE CAPITAL

a. Authorised Shares Capital

The Authorized Share Capital of the Company as on 31st March, 2026 is Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

During the year under review, the Authorized Share Capital was increased from Rs. 12,00,00,000 (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) pursuant to the approval of the Members by way of postal ballot on 18.03.2026.

b. Issued, Subscribed and Paid-up Share Capital

The Issued, Subscribed and Paid-up Share Capital of the Company as on 31st March, 2026 is

Rs. 11,58,54,000 (Rupees Eleven Crores Fifty-Eight Lakhs Fifty-four thousand only) divided into 1,15,85,400 (One Crore Fifteen Lakhs Eighty-five Thousand Four Hundred Only) Equity Shares of Rs. 10/- (Rupees Ten) each.

During the year under review there were no changes in issued, subscribed and paid-up share capital.

Subsequent to year ended 31.03.2026, the Board of Directors through circular resolution dated 06.04.2026 allotted 57,92,700 equity shares by way of Bonus Issue.

As on today's date the Issued, Subscribed and Paid-up Share Capital of the Company stands at Rs. 17,37,81,000 (Rupees Seventeen Crores Thirty-seven Lakhs Eighty-one thousand only) divided into 1,73,78,100 (One Crore Seventy-three Lakhs Seventy-Eight Thousand One Hundred Only) Equity Shares of Rs. 10/- (Rupees Ten) each.

c. Equity Shares with Differential Voting Rights

During the year under review, the Company has not issued any Equity Shares with differential rights.

d. Bonus Shares

During the year under review, the Company has not issued Bonus Shares. However, subsequent to 31.03.2026, the Board of Directors through circular resolution dated 06.04.2026 allotted 57,92,700 equity shares by way of Bonus Issue.

e. Employee Stock Option Scheme

The Company adopted an Employee Stock Option (ESOP) scheme, namely "B2B Employees Stock Option Scheme 2024-" ("B2B- ESOP Scheme 2024) which helps the Company to retain and attract right talent. The Nomination and Remuneration Committee (NRC) administers the Company's ESOP scheme. There were no changes in the ESOP scheme during the financial year under review. The scheme is in compliance with the Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021.

Following are the details of the ESOPs as on 31.03.2026:

Sl. No.	Details Related to ESOPS	B2B Employees Stock Option Scheme 2024
1.	Description of each ESOP that existed at any times during the year, including the general terms and conditions of each ESOPS including:	-
	a. Date of Shareholders Approval	The scheme was approved by the members at the AGM on 28th September 2007 and subsequently modified with the approval of the members at the 30th AGM on 26th September 2024.
	b. Total no. of options approved under ESOPS	10,00,000 Options
	c. Vesting Requirements	100% vesting on completion of 1 year from the date of grant.
	d. Exercise price or Pricing Formula	Exercise price shall be the Market Price on the Grant Date, or such discount to Market Price as determined by NRC, but not less than the face value of Rs.10 per share
	e. Maximum term of options granted	1 year
	f. Source of shares (primary, secondary or combination)	Primary
	g. Variation in terms of options	--
2.	Method used to account for ESOPS	Black-sholes Model – Fair Market value
3.	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not applicable
4.	Option movement during the year:	--
	a. Number of options outstanding at the beginning of the period	2,84,404 Options
	b. Adjustment on account of bonus issue (if any)	NA
	c. No. of options granted during the year	2,75,136 Options
	d. No. of options forfeited/lapsed during the year	36,099 Options

	e. No. of options vested during the year	2,80,820
	f. No. of options exercised during the year	2,60,755
	g. No. of shares arising as a result of exercise of options	2,60,755
	h. Money realized by exercise of options (INR), if scheme is implemented directly by the company	--
	i. Loan repaid by the trust during the year from exercise price received	--
	j. No. of option outstanding at the end of the year (including the lapsed options being added back to pool account)	2,62,686 Options Options forfeited and added back to the ESOP pool: 36,099 Options
	k. No. of options exercisable at the end of the year	Nil
4.	Weighted average exercise prices and weighted average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	--
5.	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to -	--
a.	senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Nadar Bala Raju Shaik Nayeem Basha Saripella Kiran Kumar Varma Kolli Satish Yarava Hari Prasad D Mahammad Rafi Vengali Madhu Sudhan Rao
b.	any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Nil
c.	identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil

d.	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information: (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition.	The weighted Average exercise price is Rs. 28.24 /- whereas the weighted average fair value is Rs. 23.92 /-

Details related to Trust:

The following details, inter alia, in connection with transactions made by the Trust meant for the purpose of administering the schemes under the regulations are to be disclosed:

(i) General information on all schemes

Sl. No.	Particulars	Details
1.	Name of the Trust	B2B ESOP TRUST
2.	Details of the Trustee(s)	1. Shaik Nayeem Basha 2. Nadar Bala Raju 3 Koli Satish
3.	Amount of loan disbursed by company / any company in the group, during the year	Nil
4.	Amount of loan outstanding (repayable to company / any company in the group) as at the end of the year	Nil
5.	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
6.	Any other contribution made to the Trust during the year	Nil

(ii) Brief details of transactions in shares by the Trust

Sl. No.	Particulars	Details
a.	Number of shares held at the beginning of the	6,00,000 Equity Shares
b.	Number of shares acquired during the year through (i) primary issuance (ii) secondary acquisition, also as a percentage of paid up equity capital as at the end of the previous financial year, along with information on weighted average cost of acquisition per share	Nil Nil
c.	Number of shares transferred to the employees / sold along with the purpose thereof;	2,60,755 Equity Shares were transferred to Eligible employees pursuant to the Exercise of Options
d.	Number of shares held at the end of the year	3,39,245 Equity Shares
e.	Amount of loan, if any, taken from any other source for which company / any company in the group has provided any security or guarantee	Nil
f.	Any other contribution made to the Trust during the year	Nil

(iii) In case of secondary acquisition of shares by the Trust: Not Applicable

Disclosure in compliance with the Securities and Exchange Board of India (Share-Based Employee Benefits and Sweat Equity) Regulations, 2021 are available on the company website of the company at website: https://b2bsoftech.com/Investors_Column/ESOPScheme.pdf

Further, a certificate from M/s. DSMR & Associates, Secretarial Auditor of the Company certifying that the ("B2B Employees Stock Option Scheme 2024) has been implemented in accordance with these regulations and in accordance with the resolution of the Company in the general meeting is enclosed as **Annexure - 7**

f. Buy Back of Securities

During the year under review, the Company has not bought back securities.

g. Sweat Equity Shares

During the year under review, the Company has not issued any Sweat Equity Shares during the year under review.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company have an optimum combination of Executive, Non-Executive and Independent Directors. The Board consist a total of 5 (Five) Directors, out of which 1 (One) is Executive Director, 2 (Two) are Non-Executive Directors and other 2 (Two) are Independent Directors.

The current composition of the Board of Directors and the Key Managerial Personnel is as follows:

Sl. No.	Name of Members	Designation
1	Mr. Bala Subramanyam Vanapalli	Whole-time Director
2	Mrs. Parvatha Samantha Reddy	Non-Executive Non-Independent Director
3	Mr. Lakshminarayana Bolisetty	Independent Director
4	Mr. Sreeramulu Kavuri	Independent Director
5	Dr. Yaramati Avinash	Chairman and Non-Executive Non-Independent Director
6	Dr. Ramachandra Rao Nemani	CEO
7	Mr. Sunil Nemani	CFO
8	Ms. Unnati Rathi	Company Secretary and Compliance Officer

(i) Changes in Directorate

During the year under review and subsequent to 31.03.2026, the following changes have been made to the composition of the Board of Directors and Key Managerial personnel of the Company:

Appointment

- Mrs. Gita Usha Rani Maddukuri was appointed as Company Secretary and Compliance Officer with effect from 01.04.2025.
- Dr. Yaramati Avinash has been appointed as an Additional Non-Executive Non-Independent Director with effect from 12.07.2025. The term of Mr. Yaramati Avinash has been regularized from Additional Director to Director (Non-Executive Non-Independent Director) with effect from 29.09.2025.
- Ms. Yamini Saini was appointed as Company Secretary and Compliance Officer with effect from 22.04.2026. She has tendered her resignation vide resignation letter dated 09.07.2026, and will cease to hold office with effect from17.07.2026.
- Ms. Unnati Rathi was appointed as Company Secretary and Compliance Officer with effect from 17.07.2026.

Cessation

- Mr. Yaramati Satyanarayana resigned from the position of Non-Executive Director with effect from 12.07.2025.
- Mrs. Gita Usha Rani Maddukuri has resigned from the post of Company Secretary and Compliance Officer of the Company with effect from 26.08.2025.

The Board places on record its appreciation and gratitude for the services rendered by Mr.Yaramati Satya narayana and Mrs. Gita Usha Rani Maddukuri during their tenure as Director and Company Secretary and Compliance Officer of the Company respectively.

12. RE-APPOINTMENT OF DIRECTORS WHO IS LIABLE TO RETIRE BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Dr. Yaramati Avinash (DIN: 09804102), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

13. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES

The Company has one subsidiary as on March 31, 2026, i.e., B2B Softech INC, USA. Consolidated financial statements have been prepared by the Company in accordance with the requirements of Ind AS 27 issued by Institute of Chartered Accountants of India (ICAI) and as per the provisions of the Companies Act, 2013 ("the Act").

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

Statement containing the salient features of the financial statements of subsidiaries for the year ended March 31, 2026, in Form AOC-1 (Pursuant to first proviso to sub-section (3) of section 129 of the Act read with Rule 5 of Companies (Accounts) Rules, 2014) is enclosed as Annexure-2 to this report.

14. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year under review no Company has become or ceased to be its subsidiaries, joint ventures or associate Company.

15. DECLARATION OF INDEPENDENCE

In accordance with the provisions of Section 149 (7) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and qualification of Directors) Rules 2014, the Company has received declarations from all the Independent Directors stating that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015 and they have registered their names in the Independent Director's Databank.

Further, pursuant to Section 164(2) of the Companies Act, 2013, all the Directors have provided declarations in "Form DIR- 8" that they have not been disqualified to act as a Director.

16. NUMBER OF BOARD MEETINGS

During the year under review, the Board of Directors of the Company met five (5) times, i.e., on 19.05.2025, 12.07.2025, 12.08.2025, 04.11.2025 and 30.01.2026.

The Board meetings are conducted in due compliance with the provisions of the Companies Act, 2013 and the rules framed thereunder including secretarial standards and the Listing Regulations.

Detailed information at the meetings of the Board is included in the report on Corporate Governance which forms part of the Annual Report.

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the financial year 2025-26 your company had not given any loans or provided any guarantees or made any investments as specified under the provisions of Section 186 of the Companies Act, 2013 read with rules made there under.

However, the Company has made investment of Rs. 1801.40 lakhs in the shares of listed companies, similarly the Company is a regular investor in the units of liquid and debt mutual funds, which is within the limits of the provisions of Section 186 of the Companies Act 2013, details of such investments are given in the notes to the Financial Statements. Hence, no further disclosure is being given here to avoid repetition.

18. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

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

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

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

(e) the Company being unlisted, sub clause (e) of section 134(3) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company; and

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

19. ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the annual return is uploaded on website of the Company https://www.b2bsoftech.com/Annualreturns.html.

20. COMPLIANCE WITH SECRETARIAL STANDRARDS

During the year under review, the Company is in compliance with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

21. COMMITTEES OF THE BOARD

In order to adhere to the best corporate governance practices, to effectively discharge its functions and responsibilities and in compliance with the requirements of applicable laws, the Board has constituted several Committees, namely:

(a) Audit Committee

(b) Stakeholders' Relationship Committee

(c) Nomination and Remuneration Committee.

The details with respect to the compositions, number of meetings held during the financial year 2025-26 and attendance of the members, powers, terms of reference and other related matters of the Committees are given in detail in the Corporate Governance Report which forms part of the Annual Report.

22. ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out annual evaluation of:-

(i) its own performance;

(ii) Individual Directors Performance;

(iii) Performance of Chairman of the Board; and

(iv) Performance of all Committees of Board for the Financial Year 2025-26.

The performance of the board was evaluated by the board in the meeting held on 30.01.2026 after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Nomination and Remuneration Committee after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc. The above criteria are based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

In a separate meeting of independent directors was conducted on 23.02.2026 to evaluate the performance of non-independent directors, the board as a whole and the Chairman of the Company, taking into account the views of executive directors and nonexecutive directors.

Further, the evaluation process confirms that the Board and its Committees continue to operate effectively and the performance of the Directors is satisfactory.

23. FAMILIARISATION PROGRAMME

The Company has formulated a policy on 'Familiarisation Programme for Independent Directors', which is available on the Company's website:

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

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is provided as Annexure – 8 of this Annual Report.

25. CORPORATE GOVERNANCE REPORT

A separate report on the Corporate Governance for the financial year 2025-26 as required under the Listing Regulations, is provided as Annexure - 9 of this Annual Report.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All related party transactions that were entered into by the Company during the financial year ended on 31st March, 2026 were on arm's length basis and were in the ordinary course of business. There were no material related party transactions made by the Company during the year under review with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large other than the transactions for which shareholders' approval was taken.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are of a foreseen and repetitive nature. The transactions entered pursuant to the omnibus approval so granted are placed before the Audit Committee on a quarterly basis.

Information on transaction with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are enclosed as Annexure - 3 in Form AOC-2 and the same forms part of this report.

In compliance with the requirements of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Policy on Related Party Transactions. The said policy was revised during the year to align it with the amendments in the Listing Regulations. The said policy is available on Company's website: https://www.b2bsoftech.com/Investors_column/RelatedPartyTransactionsPolicy12-08-2025.pdf.

27. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's operations in future.

28. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and on the date of this report.

29. INSURANCE:

All the properties of the Company including buildings, plant and machinery and stocks have been adequately insured.

30. THE CRITERIA FOR THE APPOINTMENT OF DIRECTORS, KMPs AND SENIOR MANAGEMENT:

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

A person for appointment as director, KMP or in senior management should possess adequate qualifications, expertise and experience for the position considered for appointment. The committee decides whether qualification, expertise and experience possessed by a person are for the concerned position.

The committee ascertains the credentials and integrity of the person for appointment as a director, KMP or senior management level and recommends to the Board his / her appointment.

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

31. PARTICULARS OF REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

Disclosure with respect to the remuneration of Directors and Employees as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, are provided in the prescribed format and is attached and marked as **Annexure – 4** and forms part of this report.

A statement showing the names of the top ten employees in terms of remuneration drawn and other employees drawing particulars throughout the financial year in terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached and marked as **Annexure - 5** and forms part of this report.

32. STATUTORY AUDITORS

M/s. Jawahar and Associates (F.R. No: 0012815) Chartered Accountants have ceased to be the statutory auditors of the company as they resigned with effect from 12.08.2025 due to pre occupations and there is no material reason for their resignation.

The Board of Directors, at its meeting held on 12.08.2025, based on the recommendation of the Audit Committee, recommended to the Members the appointment of M/s. M V Vijaya Kumar & Co., Chartered Accountants (Firm Registration No. 007890S) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Jawahar & Associates, Chartered Accountants. The Members approved the appointment at the 31st Annual General Meeting held on 29.09.2025, to hold office from the conclusion of the said Annual General Meeting until the conclusion of the 32nd Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors from time to time.

The Board of Directors, at its meeting held on 17.07.2026, based on the recommendation of the Audit Committee and subject to the approval of the Members, has recommended the appointment of M/s. M V Vijaya Kumar & Co., Chartered Accountants, Hyderabad (Firm Registration No. 007890S) as the Statutory Auditors of the Company pursuant to the provisions of Section 139(1) of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, for a consecutive term of five (5) years, to hold office from the conclusion of the 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company to be held in the financial year 2031-32, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors from time to time.

The Statutory Auditors of the Company confirmed that the audit firm have hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

The Auditors' Report on the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 does not contain any reservation, qualification or adverse remarks and their report together with the notes to Financial Statements are self-explanatory and hence do not call for any further comments from the Board under Section 134 of the Companies Act, 2013.

The Statutory Auditors of the Company confirmed that the audit firm have hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

The Auditors' Report on the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2026 does not contain any reservation, qualification or adverse remarks and their report together with the notes to Financial Statements are self-explanatory and hence do not call for any further comments from the Board under Section 134 of the Companies Act, 2013.

33. REPORTING OF FRAUDS BY AUDITOR

During the year under review, the Statutory Auditors have not reported any incident of fraud to the Board of Directors of the Company, pursuant to the provisions of Section 143(12) of the Companies Act, 2013 read with the Companies (Account) Rules, 2014.

34. INTERNAL AUDITOR

In accordance with the provisions of Section 138(1) of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, Ms. Srijani Sarkar has been re-appointed by the Board of Directors of the Company as an Internal Auditors of the Company to conduct an internal audit of the functions and activities of the Company for the financial year 2025-26 at a remuneration as may be mutually decided and agreed upon between the Internal Auditors and the Board of Directors of the Company.

35. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations with reference to the financial statements.

The internal auditors of the Company conduct regular internal audits as per approved plan and the Audit Committee reviews periodically the adequacy and effectiveness of internal control systems and takes steps for corrective measures whenever required.

36. SECRETARIAL AUDITOR

In accordance with the provisions of Section 204(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Rule 24 A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, M/s. DSMR & Associates, Practicing Company Secretaries, Hyderabad are appointed as Secretarial Auditors to undertake the secretarial audit of the Company from FY 2025-26 to FY 2029-30.

The Secretarial Audit Report in Form MR-3 of the Company for the financial year 2025-26 is enclosed herewith as Annexure – 6 and form part of this report.

The following are the observations in the secretarial audit report:

Sl. No.	Observation/ Qualification	Management's comment
1.	The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form.	The dematerialization process has been impacted by the fact that the majority of the Company's promoters are non-resident individuals, resulting in procedural challenges.
2.	The Company has not provided -PAN Details of some Promoters in the Shareholding Pattern filed with BSE Limited	The Company is making ongoing efforts to obtain the PAN details of the remaining promoters.

3.	Non appointment of Whole Time Company Secretary after the resignation of Mrs. Gita Usha Rani Maddukuri on 26th August, 2025. The Company was required to fill the vacancy within 3 months from the date of resignation, however, the same was not filled during the period under review and consequential delay in filing of MGT 15. BSE Limited has levied a penalty of Rs.36,000/- plus GST for non-appointment of Company Secretary and has freezed the shares of the promoters.	The company has appointed whole-time company secretary on 22nd April, 2026. The Company has paid the penalty amount on 23.02.2026 to BSE Limited and shares of the promoters were de-freezed. Form MGT-15 have been filed by the company on 18.07.2026.
4.	The resignation of Statutory Auditor occurred after considering the first quarter financial results and before holding the AGM. The statutory auditor has given the limited review report only on the financial results for the quarter ended 30th June, 2025	The management noted the same.
5.	Non- compliance of composition of Nomination and Remuneration Committee as per Regulation 19 of SEBI (LODR) BSE Limited has levied a penalty of Rs.2,07,860/- plus GST for violation the said regulation	The company had applied for waiver of the penalty levied by exchange. However, BSE Limited has not granted any waiver for payment of penalty of Rs. 2,07,860/- for violation of Regulation 19. The penalty was paid on 09.04.2026.
6.	The Company obtained shareholders' approval for the bonus issue through Postal Ballot and received in-principal approval from BSE Limited. However, the allotment, listing and trading approvals were completed after the close of the financial year. The bonus issue process was completed on 06.04.2026, which is beyond the prescribed timelines of two months from the date of the Board Meeting in which the bonus issue was recommended. BSE imposed a penalty of Rs. 1,80,000 plus GST in this regard.	The Company has paid the penalty amount on 06.04.2026 to BSE Limited.

37. ANNUAL SECRETARIAL COMPLIANCE REPORT

In accordance with the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, M/s. DSMR & Associates, Practicing Company Secretary, has issued an Annual Secretarial Compliance Report for the Financial Year Ended on 31st March, 2026 which was submitted to BSE Limited.

38. COST AUDITOR & MAINTEANANCE OF COST RECORDS

In accordance with the provisions of Section 148(2) of the Companies Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014 relating to appointment of Cost Auditor are not applicable for the business carried out by the Company. Therefore, the Company is not required to maintain cost records as specified by the Central Government under Section 148 (1) of the Companies Act, 2013.

39. CORPORATE SOCIAL RESPONSIBILTY

Since the Company does not have the net worth of Rs. 500 Crores or more, or turnover of Rs. 1000 Crores or more, or a net profit of Rs. 5 Crores or more during the financial year 2024-25, hence the section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and the Company need not adopt any Corporate Social Responsibility Policy.

40. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2013 and Rule 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has formulated Whistle Blower Policy and established a Vigil Mechanism for Directors, employees which provides a platform to report genuine concern about any breach of code of conduct, illegal or unethical practices, unethical behaviour, actual or suspected fraud.

The vigil mechanism provides adequate safeguards against the victimisation of Director(s) or Employee(s) or any other person who use such mechanism and for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy and Vigil Mechanism may be accessed on the Company's website at https://www.b2bsoftech.com/ Investors_column/ Whistle% 20Blower%20Policy.pdf

41. POLICY ON DIRECTORS' APPOINTMENT REMUNERATION & OTHER DETAILS

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

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

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

A detailed policy on remuneration of the Directors and Senior Management may be accessed on the Company's website: https://www.b2bsoftech.com/Investors_column/NominationandRemunerationPolicy-13-11-2020.pdf

42. NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Policy of the Company lays down the constitution and role of the Nomination and Remuneration Committee. The policy has been framed with the objective :-

a) to formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors of the Company;

b) to ensure that appointment of directors, key managerial personnel and senior managerial personnel and their removals are in compliance with the applicable provisions of the Act and the Listing Regulations;

c) to set out criteria for the evaluation of performance and remuneration of directors, key managerial personnel and senior managerial personnel;

d) to recommend policy relating to the remuneration of Directors, KMPs and Senior Management Personnel to the Board of Directors to ensure:

i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors and employees to effectively and qualitatively discharge their responsibilities;

ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

iii. align the growth of the Company and development of employees and accelerate the performance;

iv. to adopt best practices to attract and retain talent by the Company; and

v. to ensure diversity of the Board of the Company.

The policy specifies the manner of effective evaluation of performance of Board, its Committees and individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

The Nomination and Remuneration policy of the Company can be accessed at https://www.b2bsoftech.com/Investors_column/NominationandRemunerationPolicy-13-11-2020.pdf

43. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of energy conservation and technology absorption are not applicable to the Company as it is not engaged in any manufacturing activity.

The disclosure of foreign exchange earnings and outgo, in terms of provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, as amended from time to time, is given hereunder:

Foreign Exchange Earnings and Outgo

The Company had a total foreign exchange earnings and outgo as provided below during the year ended 31st March, 2026:

Amount (Rs. in Lakhs)

PARTICULARS	2025-26	2025-26
Foreign Exchange Earnings	938.16	754.79
Foreign Exchange Outgo	69.66	--

44. RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Act read with Regulation 17 (9)(b) of the LODR Regulations, the Company has formulated and implemented Risk Management Policy for the Company which identifies various elements of risks which in its opinion may threaten the existence of the Company and measures to contain and mitigate risks. The Company has adequate internal control systems and procedures to manage the risks. The Risk Management procedures are reviewed by the Audit Committee and the Board on periodical basis.

A detailed policy on risk management may be accessed on the Company's website: https://www.b2bsoftech.com/Investors_column/Risk_Assessment_and_Management_Policy.pdf.

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

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

No. of Complaints Received: Nil

No. of Complaints Disposed off: NA

During the year under review, the Company has complied with the provisions related to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. A detailed policy on prevention, prohibition and redressal of sexual harassment at workplace may be available on the Company's website: https://www.b2bsoftech.com/Investors_column/POSH_policy.pdf

46. INDUSTRIAL SAFETY AND ENVIRONMENT

Utmost importance continues to be given to the safety of personnel and equipment in all the plants of the Company. The Company reviews thoroughly the various safety measures adopted and takes effective steps to avoid accidents. Safety drills are also conducted at regular intervals to train the employees to take timely and appropriate action in case of accidents.

47. DECLARATION BY THE COMPANY

The Company has issued a certificate to its Directors, confirming that it has not made any default under Section 164(2) of the Act, as on March 31, 2026.

48. EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities:

a) Issue of sweat equity share: NA

b) Issue of shares with differential rights: NA

c) Issue of shares to employees of the Company: NA

d) Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA

e) Buy back shares: NA

f) Disclosure about revision: NA

g) Preferential Allotment of Shares: No preferential allotment made during the year.

49. FAILURE TO IMPLEMENT CORPORATE ACTIONS:

During the year under review, no corporate actions were done by the Company which were failed to be implemented.

50. GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA) has taken a green initiative in Corporate Governance by allowing paperless compliance by the Companies and permitted the service of Annual Reports and other documents to the shareholders through electronic mode subject to certain conditions and the Company continues to send Annual Reports and other communications in electronic mode to those members who have registered their email ids with their respective depositories.

Members may note that Annual Reports and other communications are also made available on the Company's website https://www.b2bsoftech.com/AnnualReport.html and website of the Stock Exchange i.e. BSE Limited.

51. INDUSTRIAL RELATIONS

Industrial relations have been cordial during the year under review and your directors appreciate the sincere and efficient services rendered by the employees of the Company at all levels towards successful working of the Company.

52. COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT 1961

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

53. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website https://www.b2bsoftech.com/Policies.html.

54. CEO/ CFO CERTIFICATION:

The Chief Executive Officer and Chief Financial Officer Certification on the financial statements under Regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 for the year 2025-26 is annexed as Annexure – 11 in this Annual Report.

55. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website https://www.b2bsoftech.com/Investors_column/AmendmentCodeofPracticesandProceduresforfairdisclosureofunpblishedpricesensitiveinformation.pdf.

56. GENERAL:

Your Directors state that no disclosure or reporting is required in respect of the following as the same were not applicable for the Company during the year under review:

a. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year along with their status at the end of the financial year; and

b. The details of difference between the amount of valuation done at the time of one-time settlement and the valuation done while taking loan from Banks or Financial Institutions along with the reasons thereof.

57. ACKNOWLEDGEMENTS

Your Directors expresses its sincere gratitude to all customers, vendors, investors, bankers, the Government authorities, financial institutions and members during the year under review for their continued support, patronage, and cooperation.

Your Directors also place on record their deep appreciation for the commitment, dedicated efforts and value-added contribution made by all the employees. The Company’s consistent growth and achievements have been made possible by their unwavering hard work, unity, and support.

Your directors would also like to thank all the shareholders for continuing to repose their faith in the Company and its future.

For and on behalf of the Board of Directors
B2B Software Technologies Limited

	Bala Subramanyam Vanapalli	**Avinash Yaramati**
Place: Hyderabad	**Whole Time Director**	**Chairman and Director**
Date: 17.07.2026	**DIN: 06399503**	**DIN: 09804102**

Annexure -1

PERFORMANCE AND FINANCIAL INFORMATION OF EACH OF THE SUBSIDIARIES UNDER RULE 8(1) OF COMPANIES (ACCOUNTS) RULES,2014 FOR THE YEAR ENDED MARCH 31, 2026

Sl.No.	Name of the Subsidiary Company	Share Capital	Turnover/ Total Income	Profit after Taxation
1.	B2B Softech Inc., USA	33.81	1438.30	54.10

For and on behalf of the Board of Directors
B2B Software Technologies Limited

Bala Subramanyam Vanapalli
Whole Time Director
DIN: 06399503

Avinash Yaramati
Chairman and Director
DIN: 09804102

Place: Hyderabad
Date: 17.07.2026

Annexure -2

FORM AOC-1

[Pursuant to first proviso to Sub-Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiaries

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Amount (Rs. in Lakhs)

Sl. No.	PARTICULARS	DETAILS
1.	Name of the subsidiary	B2B Softech Inc., USA
2.	The date since when subsidiary was acquired	July 17, 2001
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
4.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	USD 94.6543
5.	Share Capital	33.81
6.	Reserves & Surplus	-
7.	Total Assets	214.59
8.	Total Liabilities	214.59
9.	Investments	-
10.	Turnover	1438.30
11.	Profit Before Taxation	54.10
12.	Provision for Taxation	-
13.	Profit After Taxation	54.10
14.	Proposed Dividend	-
15.	Extent of shareholding (in percentage)	100

1. **Names of Subsidiaries which are yet to commence operation: NA**
2. **Names of subsidiaries which have been liquidated or sold during the year: NA**

Part "B": Associates and Joint Ventures

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

Amount (Rs. in Lakhs)

Sl. No.	NAME OF ASSOCIATES/JOINT VENTURES	NAME
1.	**Latest Audited Balance Sheet Date**	----- N. A. ----
2.	**Date on which the Associate or Joint Venture was associated or acquired**	
3.	**Shares of Associate/Joint Ventures held by the company on the year end** - No. - Amount of Investment in Associates/ JV - Extend of Holding %	
4.	**Description of how there is significant influence**	
5.	**Reason why the associate/joint venture is not consolidated**	
6.	**Net Worth attributable to Shareholding as per latest audited Balance Sheet**	
7.	**Profit / Loss for the year** - Considered in Consolidation - Not Considered in Consolidation	

For and on behalf of the Board of Directors
B2B Software Technologies Limited

	Bala Subramanyam Vanapalli	**Avinash Yaramati**
Place: Hyderabad	**Whole Time Director**	**Chairman and Director**
Date: 17.07.2026	**DIN: 06399503**	**DIN: 09804102**

Annexure - 3

FORM AOC-2

[Pursuant to Section 134(3)(h) of the Companies Act, 2013 and Rules 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

Amount (Rs. in Lakhs)

Sl. No.	PARTICULARS	DETAILS
(a)	Name(s) of the related party and nature of relationship	Nil
(b)	Nature of contracts/arrangements/transactions	Nil
(c)	Duration of the contracts / arrangements/transactions	Nil
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
(e)	Justification for entering into such contracts or arrangements or transactions	Nil
(f)	Date(s) of approval by the Board	Nil
(g)	Amount paid as advances, if any:	Nil
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions:	Duration of the contracts / arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Genius Doc, Inc., USA Ms. Pratima Nemani, Director of Genius Doc, Inc., USA, is the daughter of Dr. Ramachandra Rao Nemani (CEO of the Company)	Product Development & Resource Allocation	1st January, 2021 to 31st December 2030	Subject to a cancellation by the Company with three months' notice. Renewal term automatic renewal for second Ten years term with the same terms and conditions. Payment for resources at direct resource cost plus 50% mark up. **Value:** 399.59 Lakhs	19.05.2025	NIL

2.	Antelope Valley Cancer Center Dr. Ramachandra Rao Nemani is the Promoter and CEO of B2B Software Technologies Limited and owner/operator of Antelope Valley Cancer Center	Development and integration of 20 AI-based modules in four phases for oncology AI and digital Transformation	29th September 2025 to 28th September 2030	The proposed transaction will strengthen the Company's financials through assured revenues of USD 1 million over five years (scalable up to USD 1.5 million), enhance its international presence, and establish domain expertise in healthcare technology. It will also demonstrate the Company's capabilities in AI and digital solutions, ensure long-term revenue visibility, and create value for shareholders. **Value:** 103.93 Lakhs	19.05.2025	NIL

For and on behalf of the Board of Directors
B2B Software Technologies Limited

Place: Hyderabad **Date: 17.07.2026**	**Bala Subramanyam Vanapalli** **Whole Time Director** **DIN: 06399503**	**Avinash Yaramati** **Chairman and Director** **DIN: 09804102**

Annexure - 4

PARTICULARS OF MANAGERIAL REMUNERATION

Information pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended on March 31, 2026:

Sl. No.	Name of the Director	Designation	Remuneration of Director for the F.Y. 2025-26 (Rs. in Lakhs)	Ratio of remuneration of each Director to median remuneration of employees of the Company
1	Mr. Bala Subramanyam Vanapalli	Whole Time Director	57.73	16:59:1
2	Dr. Yaramati Avinash	Chairman & Director	NA	NA
3	Mrs. Parvatha Samantha Reddy	Non-Executive -Non-Independent Director	NA	NA
4	Mr. Lakshminarayana Bolisetty	Independent Director	NA	NA
5	Mr. Sreeramulu Kavuri	Independent Director	NA	NA

b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year ended on March 31, 2026:

Sl. No.	Name of the Director	Designation	Remuneration of the F.Y. 2025-26 (Rs. in Lakhs)	Remuneration of the F.Y. 2024-25 (Rs. in Lakhs	% increase in the remuneration in the F.Y. 2025-26
1	V Bala Subramanyam	Whole Time Director	57.73	58.90	(2.00)
2	Dr. Y. Avinash	Chairman & Director	-	-	-
3	Mrs.Parvatha Samantha Reddy	Non-Executive - Non-Independent Director	-	-	-
4	Mr.Lakshminarayana Bolisetty	Independent Director	-	-	-
5	Mr.Sreeramulu Kavuri	Independent Director	-	-	-
	KEY MANAGERIAL PERSONNEL				
6.	Dr. Ramachandra Rao Nemani	Chief Executive Officer	36.00	36.00	-
7.	Mr. Sunil Nemani	Chief Financial Officer	12.00	12.00	-
8.	Ms. Gita Usha Rani	CS	1.52	-	-

c) The percentage increase in median remuneration of employees in the financial year ended on March 31, 2026:

Sl. No.	Particulars	Median Remuneration of the F.Y. 2025-26 (Rs. in Lakhs)	Median Remuneration of the F.Y. 2024-25 (Rs. in Lakhs)	% increase / decrease in the remuneration in the F.Y. 2025-26 21.78%
1	Median Remuneration of Employees *	0.97	(0.64)	21.78%

d) The number of permanent employees on the rolls of the Company: 106

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration:

Average increase in the salaries of employees other than the managerial personnel in the Financial Year 2025-26 was 13.46% in comparison with (13.36%) increase managerial remuneration.

f) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended 31ST March 2026 as per the remuneration policy of the Company.

Annexure – 5

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

Sr. No.	Name of the Employees	Designation	Remuneration of the F.Y. 2025-26 (Rs.in Lakhs)	Nature of Employment, whether contractual or otherwise	Qualification and Experience of Employees	Date of Commencement of Employee	Age	The last employment held by such employee before joining the Company	% of Equity shares held by the employee in the Company within the meaning of clause (iii) Rule 5 (2)	Whether the employee is a relative of any director or manager of the company
1	V. Bala Subramanyam	Executive Director	57.73	Permanent	M Tech & 35 Years	01-07-2004	56	HIL	NO	NA
2	Shaik Nayeem Basha	Vice President	36.79	Permanent	MSc (IT), PGD-MISCA & 27 Years	18-12-2001	48	SCS Singapore	NO	NA
3	R. Vijaya Manohar	Sr. Project Manager	34.87	Permanent	B Tech & 20 Years	04-07-2005	41	NA	NO	NA
4	V. Madhu Sudhan Rao	Sr. Project Manager	23.31	Permanent	M Com & 28 Years	23-12-2019	55	Infosys	NO	NA
5	Kolli Satish	Technical Head	25.32	Permanent	B Tech & 14 Years	01-07-2011	35	NA	NO	NA
6	Ch. Sudheer Kumar	Project Manager	29.81	Permanent	B Tech & 17 Years	02-01-2008	39	NA	NO	NA
7	G V Ramachandra Raju	Team Lead	27.42	Permanent	M Sc(IT) & 20 Years	04-07-2005	45	NA	NO	NA
8	D Mahammad Rafi	Business Development Manager	24.90	Permanent	M B A & 11 Years	26-12-2014	40	NA	NO	NA
9	N. Balaraju	Manager Admin and Comm	26.19	Permanent	BSC LLB & 32 Years	20-07-1994	55	NA	NO	NA
10	N. Srikar	Technical Lead	23.48	Permanent	B Tech & 11 Years	02-04-2015	32	NA	NO	NA

Annexure - 6

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March 2026

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

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

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

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided and declarations made by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has during the audit period covering the financial year ended on 31st March, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2026 and made available to us, according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder to the extent applicable except for:

   Non appointment of Whole Time Company Secretary after the resignation of Mrs. Gita Usha Rani Maddukuri on 26th August, 2025. The Company was required to fill the vacancy within 3 months from the date of resignation, however, the same was not filled during the period under review and consequential delay in filing of MGT 15. The default was made good by appointing Ms. Yamini Saini on 22nd April, 2026.

ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder.

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

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

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

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

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

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2011;

   During the period of our Audit, the Company has no activities under these regulations. Hence the reporting of compliance under these regulations does not arise.

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018;

The Company has obtained the approval of members for issue of Bonus shares in the ratio of 1 Equity Share for every 2 Equity shares by way of Postal Ballot. The e-voting for the postal ballot commenced on 15th February, 2026 and concluded on 16th March, 2026. The Company also obtained the in-principle approval from BSE Limited on 23rd March, 2026 for issue of Bonus Shares.

Allotment of the said Bonus shares, listing and trading approvals for bonus shares were made / obtained after the closure of the financial year. The process of issue of Bonus shares was completed on 06.04.2026 which is beyond the period of two months from the date of the Board Meeting in which the Bonus issue was recommended by the Board of Directors. Accordingly, BSE imposed a penalty of Rs. 1,80,000 + for the said delay. The Company has paid the penalty amount on 06.04.2026.

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

   a. The Company has not complied with the requirement of maintaining 100% of promoters holding in demat form. The Company has explained that some of the promoters are NRIs and there is technical problem in obtaining their PAN which is a requisite document for obtaining demat account.

   b. The Company has not provided PAN Details of some Promoters in the Shareholding Pattern filed with BSE Limited. The Company has explained that some of the promoters are NRIs and there is technical problem in obtaining their PAN

   c. The Company has not appointed a Whole Time Company Secretary within a period of 3 months from the date of resignation of the earlier Whole Time Company Secretary. The default was made good by appointing Ms. Yamini Saini on 22nd April, 2026.

   d. The resignation of Statutory Auditor occurred after considering the first quarter financial results and before holding the AGM. The statutory auditor has given the limited review report only on the financial results for the quarter ended 30th June, 2025.

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

   During the period under review the Nomination and Remuneration Committee granted 2,50,325 options to the eligible employees of the Company on 19th May, 2025.

   The Nomination and remuneration committee has also granted 24,811 options to the Executive Director of the Company on 4th November, 2025 after obtaining the approval of members in the AGM held on 29th September, 2025 in line with the amended ESOP Scheme, 2024 approved by the members in the AGM held on 26th September, 2024.

   During the period under review BSE Limited has issued listing and trading approval for the 6,00,000 Equity Shares on 23rd March, 2026 and the employees of the Company have exercised only 260,755 options out of 302,288 options granted on 11th February, 2025.

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

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

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

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

   During the period of audit, the Company has not delisted its Equity Shares from the Stock Exchange, where the shares are listed. Hence the reporting of compliance under these regulations does not arise;

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018

   During the period of audit, the Company has not done any buy back of its securities. Hence the reporting of compliance under these regulations does not arise.

j. Other laws applicable specifically to the Company namely:

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

   b. Software Technology Parks of India rules and regulations

   c. Professional Tax Act

   d. The Code on Wages, 2019

   e. The Code on Social Security, 2020

   f. Income-tax Act, 1961 and the rules made thereunder, including provisions relating to Tax Deduction at Source (TDSGST

   g. Shops & Establishments Act, 1948

   h. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

   i. Indian Stamp Act, 1899

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

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

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

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines mentioned above.

I further report, that the compliance by the company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit, since the same have been subject to review by Statutory Financial Auditor and other designated professionals.

I further report that:

The Board of Directors of the Company is duly constituted with an appropriate balance of Executive, Non-Executive, and Independent Directors. All changes in the composition of the Board during the period under review were carried out in compliance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

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

- Resignation of Dr. Yaramati Satyanarayana as Director and Chairman of the Company with effect from 12th July, 2025

- Appointment of Dr. Avinash Yaramati as Director of the Company with effect from 12th July, 2025 and as Chairman with effect from 12th August, 2025

- Resignation of Mrs. Gita Usha Rani Maddukuri as Company Secretary and Compliance officer with effect from 26th August, 2025.

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

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

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

I further report that based on the information and explanations provided by the Company and its officers:

1. BSE Limited levied a penalty of Rs. 36,000/- + GST for non-appointment of a Company Secretary and froze the shares of the promoters. The Company paid the penalty on 23.02.2026, and the shares of the promoters were de-freezed.
2. BSE Limited has not granted any waiver about payment of penalty of Rs.2,07,860/- plus GST for violation of Regulation 19. The Company has paid the penalty on 09.04.2026.

DSMR & Associates
Company Secretaries

D S M Ram
Proprietor
C. P. No. 4239
UDIN:AO14939H000871520
Peer Review Certificate No. 8060/2026

Place: Hyderabad
Date: 17.07.2026

ANNEXURE – A

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

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

Management Responsibility:

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

Auditor's Responsibility:

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices we followed provide a reasonable basis for my opinion.

3. Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.

4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

Disclaimer:

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

6. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and compliance with the applicable accounting standards since the same has been subject to review by the Statutory Auditors.

DSMR & Associates
Company Secretaries

D S M Ram
Proprietor
C. P. No. 4239
UDIN:AO14939H000871520
Peer Review Certificate No. 8060/2026

Place: Hyderabad
Date: 17.07.2026

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
B2B Software Technologies Limited
Hyderabad

I Sri Manikya Ram Devata, Proprietor or DSMR & Associates, Practicing Company Secretaries, have been appointed as the Secretarial Auditor by the Board of Directors of B2B Software Technologies Limited (hereinafter referred to as 'the Company'), having CIN: L72200TG1994PLC018351 and having its registered office at 3rd Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda, Begumpet, Hyderabad – 500016 This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations'), as on date i.e., 31st March, 2026

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented "ESOP Scheme 2024" viz Employee Stock Option Scheme in accordance with the Regulations and the Special Resolution(s) passed by the members at the General Meeting of the Company held on 26th September, 2024

For the purpose of verifying the compliance of the Regulations, we have examined the following:

1. Scheme(s) received from/furnished by the Company
2. Articles of Association of the Company
3. Resolutions passed at the meeting of the Board of Directors
4. Shareholders resolutions passed at the General Meeting(s)
5. Minutes of the meetings of the Nomination and Remuneration Committee
6. Relevant Accounting Standards
7. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee
8. Exercise Price / Pricing formula
9. Disclosure by the Board of Directors
10. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder

As sought and made available to us and the explanations provided by the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the **"ESOP Scheme 2024"** in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company in the General Meeting(s).

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon my examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

DSMR & Associates
Company Secretaries

D S M Ram
Proprietor
C. P. No. 4239
UDIN: AO14939H000871553
Peer Review Certificate No. 8060/2026

Place: Hyderabad
Date: 17.07.2026

Annexure – 8

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

[Pursuant to Regulation 34(2)(e) read with Part B of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

(For the year ended March 31, 2026)

1. Industry Structure and Developments

1.1 Global Economic Environment

Global economic growth remained moderate during the year amid continuing geopolitical uncertainties, inflationary pressures, elevated interest rates, and slowing international trade. Despite these headwinds, India continued to be one of the fastest-growing major economies, supported by robust domestic demand, increasing digital adoption, sustained government infrastructure spending, and continued investment in technology and innovation. Growing enterprise investment in cloud computing, cybersecurity, Artificial Intelligence ("AI"), healthcare digitization and automation continue to create significant opportunities for technology solution providers such as the Company.

1.2 Industry Overview

The acceleration of digital transformation across industries continues to drive demand for enterprise technology solutions. Healthcare organizations are increasingly adopting AI-enabled clinical systems, advanced analytics, telehealth and digital patient-engagement platforms, while enterprises across sectors continue to migrate to cloud-based ERP platforms and invest in automation, cybersecurity and AI-powered decision-support systems. Microsoft Dynamics 365 continues to gain market acceptance globally, creating opportunities for implementation partners with industry-specific expertise and proprietary intellectual property ("IP"), even as the broader on-premise/legacy ERP implementation market matures and faces pricing and margin pressure.

2. Business Overview and Segment-wise Performance

B2B Software Technologies Limited ("the Company") is a technology solutions company focused on Healthcare Information Systems and Enterprise Digital Transformation. Over the last twenty-five years, the Company has built deep expertise in healthcare software and Microsoft Dynamics ERP solutions, and has, over the last two years, made focused investments to build a high-growth Artificial Intelligence, Machine Learning and Cybersecurity capability. The Company's business is now organized around three strategic verticals: (i) Healthcare Solutions, (ii) Emerging Technologies - AI, ML and Cybersecurity, and (iii) Enterprise ERP Solutions.

2.1 Healthcare Solutions Division - GeniusDoc USA

The Healthcare Division continues to provide software development, product enhancement, maintenance, AI integration and advanced analytics services for the GeniusDoc Electronic Medical Records ("EMR") platform in the United States. The Company's healthcare expertise spans EMR, Practice Management (PM), Revenue Cycle Management (RCM), Electronic Prescribing of Controlled Substances (EPCS), Population Health Management, Telehealth, Healthcare Analytics and Electronic Data Interchange (EDI). The platform supports multiple medical specialties and integrates with major hospital systems, laboratories, pharmacies and healthcare networks across the United States.

Key capabilities:

- AI-enabled clinical documentation with Voice-to-Text conversion
- Natural Language Processing (NLP)-based physician assistance
- AI-powered Clinical Decision Support Systems
- Precision Medicine and Oncology Analytics
- Population Health Management and preventive care analytics
- Intelligent chatbot agents for healthcare workflows

- Electronic claims processing and automated remittance posting
- Mobile healthcare applications and Telehealth solutions

2.2 Emerging Technologies Division - AI, Machine Learning and Cybersecurity

During the year, the Company continued to scale the dedicated Emerging Technologies and AI Division established in 2024-25, which the management regards as its primary growth engine going forward. The Division is being deliberately built out with an initial and deepening focus on AI-led healthcare use cases, reflecting the natural synergy with the Company's twenty-five-year healthcare domain expertise, while extending its reach into cybersecurity and cloud-native transformation for enterprise clients. This vertical is receiving the highest share of incremental management attention and investment within the Company's portfolio.

Core focus areas:

- Artificial Intelligence, Large Language Models (LLMs) and Deep Learning
- Machine Learning and AI-powered Revenue Cycle Management (RCM) insights
- LLM-integrated enterprise and clinical workflows
- Cybersecurity and Cyber Audits for Healthcare and ERP environments, including HIPAA compliance and privacy assessments, threat intelligence and vulnerability scanning
- Cloud migration to Azure, AWS, Google Cloud and Oracle Cloud
- Robotic Process Automation (RPA) and digital transformation
- Blockchain applications
- Data Warehousing, Data Mining and Advanced Analytics
- Internet of Things (IoT) and digital transformation
- Low-code and no-code development tools

A key proof point of this strategy is the Company's long-term AI implementation engagement with Antelope Valley Cancer Centre, which demonstrates its capability to deliver large-scale, AI-enabled healthcare transformation projects and is expected to serve as a reference engagement for similar opportunities. The Company intends to continue directing a disproportionate share of capital expenditure, talent acquisition and go-to-market investment toward this vertical over the medium term, given the scale of the addressable opportunity in AI, ML and cybersecurity relative to the more mature ERP market.

2.3 Enterprise ERP Solutions Division

The ERP Division continues to provide Microsoft Dynamics ERP implementation, consulting, customization, cloud migration and support services, and remains a well-established, cash-generative legacy business for the Company. The Division has, however, experienced a moderating revenue trajectory and margin compression during the year, reflecting intensifying competition within the Microsoft Dynamics ecosystem, pricing pressure on implementation and support contracts, and the natural maturation of several long-standing client engagements. Accordingly, while the Company continues to service and invest selectively in this Division, its relative share within the Company's overall growth strategy is being consciously moderated in favor of the higher-growth Emerging Technologies vertical described above.

Notwithstanding this trend, the Company remains committed to preserving the legacy value, client relationships and proprietary intellectual property built within the ERP Division over the years and continues to differentiate the business through domain- and vertical-specific IP rather than generic implementation services. The Company has successfully implemented ERP solutions for more than 200 customers across the following industries:

- Pharmaceuticals
- Manufacturing
- Publishing

- Finance
- Supply Chain
- Healthcare
- Engineering
- Life Sciences

The Company's ERP operations extend across the United States, Australia, Singapore, Malaysia, the Philippines, South Africa, Kenya, Nigeria, Mauritius, Belgium, the UAE, Vietnam, Sri Lanka and several other international markets. To preserve and extend the value of this legacy business, the Company continues to invest selectively in Microsoft-certified, IP-based vertical solutions, including:

- Quality Management
- Plant Maintenance
- HR & Payroll solutions localized for multiple countries
- Pharmaceutical ERP Vertical Solution
- Budget Control Extensions
- Publishing Industry Vertical Solution for Microsoft Dynamics 365 Business Central

During the year, significant progress was made toward publishing the Publishing Industry Vertical Solution on Microsoft AppSource, which is expected to create an incremental, higher-margin recurring revenue stream that partially offsets the broader margin pressure within the Division.

3. Opportunities and Threats

3.1 Opportunities

- Increasing adoption of AI-powered enterprise and clinical solutions, particularly within the Company's core healthcare vertical
- Growing global demand for cybersecurity, HIPAA compliance and regulatory-driven audit services
- Expansion of the AI/ML services pipeline, including scaling of the Antelope Valley Cancer Centre engagement model to other healthcare providers
- Rising investments in predictive analytics, intelligent automation and LLM-integrated workflows
- Continued, though more measured, expansion of Microsoft Dynamics cloud ERP implementations and commercialization of proprietary vertical solutions via Microsoft AppSource
- Growth opportunities across India, the Middle East, Africa and Southeast Asia

3.2 Threats

- Intensifying competition within the Microsoft Dynamics ecosystem, contributing to continued pricing and margin pressure in the ERP Division
- Rapid pace of technological change in AI/ML requiring sustained and continuous investment to remain competitive
- Global macroeconomic uncertainty affecting customer IT spending
- Evolving cybersecurity threat landscape and regulatory requirements
- Competition for specialized AI, ML and cybersecurity talent

4. Outlook

The Company believes significant growth opportunities exist across its business segments, with the Emerging

Technologies - AI, ML and Cybersecurity vertical expected to be the principal driver of revenue and margin expansion over the medium term, anchored in the Company's deep healthcare domain expertise. The Healthcare Division is expected to continue its steady growth trajectory, supported by AI-enabled product enhancements. The ERP Division is expected to stabilize around its core installed base of over 200 customers and its proprietary vertical IP, even as its relative contribution to overall growth moderates further. The Company expects its investments in AI, cloud technologies, industry-specific IP and healthcare innovation to support sustainable long-term growth and margin improvement at the consolidated level.

5. Risks and Concerns

- Intensifying competition within the Microsoft Dynamics ecosystem, particularly affecting ERP Division margins
- Rapid technological advancements in AI/ML requiring continuous innovation and re-skilling
- Pricing pressures impacting operating margins, most notably within the legacy ERP business
- Global macroeconomic uncertainties affecting customer IT spending
- Cybersecurity threats and evolving regulatory requirements
- Talent acquisition and retention in specialized technology domains, especially AI, ML and cybersecurity

Management continues to strengthen its intellectual property portfolio, diversify its customer base, rebalance its investment mix toward higher-growth verticals, and invest in innovation to mitigate these risks.

6. Internal Control Systems and their Adequacy

The Company maintains an adequate internal control framework commensurate with the size and complexity of its operations. The internal control environment includes well-defined financial and operational controls, segregation of duties and approval mechanisms, periodic internal audits, independent statutory audits, risk management processes, and compliance monitoring and governance reviews. These systems are reviewed and strengthened on an ongoing basis to ensure the safeguarding of assets, accuracy of financial reporting, operational efficiency, and compliance with applicable laws and regulations.

7. Discussion on Financial Performance with respect to Operational Performance

The Company's standalone financial performance for the year ended March 31, 2026 reflects stable growth and continued operational resilience, with revenue growth driven principally by the Healthcare and Emerging Technologies verticals, partly offset by the moderating ERP Division:

Standalone Financial Highlights (Rs. in Lakhs)

Particulars	FY 2025-26	FY 2024-25
Total Revenue	1,755.24	1,662.62
Total Expenses	1,425.09	1,359.70
Profit Before Exceptional Item & Tax	330.16	302.92
Profit Before Tax (PBT)	330.16	302.92
Profit for the Period	230.18	240.49
Earnings per Equity Share (Rs.)	1.99	2.08

- Revenue increased by 5.6% over the previous year
- Profit Before Tax increased by 9%, reflecting improved operating performance
- Profit After Tax declined marginally due to higher tax expenses

The consolidated financial performance demonstrated stronger growth, driven by increased business volumes across operating divisions, most notably the Healthcare and Emerging Technologies verticals:

Consolidated Financial Highlights (Rs. in Lakhs)

Particulars	FY 2025-26	FY 2024-25
Total Revenue	3,193.54	2,562.67
Total Expenses	2,809.29	2,236.76
Profit Before Exceptional Item & Tax	384.25	325.91
Profit Before Tax (PBT)	384.25	325.91
Profit for the Period	284.28	263.48
Earnings per Equity Share (Rs.)	2.45	2.27

- Consolidated Revenue increased by 20%
- Profit Before Tax increased by 20%
- Profit After Tax increased by approximately 8%
- Earnings Per Share improved to ₹2.45

8. Material Developments in Human Resources / Industrial Relations

The Company's employees remain its most valuable asset. The Company continues to invest in technical skill development, leadership development programmes, AI and cloud technology certifications, performance-based career progression, employee engagement initiatives, and diversity, equity and inclusion, with a particular emphasis on building specialized AI, ML and cybersecurity talent to support the Company's strategic pivot toward its Emerging Technologies vertical. The organizational culture continues to be guided by the core values of Integrity, Passion, Speed, Commitment, Customer Focus and Continuous Learning. Industrial relations remained cordial throughout the year.

9. Details of Significant Changes in Key Financial Ratios

In accordance with Schedule V Part B to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to explain any change of 25% or more in a key financial ratio as compared to the immediately preceding financial year. Based on the standalone and consolidated statement of profit and loss for the year, the following ratios have been computed:

Particulars	FY 2025-26	FY 2024-25	Variance
Operating (PBT) Margin - Standalone	18.81%	18.22%	+0.59 pp (3.3%)
Net Profit Margin - Standalone	13.12%	14.46%	-1.34 pp (-9.3%)
Operating (PBT) Margin - Consolidated	12.03%	12.72%	-0.68 pp (-5.4%)
Net Profit Margin - Consolidated	8.90%	10.28%	-1.38 pp (-13.4%)
Basic EPS Growth - Standalone	Rs. 1.99	Rs. 2.08	-4.3%
Basic EPS Growth - Consolidated	Rs.2.45	Rs.2.27	+7.9%

None of the above ratios recorded a change of 25% or more during FY 2025-26 as compared to FY 2024-25. The moderate decline in net profit margin at both the standalone and consolidated levels is primarily attributable to a higher effective tax charge and the upfront investment being made in scaling the Emerging Technologies - AI, ML and Cybersecurity vertical, and is expected to normalize as this vertical achieves operating scale. Ratios dependent on Balance Sheet data (such as Debtors Turnover Ratio, Inventory Turnover Ratio, Interest Coverage Ratio, Current Ratio, Debt-Equity Ratio and Trade Payables Turnover Ratio) are not presented in this Annexure as the underlying Balance Sheet particulars were not available in the source financial statements provided; these will be disclosed with reference to the audited financial statements forming part of the Annual Report.

10. Details of any Change in Return on Net Worth

Return on Net Worth ("RoNW") is computed as Profit for the Period divided by Shareholders' Net Worth. As Balance Sheet / Net Worth figures were not available in the source data underlying this Annexure, RoNW has not been computed for FY 2025-26 and FY 2024-25 in this report. This will be disclosed with reference to the audited Balance Sheet forming part of the Annual Report.

11. Disclosure of Accounting Treatment

The Company has complied with all the requirements of Accounting Standards/Indian Accounting Standards applicable to the Company and during the year the Company has not changed any accounting policies.

12. Cautionary Statement

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply, price conditions in the domestic and overseas markets in which the Company operate, changes in government regulations, tax laws and other

Annexure – 9

CORPORATE GOVERNANCE

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at B2B Software Technologies Limited as follows:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website, https://b2bsoftech.com/.

DATE OF REPORT

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2026. The Report is updated as on the date of the report wherever applicable.

2. BOARD OF DIRECTORS

(a) COMPOSITION AND CATEGORY OF DIRECTORS:

The composition of the Board of Directors of the company is an appropriate combination of executive and non-executive Directors with right element of independence. As on March 31, 2026, the Company's Board comprises of Five Directors. There are One (1) Executive Director, 4 (Four) Non - Executive Directors out of which Two (2) are Independent Directors. In terms of clause 17(1) (b) of SEBI (LODR) Regulations, 2015, the Company is required to have one third of total Directors as Independent Directors. The non-executive Directors are appointed or re-appointed based on the recommendation of the Nomination & Remuneration Committee which considers their overall experience, expertise and industry knowledge. One third of the Directors other than Independent Directors, are liable to retire by rotation every year and are eligible for reappointment, subject to approval by the shareholders.

(b) ATTENDANCE AND DIRECTORSHIPS HELD:

As mandated by the SEBI (LODR) Regulations, 2015, none of the Directors are members of more than ten Board-level committees nor are they chairman of more than five committees in which they are members. Further all the Directors have confirmed that they do not serve as an independent director in more than seven listed companies or where they are whole-time directors in any listed company, then they do not serve as independent director in more than three listed companies.

The names and categories of the Directors on the Board, their attendance at Board meeting during the year and at last Annual General Meeting, as also the number of Directorships and Committee memberships held by them in other companies are shown in the Table below.

(c) NO. OF MEETINGS OF THE BOARD OF DIRECTORS HELD AND DATES ON WHICH HELD:

Date of the Board Meetings: During the financial year, five meetings of the directors were held on 19.05.2025, 12.07.2025, 12.08.2025, 04.11.2025 and 30.01.2026 in compliance with provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and Secretarial Standards.

Name	DIN	Category	No. of Board Meetings		Attendance at the last Annual General Meeting	Number of Directorship in Other Companies		Committees in which a director is a member or Chairperson in other Companies		Name of other listed entities where he/ she is a director and the category of directorship
			Held	Attended	29.09.2025 (AGM)	Private	Public	Chairman-ship	Member-ship	
Mr. Bala Subramanyam Vanapalli	06399503	ED	5	5	Yes	1	--	--	--	--
Mrs. Parvatha Samantha Reddy	00141961	NE-NID	5	4	Yes	2	1	1	--	Ravileela Granites Limited – Whole-time Director
Mr. Lakshmi narayana Bolisetty	02766709	ID	5	5	Yes	2	2	3	5	1. Natco Pharma Limited – Independent Director 2. B.N. Rathi Securities Limited – Independent Director
Mr. Sreeramulu Kavuri	01999979	ID	5	5	Yes	--	--	--	--	--
Mr. Yaramati Avinash*	09804102	NE-NID	3	3	Yes	--	--	--	--	--
Mr. Yaramati Satya narayana**	00360679	NE-NID	2	--	--	--	--	--	--	--

***Mr. Yaramati Avinash** has been appointed as an Additional Non-Executive Non-Independent Director with effect from 12.07.2025. The term of Mr. Yaramati Avinash has been regularized from Additional Director to Director (Non-Executive Non-Independent Director) with effect from 29.09.2025.

****Mr. Yaramati Satyanarayana** resigned from the position of Non-Executive Director with effect from 12.07.2025.

ID -Independent Director

NE-NID – Non- Executive Non-Independent Director

ED – Executive Director

(d) DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE:

None of the directors are related to each other.

(e) NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS:

The following non-executive directors hold equity shares in the Company:

Sl. No.	Name and Designation of the Director	No. of Shares Held
1	Mrs. Parvatha Samantha Reddy Non-Executive Non-Independent Director	15,900

(f) FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman is further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2025-26 are also disclosed on the Company's website i.e., https://www.b2bsoftech.com/Investors_column/Familiarization_ Programmes_for_ Independent_ Director.pdf.

(g) SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS;

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

S . No	List of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board	Names of directors who have such skills / expertise / competence
1.	Corporate Governance	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy, Lakshminarayana Bolisetty, Sreeramulu Kavuri
2.	General IT knowledge	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy, Lakshminarayana Bolisetty, Sreeramulu Kavuri
3.	Law/Tax/ Finance	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy, Lakshminarayana Bolisetty, Sreeramulu Kavuri
4.	Behavioral Science	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy, Lakshminarayana Bolisetty, Sreeramulu Kavuri, Yaramati Avinash

5.	Strategy Management	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy, Lakshminarayana Bolisetty, Sreeramulu Kavuri, Yaramati Avinash
6.	Leadership abilities	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy, Lakshminarayana Bolisetty, Sreeramulu Kavuri, Yaramati Avinash
7.	Technical Knowledge	Bala Subramanyam Vanapalli, Parvatha Samantha Reddy,

(h) DECLARATION BY INDEPENDENT DIRECTORS

All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 read with Section 149(6) of the Act.

(i) DECLARATION BY BOARD:

The Board has confirmed that in its opinion, the independent directors fulfil the conditions specified in these regulations and are independent of the management.

(j) RESIGNATION OF INDEPENDENT DIRECTOR

During the financial year 2025-26, there has been no resignation of the Independent Director before the expiry of his/her tenure hence, there was no requirement of receiving the confirmation from the Independent Directors.

COMMITTEES OF THE BOARD:

The Company has the following Five Board-level Committees:

- Audit Committee
- Stakeholder Relationship Committee
- Nomination& Remuneration Committee

All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of service for Committee members are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided in this report below.

2. AUDIT COMMITTEE:

Terms of reference of Audit committee covers all the matters prescribed under Regulation 18 of the Listing Regulations and Section 177 of the Act, 2013.

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The terms of reference of the Audit Committee encompasses the requirements of Section 177 of Companies Act, 2013 and as per Regulation 18 of SEBI (LODR) Regulations, 2015 and, inter alia, includes:

i. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

ii. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

iv. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

a. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

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

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

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

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

f. Disclosure of any related party transactions;

g. Modified opinion(s) in the draft audit report;

v. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

vi. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;

vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

viii. Approval or any subsequent modification of transactions of the listed entity with related parties;

ix. Scrutiny of inter-corporate loans and investments;

x. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

xi. Evaluation of internal financial controls and risk management systems;

xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

xiv. Discussion with internal auditors of any significant findings and follow up there on;

xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

xviii. To review the functioning of the whistle blower mechanism;

xix. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

xxi. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

xxii. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

xxiii. Carrying out any other function as may be referred to the Committee by the Board.

xxiv. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.

B. THE AUDIT COMMITTEE SHALL MANDATORILY REVIEW THE FOLLOWING INFORMATION:

i. Management discussion and analysis of financial condition and results of operations;

ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;

iii. Internal audit reports relating to internal control weaknesses; and

iv. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

v. Statement of deviations:

- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

C. COMPOSITION, MEETINGS & ATTENDANCE:

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

Sl. No.	Name of the Member	Category	Chairman / Member
1	Mr. Sreeramulu Kavuri	Independent Director	Chairperson
2	Mr. Lakshminarayana Bolisetty	Independent Director	Member
3	Mrs. Parvatha Samantha Reddy	Non-Executive Non- Independent Director	Member

The Audit Committee met five times during the year 2025-26 on 19.05.2025, 12.07.2025, 12.08.2025, 04.11.2025 and 30.01.2026.

Sl. No.	Name of the Member	Category	Number of Meetings held	Number of Meetings Attended
1	Mr. Sreeramulu Kavuri	Independent Director	5	5
2	Mr. Lakshminarayana Bolisetty	Independent Director	5	5
3	Mrs. Parvatha Samantha Reddy	Non-Executive Non- Independent Director	5	4

Previous Annual General Meeting of the Company was held on 29.09.2025 and Mr. Sreeramulu Kavuri, Chairman of the Audit Committee attended previous AGM.

3. NOMINATION AND REMUNERATION COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE

i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

a. use the services of an external agencies, if required;

b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

c. consider the time commitments of the candidates.

iii. Formulation of criteria for evaluation of performance of independent directors and the board of directors;

iv. Devising a policy on diversity of board of directors;

v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.

vi. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

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

Sl. No.	Name of the Member	Category	Chairman / Member
1	Mr. Lakshminarayana Bolisetty	Independent Director	Chairman
2	Mr. Sreeramulu Kavuri	Independent Director	Member
3	Mrs. Parvatha Samantha Reddy	Non-Executive Non- Independent Director	Member

The Nomination and Remuneration Committee met four times during the year 2025-26 on 19.05.2025, 12.07.2025, 12.08.2025 and 04.11.2025.

Sl. No.	Name of the Member	Category	Number of Meetings held	Number of Meetings Attended
1	Mr. Lakshminarayana Bolisetty	Independent Director	4	4
2	Mr. Sreeramulu Kavuri	Independent Director	4	4
3	Mrs. Parvatha Samantha Reddy	Non-Executive Non- Independent Director	4	3

C. PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS:

In terms of the requirements of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and its Committees.

The Company has a structured assessment process, wherein the NRC of the Company has laid down the process for the effective manner of performance evaluation of the Board, its Committees and the Directors, including the Chairperson.

The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company after considering the views of other Directors, succession planning, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The process of evaluations involved a questionnaire-based approach with all Board and committee members.

The Board evaluation process was completed for financial year 2025-26 to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

D. POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE:

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

2.1 "Director" means a director appointed to the Board of a Company.

2.2 "Nomination and Remuneration Committee means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.3 "Independent Director" means a Director referred to in sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Qualifications and criteria

3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

3.1.2 In evaluating the suitability of individual Board member the NRC Committee may take into account factors, such as:

- General understanding of the Company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

3.1.3 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the Code of Conduct established by the Company for Directors and senior Management personnel;
- shall disclose his concern or interest in any Company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as any prescribed, from time to time, under the Companies Act, 2013, Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant laws.

3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

3.2 Criteria of Independence

3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2.2 The criteria of independence shall be in accordance with the guidelines as laid down in Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent Director in relation to a Company, means a director other than a Managing Director or a Whole-Time Director or a Nominee Director

i. who, in the opinion of the board of directors, is a person of integrity and possesses relevant expertise and experience;

ii. who is or was not a promoter of the listed entity or its holding, subsidiary or associate company [or member of the promoter group of the listed entity];

iii. who is not related to promoters or directors in the listed entity, its holding, subsidiary or associate company;

iv. who, apart from receiving director's remuneration, has or had no material pecuniary relationship with the listed entity, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year;

v. none of whose relatives—

a. is holding securities of or interest in the listed entity, its holding, subsidiary or associate company during the three immediately preceding financial years or during the current financial year of face value in excess of fifty lakh rupees or two percent of the paid-up capital of the listed entity, its holding, subsidiary or associate company, respectively, or such higher sum as may be specified;

b. is indebted to the listed entity, its holding, subsidiary or associate company or their promoters or directors, in excess of such amount as may be specified during the three immediately preceding financial years or during the current financial year;

c. has given a guarantee or provided any security in connection with the indebtedness of any third person to the listed entity, its holding, subsidiary or associate company or their promoters or directors, for such amount as may be specified during the three immediately preceding financial years or during the current financial year; or

d. has any other pecuniary transaction or relationship with the listed entity, its holding, subsidiary or associate company amounting to two percent or more of its gross turnover or total income: Provided that the pecuniary relationship or transaction with the listed entity, its holding, subsidiary or associate company or their promoters, or directors in relation to points (A) to (D) above shall not exceed two percent of its gross turnover or total income or fifty lakh rupees or such higher amount as may be specified from time to time, whichever is lower.

vi. who, neither himself [“/herself], nor whose relative(s) —

a. holds or has held the position of key managerial personnel or is or has been an employee of the listed entity or its holding, subsidiary or associate company [or any company belonging to the promoter group of the listed entity,] in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed:

[Provided that in case of a relative, who is an employee other than key managerial personnel, the restriction under this clause shall not apply for his / her employment.]

b. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —

(i) a firm of auditors or company secretaries in practice or cost auditors of the listed entity or its holding, subsidiary or associate company; or

(ii) any legal or a consulting firm that has or had any transaction with the listed entity, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

c. holds together with his relatives two per cent or more of the total voting power of the listed entity; or

d. is a chief executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the listed entity, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the listed entity;

e. is a material supplier, service provider or customer or a lessor or lessee of the listed entity;

vii. who is not less than 21 years of age.

viii. who is not a non-independent director of another company on the board of which any non-independent director of the listed entity is an independent director:

3.2.3 The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the companies Act, 2013.

3.3 Other Directorships/ Committee Memberships

3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board’s performance Accordingly, members should voluntarily limit their Directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the Company. The Nomination and Remuneration Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

3.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be public limited companies.

3.3.3 A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed Company.

3.3.4 A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committees across all companies in which he holds Directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under Section 8 of the companies Act, 2013 shall be excluded.

E. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

0.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the Directors, key managerial personnel and other employees of the Company.

2. Terms and Reference:

In this policy the following terms shall have the following meanings:

2.1 "Director" means a director appointed to the Board of the Company.

2.2 "key managerial personnel" means

(i) The Chief Executive Officer or the managing Director or the manager;

(ii) The Company Secretary;

(iii) The Whole-time Director;

(iv) The Chief Financial Officer; and

(v) Such other office as may be prescribed under the companies Act, 2013

2.3 "Nomination and Remuneration committee" means the committee constituted by Board in accordance with the provisions of Section 178 of the companies Act, 2013, clause 49 of the Equity Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Policy:

3.1 Remuneration to Executive Director and key managerial personnel

3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR)

3.1.2 The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the Company.

3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:

(i) Basic pay

(ii) Perquisites and Allowances

(iii) Stock Options

(iv) Commission (Applicable in case of Executive Directors)

(v) Retrial benefits

(vi) Annual performance Bonus

3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

3.2.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per the provisions of the Companies Act.

3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

3.3. Remuneration to other employees

3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

F. OTHER DIRECTORSHIPS/ COMMITTEE MEMBERSHIPS:

i. The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The NR Committee shall take into account the nature of and the time involved in a director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

ii. Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.

iii. Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.

iv. Director shall not be a member in more than 10 committees or act as chairman of more than 5 committees across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

4. STAKEHOLDER'S RELATIONSHIP COMMITTEE:

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The Committee's role includes:

i. Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc;

ii. Review of measures taken for effective exercise of voting rights by shareholders;

iii. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

iv. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;

v. Such other matter as may be specified by the Board from time to time.

vi. Authority to review / investigate into any matter covered by Section 178 of the Companies Act, 2013 and matters specified in Part D of Schedule II of the Listing Regulations.

B. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Sl. No.	Name of the Member	Category	Chairman / Member
1	Bala Subramanyam Vanapalli	Whole-time Director	Member
2	Mr. Sreeramulu Kavuri**	Independent Director	Chairman
3	Mrs. Parvatha Samantha Reddy	Non-Executive Non- Independent Director	Member
4	Mr. Yaramati Satyanarayana*	Non-Executive Non- Independent Director	Chairman

*Mr. Yaramati Satyanarayana resigned from the chairmanship and membership of the Stakeholders Relationship Committee with effect from July 12, 2025.

** Mr. Sreeramulu Kavuri has been appointed as a Chairman of the Stakeholders Relationship Committee with effect from August 12, 2025.

The Stakeholders Relationship Committee met once during the year 2025-26 on 23.02.2026.

Sl. No.	Name of the Member	Category	Number of Meetings held	Number of Meetings Attended
1	Bala Subramanyam Vanapalli	Whole-Time Director	1	1
2	Mr. Sreeramulu Kavuri**	Independent Director	1	1
3	Mrs. Parvatha Samantha Reddy	Non-Executive Non- Independent Director	1	-
4	Mr. Yaramati Satyanarayana*	Non-Executive Non- Independent Director	1	-

*Mr. Yaramati Satyanarana resigned as a director with effect from 12th July, 2025.

** Mr. Sreeramulu Kavuri has been appointed as a Chairman of the Stakeholders Relationship Committee with effect from August 12, 2025.

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2025-26:

Opening balance	Received during the year	Resolved during the year	Closing balance
0	0	0	0

D. NAME AND DESIGNATION OF COMPLIANCE OFFICER:

Mrs. Gita Usha Rani Maddukuri was appointed as Company Secretary and Compliance Officer with effect from 01.04.2025 and resigned as Company Secretary and Compliance Officer with effect from 26.08.2025.

Ms. Yamini Saini was appointed as Company Secretary and Compliance Officer with effect from 22.04.2026 and resigned as Company Secretary and Compliance Officer with effect from 17.07.2026.

Ms. Unnati Rathi appointed as Company Secretary and Compliance Officer of the Company with effect from 17.07.2026.

5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

Since the Company does not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy and hence there is no need for constitution of CSR Committee.

6. RISK MANAGEMENT COMMITTEE: -

The Company is not required to constitute Risk Management Committee as per the SEBI (LODR) Regulations, 2015.

7. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR

Sl. No.	Name of the Senior Management Personnel	Designation	Date of Appointment
1.	Ramachandra Rao Nemani	CEO	01.10.2014
2.	Sunil Nemani	CFO	01.10.2014
3.	Gita Usha Rani Maddukuri	Company Secretary and Compliance Officer	Appointed on 01.04.2025 Resigned on 26.08.2025
4.	Yamini Saini	Company Secretary and Compliance Officer	Appointed on 22.04.2026 Resigned on 17.07.2026
5.	Unnati Rathi	Company Secretary and Compliance Officer	Appointed on 17.07.2026
6.	Nadar Bala Raju	Manager Admin. & Comm.	20.07.1994
7.	Shaik Nayeem Basha	Vice President	18.12.2001
8.	Saripella Kiran Kumar Varma	IT Head	09.10.2007
9.	Kolli Satish	Technical Head	01.07.2011
10.	Yarava Hari Prasad	Manager Finance & Accounts	10.11.2014
11.	D Mahammad Rafi	Business Development Manager	26.12.2014
12.	Vengali Madhu Sudhan Rao	Sr. Project Manager	23.12.2019

8. REMUNERATION OF DIRECTORS:

a. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS VIS-À-VIS THE LISTED COMPANY:

The sitting fees paid to all non-executive directors were as follows:

Sl. No.	Type of Meetings	Sitting Fees per meetings in (₹)
1	Board	10,000
2	Audit Committee	10,000
3	Nomination and Remuneration Committee	10,000
4	Stakeholders Relationship Committee	10,000

b. CRITERIA FOR MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS:

The Criteria of making payments to non-executive directors is placed on the Company's website under the web link: https://b2bsoftech.com/Investors_column/NominationandRemunerationPolicy-13-11-2020.pdf.

1. REMUNERATION TO NON – EXECUTIVE DIRECTORS

1.1 The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders.

1.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof. The Non- Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

2. REMUNERATION TO OTHER EMPLOYEES

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities should and individual performance.

c. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2025-26 AND OTHER DISCLOSURES:

Name of the Director	Salary (Rs)	Salaries (Rs)	Perquisites and Allowances (Rs)	Commission and incentive as approved by General Body (Rs)	Other Provisions (Rs)	Total (Rs)
Mr. Bala Subramanyam Vanapalli	-	30,00,000	6,96,186	-	20,76,909	57,73,095
Mrs. Parvatha Samantha Reddy	1,20,000	-	-	-	-	1,20,000
Mr. Lakshmi narayana Bolisetty	1,40,000	-	-	-	-	1,40,000
Mr. Sreeramulu Kavuri	1,40,000	-	-	-	-	1,40,000
Dr. Yaramati Avinash*	30,000	-	-	-	-	30,000
Mr. Yaramati Satyanarayana**	-	-	-	-	-	-

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: During the year under review, 24,811 stock options were granted to Mr. Bala Subramanyam Vanapalli under the Company's Employee Stock Option Scheme. The options were granted at an exercise price in accordance with the terms of the Scheme and not at a discount. The options shall vest and become exercisable in accordance with the vesting schedule and other terms specified under the Scheme.

***Dr. Yaramati Avinash** has been appointed as an Additional Non-Executive Non-Independent Director with effect from 12.07.2025. The term of Mr. Yaramati Avinash has been regularized from Additional Director to Director (Non-Executive Non-Independent Director) with effect from 29.09.2025.

****Mr. Yaramati Satyanarayana** resigned from the position of Non-Executive Director with effect from 12.07.2025.

9. INDEPENDENT DIRECTORS' MEETING:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of non-independent directors) was held on 23rd February 2026, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc. The details of the familiarization program are given at company's website (https://b2bsoftech.com/)

10. GENERAL BODY MEETINGS:

A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL/ORDINARY RESOLUTIONS THERE AT AS UNDER:

Nature of Meeting	Date and time	Venue of the Meeting	Special Resolution(s) passed
31st Annual General Meeting	September 29, 2025 at 10:30 a.m. (IST)	The Company conducted this AGM through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM.	5
30th Annual General Meeting	September 26, 2024 at 4:00 p.m. (IST)	The Company conducted this AGM through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM.	5
29th Annual General Meeting	September 29, 2023 at 10:40 a.m. (IST)	The Company conducted this AGM through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM.	3

B. PASSING OF RESOLUTIONS BY POSTAL BALLOT

The Company appointed Central Depository Services (India) Limited ('CDSL') for facilitating e-voting to enable the members to cast their votes electronically.

Mr. Sri Manikya Ram Devata, Practicing Company Secretary (Membership No. 14939) acted as the Scrutinizer for the Postal Ballot process conducted through remote e-voting and ensured that the process was carried out in a fair and transparent manner.

C. WHETHER ANY SPECIAL RESOLUTION IS PROPOSED TO BE CONDUCTED THROUGH POSTAL BALLOT:

No Special Resolution is proposed to be passed through Postal Ballot as on the date of this Integrated Annual Report. However, if required, the same shall be passed in compliance of provisions of the Act and the Listing Regulations.

D. EXTRAORDINARY GENERAL MEETING

The Company did not hold any Extraordinary General Meeting during the year.

E. SUSPENSION FROM TRADING

There was no suspension from trading in equity shares of the Company during the year 2025-26.

11. MEANS OF COMMUNICATION

The Company regularly intimates its financial results, audited/ limited reviewed, to the Stock Exchange, as soon as the same are taken on record/approved.

In terms of the requirements of SEBI (Listing Obligations & Disclosures Requirements), the un-audited financial results as well as audited financial results, shareholding pattern of the Company and Corporate Governance Report are electronically submitted, unless there are technical difficulties and are displayed through Corporate Filing and Dissemination System viz., on www.bseindia.com. The un-audited financial results as well as audited financial results, shareholding pattern of the Company and Report on Corporate Governance are displayed on www.bseindia.com/.

All important information are displayed on the website for the benefit of the public at large. The Company's website can be accessed at https://b2bsoftech.com/FinancialResults.html.

12. GENERAL SHAREHOLDER INFORMATION:

A. ANNUAL GENERAL MEETING:

Date	28.08.2026
Time	10:30 a.m. (IST)
Venue	The Company is conducting meeting through VC / OAVM pursuant to the MCA and SEBI Circulars and as such there is no requirement to have a venue for the AGM. For details please refer to the notice of this AGM.

B. FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR 2025-26 (TENTATIVE SCHEDULE)

The financial calendar (tentative) shall be as under:

Financial Year	**2026-27**
First Quarterly Results	17.07.2026
Second Quarterly Results	On or before 14.11.2026
Third Quarterly Results	On or before 14.02.2027
Fourth Quarterly Results	On or before 30.05.2027
Annual General Meeting for year ending 31st March, 2027	On or before 30.09.2027

C. Dividend Payment Date:

No Dividend is recommended for the financial year 2025-26.

D. NAME AND ADDRESS OF STOCK EXCHANGE WHERE THE COMPANY'S SECURITIES ARE LISTED:

BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.

E. ANNUAL LISTING FEE TO STOCK EXCHANGES:

The equity shares of the Company are listed on BSE Ltd. The Company has paid the listing fees for the year 2026-2027 to BSE Limited.

F. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, THE DIRECTORS REPORT SHALL EXPLAIN THE REASON THEREOF:

During the year under review, the securities of the Company were not suspended from trading.

G. REGISTRAR AND SHARE TRANSFER AGENTS:

CIL Securities Limited,
214, R.R Towers, C.A. Lane,
Abids, Hyderabad – 500001
Vide SEBI Regn. No. INR 000002276

H. SHARE TRANSFER SYSTEM:

As mandated by SEBI, securities of the Company can be transferred/ traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialization.

I. DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2026:

Range of Equity Shares Held	Shareholders		Shareholders	
	Number	%	Number	%
Up to - 500	7813	90.29	698526	**6.03**
501 – 1,000	433	5.00	354174	**3.06**
1,001 – 2,000	183	2.11	267871	**2.31**
2,001 – 3,000	63	0.73	160150	**1.38**
3,001 – 4,000	26	0.30	91307	**0.79**
4,001–5,000	27	0.31	125943	**1.09**
5,001-10,000	42	0.49	309866	**2.67**
10,000 & Above	66	0.76	9577563	**82.67**
Total	**8,653**	**100**	**11585400**	**100**

J. DEMATERIALISATION & LIQUIDITY OF SHARES:

Trading in Company's shares is permitted only in dematerialized form for all investors. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form. Shares held in demat and Physical mode as on March 31, 2026 is as follows:

Particulars	No. of Shares	% Share Capital
NSDL	82,28,946	41.31
CDSL	1,12,41,987	56.44
PHYSICAL	4,48,032	2.25
Total	**1,15,85,400**	**100.00**

To enable us to serve our investors better, we request shareholders whose shares are in the physical mode to dematerialize their shares and update their bank accounts with respective depository participants.

K. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued these types of securities.

L. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

The Company has not carried on any Commodity Business and has also not carried any commodity hedging activities, hence same are not applicable to the Company.

M. LOCATIONS & ADDRESS FOR CORRESPONDENCE:

3rd Floor, AVR Towers, 6 – 3 – 1112, Behind West Side Showroom, Near Somajiguda Circle, Begumpet, Hyderabad – 500016.

Email Id: csy@b2bsoftech.com

Contact No.: 40-23372522, 5926

N. LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTED ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD

Since the Company has not issued any Debt Instruments or Fixed Deposit Programme, therefore company has not obtained any Credit Ratings during the Financial Year.

OTHER DISCLOSURES:

A. DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF LISTED ENTITY AT LARGE:

All material transactions entered into with related parties as defined under the Act and Regulation 23 of Listing Regulations during the financial year were in the ordinary course of business and these have been approved by the Audit committee. The Board has approved a Policy for related party transactions which has been uploaded on the Company's Website at the following link: https://www.b2bsoftech.com/Investors_column/RelatedPartyTransactionsPolicy12-08-2025.pdf

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

The details of transactions with related parties were placed before the Audit Committee and the Committee has reviewed the same for the year ended 31st March 2026. The details of related party transactions are disclosed in Note No. 36 of Notes on Financial Statements to the Accounts in the Annual Report and also in Form AOC – 2 attached with the Boards' Report.

B. DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS;

S. No	FY	Non-Compliance	Fine paid
1.	2025-26	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer for quarter ended Dec 2025	Rs. 36,000+GST
2.	2025-26	Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director for quarter ended Sep 2025	Waiver filed and approved by BSE
3.	2025-26	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer for the quarter ended Mar 2026	Rs. 90,000+GST
4.	2025-26	Non-compliance with requirement to appoint a qualified company secretary as the compliance officer for the month ended April 2026	Rs. 21000+GST
5.	2025-26	Non-Compliance of Regulation 17(1) for the quarter ended Sep 2025	Rs. 55,000+GST. Amount paid by the Company. Approval for the waiver has been received from BSE; however, the official letter is awaited. The amount is expected to be refunded upon receipt of the official waiver confirmation.
6.	2024-25	Non-compliance of Reg. 19(1)/19(2) for the quarter ended June 2024	Rs. 1,76,000 + GST

C. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR) Regulations 2015 and in terms of Section 177 of the Companies Act, 2013.

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person has been denied access to the Audit Committee.

D. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company is in compliance with all the mandatory requirements enumerated in the Listing Regulations and the Act read with rules made thereunder.

E. WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED;

The policy for determining its 'Material' Subsidiaries is available on the website of the Company https://www.b2bsoftech.com/Investors_column/PolicyOnMaterialSubsidiary2023.pdf.

F. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES:

Not Applicable

G. WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's Website https://www.b2bsoftech.com/Investors_column/RelatedPartyTransactionsPolicy12-08-2025.pdf.

The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by the statutory auditor to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

All Related Party Transactions entered during the year were in Ordinary Course of the Business and on Arm's Length basis. Accordingly, the disclosure of Material Related Party Transactions as required under Section 134(3) (h) of the Companies Act, 2013 in Form AOC-2 annexed as Annexure -3.

H. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).

The Company has not raised any fund through preferential allotment or Qualified Institutional Placement during the financial year 2025-26.

I. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed as Annexure - 10 to this Report.

J. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations of the Committees.

K. TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR

The Total Audit Fee for all services paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor (s) is Rs. 1,80,000/-

L. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has established an appropriate mechanism for dealing with complaints in relation to Sexual Harassment of Women at Workplace, in accordance with its Policy on Prevention of Sexual Harassment at Workplace ('POSH') which is available on the website of the Company. No Complaints were received during the financial year. A detailed policy on prevention, prohibition and redressal of sexual harassment at workplace may be available on the Company's website: https://www.b2bsoftech.com/Investors_column/ POSH_policy.pdf.

a. number of complaints filed during the financial year - Nil

b. number of complaints disposed of during the financial year - Nil

c. number of complaints pending as on end of the financial year - Nil

M. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

No loans and advances have been given by the entity to Firms/Companies in which the directors are interested.

N. DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES:

Sl. No.	Name of Material Subsidiary	Date & Place of incorporation	Name and Date of Appointment of Statutory Auditors
1	B2B Softech Inc., USA	June 19, 2000, USA	Kumar Income Tax Service and 01.01.2025

13. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

The company has complied with the requirement of Corporate Governance Report of sub-paras (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

14. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II of SEBI (LODR) REGULATIONS, 2015.

The Company has adopted / complied with the discretionary requirements specified in Part E of Schedule II as detailed below:

a. The Board:

The Chairperson of the Company is a Non-Executive Director. The Non-Executive Chairperson is entitled to maintain a Chairperson's Office at the Company's expense and is eligible for reimbursement of expenses incurred in the performance of official duties, in accordance with the applicable provisions and the Company's policy.

b. Shareholders' Rights:

All the quarterly financial results are submitted to both the stock exchanges and are simultaneously placed on the website of the Company at: https://www.b2bsoftech.com/FinancialResults.html apart from publishing the same in the newspapers.

c. Modified opinion(s) in Audit Report:

There are no modified opinions in the Audit Reports.

d. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:

The Chairman of the Board is a Non-Executive Director and his position is separate from that of the Chief Executive Officer.

e. Reporting of Internal Auditor:

The internal auditors report directly to the Chairman of the Audit Committee and also submits their reports directly to the Audit Committee.

f. Independent Directors:

In the financial year 2025-26, the Company has held only one meeting of the Independent Directors on February 23, 2026 without the presence of non-independent directors and members of the management.

g. Risk Management:

The constitution of Risk Management Committee is not applicable to the Company and the compliance with the Regulation 21 of Listing Regulations is also not applicable to the Company.

15. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars	Compliance Status
17	Board of Directors	yes
18	Audit Committee	yes
19	Nomination and Remuneration Committee	yes
20	Stakeholders Relationship Committee	yes
21	Risk Management Committee	NA, Company does not fall in list of top 1000 Companies as per Marker cap in BSE
22	Vigil Mechanism	yes
23	Related Party Transactions	yes
24	Corporate Governance requirements with respect to subsidiary of Listed company	yes
25	Obligations with respect to Independent Directors	yes
26	Obligations with respect to Directors and Senior Management	yes
27	Other Corporate Governance Requirements	yes
46 (2) (b) to (i)	Website	yes

16. DECLARATION SIGNED BY THE CHIEF EXECUTIVE OFFICER STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT:

Attached as Annexure – 12 forming part of this Annual Report.

17. COMPLIANCE CERTIFICATE:

Compliance Certificate from M/s. M V Vijaya Kumar & Co., Statutory Auditors, regarding compliance of conditions of corporate governance pursuant to Para E of Schedule V to Listing Regulations is enclosed separately to this Report.

18. TRANSFER OF SHARES TO INVESTOR EDUCATION & PROTECTION FUND (IEPF): Not Applicable

19. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT: Not Applicable

20. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

There are no Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company, its subsidiaries, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company.

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

The Members of

B2B Software Technologies Limited.

1. We have examined the compliance of conditions of Corporate Governance by B2B Software Technologies Limited., for the year ended on March 31, 2026, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") with Stock Exchanges in India.

Managements' Responsibility

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

Auditor's Responsibility

3. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion:

7. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

8. We further state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M V Vijaya Kumar & Co.,
Chartered Accountants
FRN: 007890S

Sd/-
S Sourabh Srivatsav
Partner
ICAI MRN: 251569
UDIN: 26251569XFJGPC4239

Place: Hyderabad
Date: 17.07.2026

Annexure - 10

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

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

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

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl. No.	Name of the Director	DIN	Date of appointment in the Company
1.	Dr. Yaramati Avinash	09804102	12/07/2025
2.	Mr. Lakshminarayana Bolisetty	02766709	28/06/2024
3.	Mr. Sreeramulu Kavuri	01999979	28/06/2024
4.	Mr. Bala Subramanyam Vanapalli	06399503	01/10/2014
5.	Mrs. Parvatha Samantha Reddy	00141961	26/08/2024

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

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

For DSMR & Associates
Company Secretaries

Sd/-
D S M Ram
C. P. No. 4239
Proprietor
UDIN: AO14939H000871509
Peer Review Certificate No. 8060/2026

Place: Hyderabad
Date: 17.07.2026

Annexure – 11

CERTIFICATE BY THE CEO AND CFO OF THE COMPANY

To,
The Board of Directors
B2B Software Technologies Limited,
Hyderabad

Dear Sir/Madam,

Sub: Certificate under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

A. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 26 and to the best of our knowledge and belief;

(1) These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and

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

B. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which we were aware and the steps that we have taken or propose to take and rectify the identified deficiencies and,

D. That we have informed the auditors and the audit committee of:

(1) Significant changes in the internal control during the year;

(2) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

For B2B Software Technologies Limited

Date: 11.04.2026
Place: Hyderabad

Sunil Nemani
CFO

Ramachandra Rao Nemani
CEO

Annexure -12

DECLARATION ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Ramachandra Rao Nemani, Chief Executive Officer of B2B Software Technologies Limited ("the Company") hereby state and affirm Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management of the company during Financial Year 2025-26.

For B2B Software Technologies Limited

Place: Hyderabad
Date: 17.07.2026

Ramachandra Rao Nemani
Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the Members of

M/s B2B Software Technologies Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind ASfinancial statements ofM/sB2B Software Technologies Limited ("the Company"), which comprise the balance sheet as at March 31,2026, and the Statement of Profit and Loss (including Other Comprehensive Income),Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the standalone financial statements.)

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit and total comprehensive income, its changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 48 to the financial statements, which describes the Company's filing of Form PAS-3 on March 25, 2025 for allotment of 4,00,000 equity shares under the ESOP Trust route and the subsequent decision of the Board of Directors to withdraw the said allotment. The Company has represented that no options were granted or exercised and that the said allotment has been reversed and not given effect to in the financial statements. The Company has also made an application to the Registrar of Companies for cancellation of the said filing, which is pending as at the date of this report.

Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Key Audit Matters	
1. Revenue from Operations: The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.	**Principle Audit Procedures** We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. 3. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.
2. Issuance of Equity Shares on Exercise of Employee Stock Options (ESOP): During the financial year 2025-26, employees exercised 2,60,755 stock options under the ESOP Scheme 2024. This resulted in the allotment of 2,60,755 equity shares, leading to an increase in Securities Premium by Rs.36.30 lakhs. We identified this as a key audit matter due to the material impact on the equity structure and the requirement for strict compliance with SEBI and Companies Act regulations.	**Principle Audit Procedures** Our audit procedures included: • **Review of Scheme Terms:** We reviewed the terms and conditions of the ESOP schemes approved by the Board of Directors and assessed the accounting treatment adopted by the Company. • **Evaluation of Internal Controls:** We evaluated the design and implementation of key internal controls relating to accounting of share-based payments. • **Assessment of Valuation Assumptions:** We assessed the appropriateness of the valuation methodology and reasonableness of key assumptions used in determining the fair value of options granted. • Capital Reconciliation: Verified that the increase in share capital is correctly reflected in the Statement of Changes in Equity (SOCE). • Accounting Entry: Verified the transfer of the Fair Value of options from the 'Share Based Payment Reserve' to 'Securities Premium' upon exercise, as per Ind AS 102.

Information other than Financial Statements and Auditor's Report Thereon

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

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

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

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

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

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

v. On the basis of written representations received from the directors, as on 31st March, 2026, and taken on record by the Board of Directors, none of the directors, are disqualified as on 31st March, 2026 from being appointed as a director in terms of sub-section (2) of Sec. 164 of the Companies Act, 2013;

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

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

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

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

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

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

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

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

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

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

e) As stated in Note 57 to the Standalone Financial Statements, the interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

f) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording the audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For M V Vijaya Kumar & Co.,
Chartered Accountants
FRN: 007890S

Sd/-
S Sourabh Srivatsav
Partner
ICAI MRN: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date: April 11, 2026

Annexure –A to Auditors' Report

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

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2026, we report that:

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

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

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

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

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

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

e. In our opinion and according to the information and explanations given to us, no proceedings have been initiated or are pending against the Company as at March 31, 2026 for holding any Benami property under the "Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

ii)

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

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

iii)

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

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

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

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

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

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

vii)

a. According to the information and explanations given to us and on the basis of examination of books of accounts, the Company has been regular in depositing undisputed statutory dues including Provident

Fund, Employees State Insurance Dues, Goods and Service Tax and Income tax with appropriate authorities. According to the information and explanations given to us, no undisputed dues payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales Tax, VAT, Customs Duty, Service Tax, Goods and Service Tax and Cess were outstanding as at 31st March 2026 for a period of more than six months from the date they became payable.

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

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

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

x)

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

b. The Company did not make any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, Clause 3(x)(b) of the Order is not applicable.

xi)

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

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

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

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

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

xiv)

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

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

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

xvi)

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

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

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

xviii) There has been resignation of the statutory auditors during the year. There were no issues, objections or concerns raised by the outgoing Auditors.

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

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

For M V Vijaya Kumar & Co.,
Chartered Accountants
FRN: 007890S

Sd/-
S Sourabh Srivatsav
Partner
ICAI MRN: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date: April 11, 2026

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of B2B Software Technologies Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M V Vijaya Kumar & Co.,
Chartered Accountants
FRN: 007890S

Sd/-
S Sourabh Srivatsav
Partner
ICAI MRN: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date: April 11, 2026

Standalone Balance Sheet as at 31st March 2026

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

Particulars	Note No.	AS AT March 31, 2026	AS AT March 31, 2025
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	3	28.09	23.09
(b) Intangible assets	4	0.01	0.01
(c) Financial Assets		-	-
(i) Investments	5	33.81	33.81
(ii) Loans	6	33.92	100.00
(d) Deferred tax assets (net)		-	-
(e) Other non-current assets	7	11.80	8.47
		107.64	**165.38**
2. Current assets			
(a) Inventories	8	20.18	17.66
(b) Financial Assets		-	-
(i) Current Investments	9	1,801.44	1,649.06
(ii) Trade receivables	10	108.88	152.92
(iii) Cash and cash equivalents	11	285.19	114.46
(iv) Bank balances other than (iii) above	12	257.22	248.79
(v) Loans	13	3.43	1.34
(vi) Other financial assets	14	0.04	0.17
(c) Current tax assets (Net)		-	-
(d) Other current assets	15	57.80	80.57
		2,534.16	**2,264.98**
Total Assets		**2,641.80**	**2,430.35**
II. EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	16	1,159.31	1,159.31
(b) Other equity		1,173.51	978.82
		2,332.82	**2,138.13**
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Other financial liabilities		-	-
(b) Provisions	18	-	3.23
(c) Deferred Tax Liabilites (Net)	17	79.43	35.94
(d) Other non-current liabilities		-	-
		79.43	**39.17**
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade payables	19	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1.79	1.47
(iii) Other financial liabilities	20	0.07	9.79
(b) Other current liabilities	21	188.82	203.08
(c) Short-term provisions	22	-	-
(d) Current tax liabilities (Net)	23	38.87	38.72
		229.55	**253.05**
Total Equity and Liabilities		**2,641.80**	**2,430.35**

See accompanying notes to the financial statements

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Statement of Profit and Loss for the Year ended March 31, 2026

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

Particulars	Note No.	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
I. Revenue from Operations	24	1,607.29	1,513.64
II. Other income	25	147.96	148.98
III. Total Income (I+II)		**1,755.24**	**1,662.62**
IV. Expenses			
(a) Purchases of Software Products	26	227.31	281.08
(b) Changes in inventories		(2.51)	(2.80)
(c) Employee benefit expenses	27	992.78	892.43
(d) Administrative and other expenses	28	194.51	175.80
(e) Depreciation and amortization expense	3	13.00	13.19
Total expenses		**1,425.09**	**1,359.70**
V. Profit/(Loss) before exceptional items and tax (III - IV)		**330.16**	**302.92**
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		**330.16**	**302.92**
VIII. Tax expense / (income)			
Current tax		61.37	49.22
Earlier year taxes		(4.89)	(6.34)
Deferred Tax		43.49	19.55
Total tax expenses		**99.97**	**62.43**
IX. Profit for the period / year (VII-VIII)		**230.18**	**240.49**
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	29	20.67	(31.74)
Income tax relating to items that will not be reclassified to profit or loss		-	-
B. Items that will be reclassified to Profit or Loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
		20.67	**(31.74)**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**250.85**	**208.75**
Earnings per share-par value of Rs.10 per share			
Class A - Basic		1.99	2.08
Diluted		1.67	2.08
See accompanying notes to financial statements			

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Cash Flow Statement for the year ended March 31, 2026

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

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

Particulars	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
A. Cash Flows from Operating Activities		
Net profit/(loss) after tax	250.85	208.75
Adjustments for :	-	-
Depreciation	13.00	13.19
Income from Investment - Dividends	(118.08)	(127.31)
Income from Deposits	(14.21)	-
Share Based Payments offered to employees	59.69	9.71
Exchange differences on translation of foreign currency cash and cash equivalents	7.02	5.11
Profit on Sale of Fixed Assets	-	-
	198.27	109.44
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	(2.51)	(2.80)
(Increase)/Decrease in Accounts Receivables	44.05	33.31
(Increase)/Decrease in Loans and Advances	(2.09)	0.69
(Increase)/Decrease in Other Financial assets	0.13	0.21
(Increase)/Decrease in Other Current assets	22.78	(1.16)
Increase / (Decrease) in Trade and Other Payables	0.33	(24.46)
Increase / (Decrease) in Other financial liabilities	(9.72)	(1.54)
Increase / (Decrease) in Other Current Liabilities	(14.27)	(4.79)
Increase / (Decrease) in Short term provisions	-	-
Increase / (Decrease) in Long term provisions	(3.23)	-
Increase / (Decrease) in Current Tax Liabilities	0.15	19.79
Increase / (Decrease) in Deferred tax	43.49	19.55
	79.11	38.81
Cash generated from operations	277.38	148.25
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	**277.38**	**148.25**
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(18.00)	(5.52)
Sale of Fixed Assets	-	-
Purchase of Investments	(152.38)	(261.31)
Sale of Mutual Funds	-	-
Decrease in Long Term Loans & Advances	66.08	(40.00)
Income from Investment - Dividends	118.08	127.31
Interest on Fixed Deposits	14.21	-
(Increase)/Decrease in Other Non-Current assets	(3.33)	(1.00)
Net Cash used in Investing Activities	**24.65**	**(180.53)**
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Interest paid	-	-
Interim Dividend Paid	(115.85)	-
Net Cash from/(used in) Financing Activities	**(115.85)**	**-**
D. Exchange differences on translation of foreign currency cash and cash equivalents	(7.02)	(5.11)
	-	-
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	179.15	(37.39)
Cash and Cash equivalents at the beginning of the year	363.25	400.64
Cash and Cash equivalents at the end of the year	**542.41**	**363.25**

Notes:		
Cash and cash equivalents includes		
Cash on hand	0.03	0.02
Balances with scheduled banks	-	-
In Current accounts	207.03	114.44
In Investment accounts	55.45	-
In Dividend accounts	22.68	-
In EEFC accounts	0.00	0.00
In Fixed Deposit accounts	257.22	248.79
	542.41	**363.25**
See accompanying Significant Accounting Policies & Notes to Financial Statements		

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Statement of Changes in Equity for the year ended 31 March 2025

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

A. Equity Share Capital

Particulars	Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,158.54	-	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77	-	0.77
Total	**1,159.31**	-	**1,159.31**	-	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus					Other items of Other Comprehensive Income - Actuarial gains / (losses)	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Share Application Money Pending Allotment	Retained Earnings	Share Based Payment Reserve			
Balance as at 1st April 2024	-	-	-	613.57	-	146.79	-	760.36
Profit for the year				240.49	-	(31.74)		208.75
Share Based Payments issued during	-	-	-		9.71		-	9.71
the year				-	-	-		-
Equity instruments through OCI	-	-	-				-	
Fair value changes on derivatives	-	-	-	-	-	-	-	-
designated as cash flow hedge, net	-	-	-				-	
Fair value changes on investments, net	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year				240.49	9.71	(31.74)		218.45
Transfer to capital reserve				-	-	-		-
Balance as at 31st March 2025	-	-	-	854.06	9.71	115.05	-	978.82

Statement of Changes in Equity for the year ended 31 March 2026

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

A. Equity Share Capital

Particulars	Balance as at April 1, 2024	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,158.54	-	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77	-	0.77
Total	**1,159.31**	-	**1,159.31**	-	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus					Other items of Other Comprehensive Income - Actuarial gains / (losses)	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Share Application Money Pending Allotment	Retained Earnings	Share Based Payment Reserve			
Balance as at 1st April 2024	-	-	-	-	854.06	9.71	115.05	**978.82**
Profit for the year		-			230.18	-	20.67	**250.85**
Share Based Payments issued during	-	36.30	-	-		(36.30)	-	**-**
the year					-	59.69		
Equity instruments through OCI	-	-	-	-				**60**
Fair value changes on derivatives	-		-	-	-	-		
designated as cash flow hedge, net	-		-	-				**-**
Fair value changes on investments, net	-	-	-	-	(115.85)	-	-	**(115.85)**
Total Comprehensive Income for the year		36.30			114.33	23.40	20.67	**194.69**
Transfer to capital reserve		-			-	-	-	**-**
Balance as at 31st March 2026	-	36.30	-	-	968.39	33.10	135.72	**1,173.51**

Notes to Financial Statements

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

1 Nature of operations

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

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

The Company's Standalone financial statements are approved for issue by the Company's Board of Directors on April 11, 2026.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

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

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

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

2.2 Use of estimates

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

2.3 Cash flow statement

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

2.4 Revenue recognition

The Company derives revenues primarily from Consultancy services and sale of Software produts. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, where there is no uncertainity as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainity as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainity is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known.

In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers. The effect on adoption of Ind AS 115 was insignificant

. In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses

. Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract.

2.5 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impaiment, if any. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for ready to use, as intended by management. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets. The Company depreciates property, plant and equipment over their estimated useful lives using Straight Line method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed

. Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

2.6 Intangible Assets:

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised

2.7 Foreign currency transactions

: **Functional Currency:**

The functional currency of the Company is Indian Rupee.

Transactions & Translations

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

2.8 Financial Instruments

2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2.8.2 Subsequent recognition

a. Financial Assets

i. Financial Assets carried at amortised cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

e. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects

. Subsequent to the reporting date, the Company has issued bonus shares. Refer Note 55 on Events after the Reporting Period.

2.8.3 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.9 Fair Value Measurement

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm's length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 32 for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.10 Impairment of non-Financial Assets

(i) Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.11 Earnings per Equity Share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.12 Income Taxes

Income Tax expense comprises current and deferred income tax

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

b. Deferred tax

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credit and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax assets and liabilities, relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2.13 Employee Benefits

a. Gratuity

"The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company’s obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss.

b. Provident Fund

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

c. ESI

In addition, some employees of the Company are covered under “Employees State Insurance Scheme Act 1948”, which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions

d. Share Based Payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company’s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Trust is used as a vehicle for distributing shares to employees under the employee remuneration schemes. The company will allot its shares to the Trust, for giving shares to employees. The Company treats the Trust as its extension and shares held by the Trust are treated as treasury shares

2.14 Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.15 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.16 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.17 Leases:

Lease payments are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

2.18 Provisions and contigencies

The Company recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation."

2.19 Significant accounting judgements, estimates and assumptions Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

- **Estimation of fair value of acquired financial assets and financial liabilities:** When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- **Un-collectability of trade receivables:** Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.

- **Taxes:** Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.

- **Gratuity benefits:** The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

  Employee Stock Option Scheme (ESOP): The Company has implemented an Employee Stock Option Scheme (“ESOP”) in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.Stock options are granted to eligible employees as determined by the Nomination and Remuneration Committee. The options vest over such period as specified in the scheme and are exercisable within the stipulated exercise period, subject to the terms and conditions of the scheme.The Company accounts for share-based payments in accordance with Ind AS 102 – Share-based Payment, and the compensation cost is recognized over the vesting period based on the fair value of options granted.

  Actual results can differ from estimates.

2.20 Recent accounting pronouncements

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On August 12, 2024 and September 09, 2024, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2024 and Companies (Indian Accounting Standards) Second Amendment Rules, 2024 introducing following changes:

a) Ind AS 117 – Insurance Contracts:Ind AS 117: Insurance Contracts was introduced and Ind AS 104: Insurance Contracts was withdrawn. This was accompanied with consequent amendments in other standards. The Company has evaluated the amendment and there is no impact of the amendment in the standalone financial statements.

b) Ind AS 116 – Leases:The amendments clarify accounting treatment for a seller-lessee involved in sale and leaseback transactions, and introduced some related illustrative examples. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its standalone financial statements.

Notes forming part of Balance Sheet for the year ended March 31, 2026
(All amounts in Indian Rupees in Lakhs, except share data and where otherwise stated)

3 Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2026 are as follows:

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2025	93.44	30.79	7.49	18.74	22.27	172.73
Additions	12.41	-	4.74	0.84	-	18.00
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2026	**105.86**	**30.79**	**12.23**	**19.58**	**22.27**	**190.73**
Accumulated Depreciation as at April 1, 2025	84.22	27.82	6.28	18.47	12.85	149.64
Depreciation	7.83	0.83	1.08	0.32	2.94	13.00
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2026	**92.05**	**28.65**	**7.36**	**18.79**	**15.79**	**162.64**
Carrying Value as at April 1, 2025	**9.22**	**2.97**	**1.21**	**0.27**	**9.42**	**23.09**
Carrying Value as at March 31, 2026	**13.81**	**2.14**	**4.87**	**0.80**	**6.47**	**28.09**

The changes in the carrying value of property, plant and equipment for the Year ended March 31, 2025 are as follows:

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2024	87.92	30.79	7.49	18.74	22.27	167.21
Additions	5.52	-	-	-	-	5.52
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2025	**93.44**	**30.79**	**7.49**	**18.74**	**22.27**	**172.73**
Accumulated Depreciation as at April 1, 2024	77.01	26.55	5.88	18.44	8.57	136.45
Depreciation	7.22	1.27	0.40	0.03	4.28	13.19
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2025	**84.22**	**27.82**	**6.28**	**18.47**	**12.85**	**149.64**
Carrying Value as at April 1, 2024	**10.91**	**4.24**	**1.61**	**0.30**	**13.70**	**30.75**
Carrying Value as at March 31, 2025	**9.22**	**2.97**	**1.21**	**0.27**	**9.42**	**23.09**

4 Intangible Assets

The changes in the carrying value of intangible assets for the year ended March 31, 2026 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2025	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2026	**0.19**	**0.19**
Accumulated Depreciation as at April 1, 2025	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2026	**0.18**	**0.18**
Carrying Value as at April 1, 2025	**0.01**	**0.01**
Carrying Value as at March 31, 2026	**0.01**	**0.01**

The changes in the carrying value of intangible assets for the Year ended March 31, 2025 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2024	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2025	**0.19**	**0.19**
Accumulated Depreciation as at April 1, 2024	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2025	**0.18**	**0.18**
Carrying Value as at April 1, 2024	**0.01**	**0.01**
Carrying Value as at March 31, 2025	**0.01**	**0.01**

5. Investments

Particulars	As at 31-03-2026	As at 31-03-2025
Non-Current		
(Unquoted, Investment in Equity Instruments)		
Investment in Subsidiary, carried at cost		
B2B Softech Inc., USA		
72,000 (Previous Year: 72,000) Equity Shares of US Dollar 1 each, fully paid-up	33.81	33.81
	33.81	**33.81**

6. Loans

Particulars	As at 31-03-2026	As at 31-03-2025
Non-Current		
(Unsecured and considered good)		
Loan to B2B ESOP Trust*	33.92	100.00
	33.92	**100.00**
(Unsecured and credit impaired)		
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	33.92	**100.00**

(*Refer to Note no 47 for advances given to B2B ESOP Trust on March 31, 2026)

7. Other Non Current assets

Particulars	As at 31-03-2026	As at 31-03-2025
Security Deposits	7.47	7.47
B2B ESOP Trust	1.00	1.00
B2B Employees Gratuity Trust	3.33	-
	11.80	**8.47**

8. Inventories

Particulars	As at 31-03-2026	As at 31-03-2025
Work-In-Progress	20.18	17.66
(As certified by the management)		
	20.18	**17.66**

9. Current Investments

Particulars	As at 31-03-2026	As at 31-03-2025
(Quoted Investments, carried at Fair Value through Profit and Loss)		
Investments in Equity Instruments	106.34	95.90
Investments in Mutual Funds	1,695.09	1,553.16
	1,801.44	**1,649.06**
Aggregate Amount of quoted Investments	1,801.44	1,649.06
Market Value of quoted Investments	1,801.44	1,649.06
Aggregate Amount of unquoted Investments	-	-
Market Value of unquoted Investments	-	-

Method of Fair Valuation:

Class of Investment	Method	Fair Value as at March 31, 2026	Fair Value as at March 31, 2025
Investments in Equity Instruments	Quoted price	106.34	95.90
Investments in Mutual Funds	Quoted price	1,695.09	1,553.16
		1,801.44	**1,649.06**

10. Trade Receivables

Particulars	As at 31-03-2026	As at 31-03-2025
(Unsecured and considered good)		
Debts outstanding for a period exceeding six months	-	2.56
Others	108.88	150.36
Less: Allowance for expected credit loss	-	-
	108.88	**152.92**

(*Refer to Note no 52 for ageing of Trade Receivables)

11. Cash and Cash Equivalents

Particulars	As at 31-03-2026	As at 31-03-2025
Balances with scheduled banks	285.16	114.44
Cash on hand	0.03	0.02
	285.19	**114.46**

12. Bank balances other than Cash and Cash equivalents

Particulars	As at 31-03-2026	As at 31-03-2025
Balances with scheduled banks		
In Time Deposit accounts	257.22	248.79
	257.22	**248.79**

13. Loans

Particulars	As at 31-03-2026	As at 31-03-2025
Current (Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	3.43	1.34
	3.43	1.34
(Unsecured and credit impaired)	-	-
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	3.43	**1.34**

14. Other Financial Assets

Particulars	As at 31-03-2026	As at 31-03-2025
Current		
(Unsecured and considered good)		
Carried at Cost		
Advances to Suppliers	0.04	0.17
	0.04	**0.17**

15. Other Current assets

Particulars	As at 31-03-2026	As at 31-03-2025
TDS Receivable	48.83	65.62
Income Tax Refund	0.74	0.74
Interest accrued but not due	2.87	4.54
Earnest money deposit	0.23	0.93
Other Receivables	5.13	8.75
	57.80	**80.57**

16. Equity Share Capital

Particulars	As at 31-03-2026	As at 31-03-2025
(i) Share Capital		
Authorised Capital* :		
1,80,00,000 (31st March 2025 : 1,20,00,000) Equity Shares of Rs.10 each	1,800.00	1,200.00
Issued, Subscribed and Paid up Capital :		
11,585,400 (31st March 2025 : 11,585,400) Equity Shares of Rs.10 each fully paid up	1,158.54	1,158.54
Add : Shares Forfeited (Paid up value Rs.77000/-)	0.77	0.77
	1,159.31	**1,159.31**

*Refer Note 46 for increase in authorised share capital

Notes:

Particulars	No of Shares	No of Shares
a) Details of Share Holders having more than 5% of Shares		
1. Ramachandra Rao Nemani	24,58,760	24,58,760
(% of holding)	21.22%	21.22%
(% of change in holding)	0.00%	0.00%
2. Ravileela Granites Limited	15,11,000	15,11,000
(% of holding)	13.04%	13.04%
(% of change in holding)	0.00%	0.00%
3. Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
(% of holding)	9.39%	9.39%
(% of change in holding)	0.00%	0.00%
4. Janakirama Varma Meka	-	-
(% of holding)	0.00%	0.00%
(% of change in holding)	-100.00%	-100.00%
5. Penmetsa Satyavati Varma	6,62,400	6,62,400
(% of holding)	5.72%	5.72%
(% of change in holding)	0.00%	0.00%
6. B2B ESOP Trust	3,39,245	6,00,000
(% of holding)	2.93%	5.18%
(% of change in holding)	-76.86%	0.00%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	115.85	115.85
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	**115.85**	**115.85**

(Refer to Note no 50 for Shareholding Pattern of Promoters and Promoter Group as on March 31, 2026)

c) Rights, preferences and restrictions attached to equity shares:

(i) The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend in Indian rupees.

(ii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to the shareholding. The distribution will be in proportion to the number of the equity shares held by the shareholders.

17. Deferred Tax Liabilites (Net)

Particulars	As at 31-03-2026	As at 31-03-2025
Deferred Tax Liabilites (Net)	79.43	35.94
	79.43	**35.94**

18. Long Term Provisions

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Gratuity Payable	-	3.23
	-	**3.23**

19. Trade Payables

Particulars	As at 31-03-2026	As at 31-03-2025
(Unsecured and considered good)		
Dues to micro and small enterprises	-	-
Dues to other than micro and small enterprises	1.79	1.47
	1.79	**1.47**

(*Refer to Note no 51 for ageing of Trade Payables)

20. Other Financial Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Current (Unsecured and considered good) **(Carried at Cost)**		
Advances received from Customers	0.07	9.79
	0.07	**9.79**

21. Other Current Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Outstanding expenses	99.87	122.54
Statutory liabilities	37.39	30.31
Security Deposit	51.56	50.23
	188.82	**203.08**

22. Short term Provisions

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Gratuity Payable	-	-
	-	-

23. Current tax liabilities (Net)

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Income tax	38.87	38.72
	38.87	**38.72**

24. Revenue from operations

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	918.21	719.95
Domestic Income	-	-
Sale of Software Products	220.70	226.93
Income from Consultancy Services	468.37	566.76
	1,607.29	**1,513.64**

25. Other Income

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Unrealised Gain /(Loss) from Mutual Funds	116.59	126.37
Unrealised Gain /(Loss) on Investments	-	-
Realised Gain / (Loss) on Investments	10.72	6.47
Dividend on Investments	1.49	0.94
Interest on Deposits	14.21	13.90
Interest on IT Refund	1.27	1.30
Bad Debts Recovered	1.77	-
Miscelleneous Income	1.91	-
	147.96	**148.98**

26. Purchases of Software Products

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Software Products	227.31	281.08
	227.31	**281.08**

27. Employee benefit expenses

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
*Salaries	814.26	792.58
Contribution to Provident Fund and other Funds	45.28	29.45
Share Based Payments Expense	59.69	9.71
Staff Welfare Expenses	13.18	9.11
Certification fee	5.39	0.48
Stipend	6.97	3.10
Managerial Remuneration CEO & CFO	48.00	48.00
	992.78	**892.43**
* Includes Director Remuneration	57.73	58.91

28. Administrative and other Expenses

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Rent	21.00	14.41
Rates and Taxes	7.63	15.10
Insurance	0.39	0.42
Travelling Expenses	55.71	42.42
Communication Expenses	-	-
- Internet Charges	3.34	3.44
- Telephone	0.24	0.31
- Postage & Courier	0.04	0.02
Printing and Stationery	0.15	0.15
Electricity Charges	6.56	4.98
Advertisement	1.95	1.07
Exchange Fluctuation (Gain)/Loss	7.02	5.11
Repairs and Maintenance	-	-
- Machinery	4.22	0.84
- Vehicles	3.02	3.07
Professional and Consultancy Charges	64.44	59.48
Auditor's Remuneration	-	-
- Statutory Audit Fees	1.80	1.80
Unrealised Loss on Investments	3.26	3.58
Bad Debts	0.27	9.62
Directors Sitting Fee	4.30	4.10
Membership Fee, Meeting & Seminar Charges	1.66	1.88
Security Charges	1.97	2.18
Office Maintenance	5.55	1.84
	194.51	**175.80**

29. Other Comprehensive Income

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Items that will not be reclassified to Profit or (Loss)		
Acturial gain/(loss) - Gratuity	20.67	-31.74
	20.67	**-31.74**

30 Financial risk managament objectives and policies:

The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company’s policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company’s financial assets and liabilities in different currencies are as follows:

Particulars of Unhedged foreign Currency Exposure :

Particulars	As at 31-03-2026	As at 31-03-2025
Trade Receivables (USD)	8.28	39.40
	$8,775.00	$46,036.41
Trade Receivables (AUD)	9.10	5.09
	$14,080.00	$9,464.00

The Company’s exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company’s foreign currency financial instruments:

31st March 2026	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee			
USD	94.3663	8.28	8.28
AUD	64.65	9.10	9.10

31st March 2026	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee			
USD	85.5814	39.40	39.40
AUD	53.757	5.09	5.09

Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particulars	Carrying Value as at	
	31 March 2026	31 March 2025
Investment in Subsidiary (Non-Current)	33.81	33.81
Current Investments	1,801.44	1,649.06
Trade receivables	108.88	152.92
Short term deposits with banks	257.22	248.79
Loans	37.35	101.34

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.`

The Company requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2026

	Current Within 12 months	Non-Current		Total
		1-5 years	Later than 5 years	
Trade and Other Payables	1.79	-	-	1.79
Other Financial Liabilities	0.07	-	-	0.07
Other Current Liabilities	188.82	-	-	188.82
Total	**190.68**	-	-	**190.68**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2025

	Current Within 12 months	Non-Current		Total
		1-5 years	Later than 5 years	
Trade and Other Payables	1.47	-	-	1.47
Other Financial Liabilities	9.79	-	-	9.79
Other Current Liabilities	203.08	-	-	203.08
Total	**214.34**	-	-	**214.34**

31 Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount 31 March 2026	Fair value 31 March 2026	Carrying amount 31 March 2025	Fair value 31 March 2025
Non- current financial assets				
Investment in subsidiary, at cost	33.81	33.81	33.81	33.81
Loans	33.92	33.92	100.00	100.00
Total Non-Current	**67.74**	**67.74**	**133.81**	**133.81**
Current financial assets				
Current Investments - Liquid Mutual Fund Units and Equity Shares	1,801.44	1,801.44	1,649.06	1,649.06
Trade Receivables	108.88	108.88	152.92	152.92
Cash and Cash Equivalents	285.19	285.19	114.46	114.46
Bank Balances other than above	257.22	257.22	248.79	248.79
Loans	3.43	3.43	1.34	1.34
Other Financial Assets	0.04	0.04	0.17	0.17
Total Current	**2,456.19**	**2,456.19**	**2,166.74**	**2,166.74**
Total Financial Assets	**2,523.92**	**2,523.92**	**2,300.55**	**2,300.55**
Non-current Financial Liabilities	-	-	-	-
Total Non-current	-	-	-	-
Current Financial Liabilities				
Trade Payables	1.79	1.79	1.47	1.47
Other Financial Liabilities	0.07	0.07	9.79	9.79
Total Current	**1.86**	**1.86**	**11.25**	**11.25**
Total Financial Liabilities	**1.86**	**1.86**	**11.25**	**11.25**

Capital management

Capital includes equity attributable to the equity holders of the parent and debt.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value objectives include, among others:

- Ensure Company’s ability to meet both its long-term and short-term capital needs as a going concern;
- Constantly evolve multiple funding alternatives – equity and / or preference capital, non convertible debentures, corporate loan facilities to arrive at an optimal capital mix;

No changes were made in the objectives, policies or processes during the year ended March 31, 2026 and March 31, 2025

The Company maintains a mixture of cash and cash equivalents that are designed to ensure the Company has sufficient available funds for business requirements.

The Company does not have any short term or long term outstanding debts and hence the Debt to Equity Ratio is zero as at March 31, 2026 and March 31, 2025.

32 Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

Level 3: valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2026	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units and Shares	1,801.44	-	-	**1,801.44**
Total	**1,801.44**	-	-	**1,801.44**
Financial liabilities measured at fair value	**-**	-	-	**-**
Total	**-**	-	-	**-**

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2026, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2025	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units and Shares	1,649.06	-	-	**1,649.06**
Total	**1,649.06**	-	-	**1,649.06**
Financial liabilities measured at fair value	**-**	-	-	**-**
Total	-	-	-	**-**

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2025, there were no transfers between Level I, Level II and Level III fair value measurements.

33. Capital commitments and Contingent liabilities and Contingent Assets

There are no Capital commitments, Contingent Liabilities and Contingent Assets as on 31st March, 2026 (previous Year NIL)

34 Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2026	March 31, 2025
Software Services	938.16	754.79

35 Expenditure in Foreign Currency (on payment basis)

Particulars	**March 31, 2026**	**March 31, 2025**
Foreign-Travelling Exps	-	-
Managerial Remuneration	69.66	39.88

36 Disclosure is made as per the requirement of the Ind-AS 24 on Related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidary Company

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ramachandra Rao Nemani	CEO
V. Bala Subramanyam	Whole Time Director
Sunil Nemani	CFO
CS Gita Usha Rani Maddukuri	Company Secretary (appointed w.e.f 02.04.2025 & resigned w.e.f 26.08.2025)

c) Directors

Yaramati Avinash	Non-Promoter and Non-Executive Director (appointed w.e.f 12.07.2025)
P Samantha Reddy	Non-Promoter and Independent Woman Director
Lakshminarayana Bolishetty	Non-Promoter and Independent Director
Sreeramulu Kavuri	Non-Promoter and Independent Director

d) Parties where key managerial person has significant influence

Name of the party	**KMP**	**Relation of KMP**
Genius Doc Inc	Dr.Ramachandra Rao Nemani	CEO
With Antelope Valley Cancer Center	Dr.Ramachandra Rao Nemani	CEO

ii) Transactions during the year

Name of the Related party		March 31, 2026	March 31, 2025
(a) With Genius Doc Inc			
Export of Software Services		399.59	386.77
(b) With Antelope Valley Cancer Center		-	-
Export of Software Services		103.93	-
(c) With Key Management Personnel	**Relation**	-	-
Remuneration to V Bala Subramaniyam	Executive Director	51.04	55.38
Remuneration to Dr Ram Nemani	CEO	36.00	36.00
Remuneration to Sunil Nemani	CFO	12.00	12.00
Remuneration to CS Prabhat Bhamini	Company Secretary	-	4.42
Remuneration to CS Gita Usha Rani	Company Secretary	1.53	-

iii) Balances Outstanding at the Year End

Name of the Related party	March 31, 2026	March 31, 2025
(a) With Genius Doc Inc		
Receivables	-	32.55
(b) With Antelope Valley Cancer Center	-	-
Receivables	-	-
(c) With Key Management Personnel	-	-
Managerial Remuneration	6.50	6.87

37 Delay in Appointment of Company Secretary

The Company Secretary resigned w.e.f 26 August 2025. The management is taking necessary steps to fill the vacancy at the earliest. Pending such appointment, the Company has ensured that all applicable statutory and regulatory compliances are being duly adhered to by the designated officials."

38 Earning/(loss) Per Share as per Ind-AS 33:
The Computation of EPS as per Ind-AS 33 is set out below:

Name of the Related party	March 31, 2026	March 31, 2025
Earnings		
Profit/ (Loss) after Tax for the period	**230.18**	**240.49**
Add: Share based payment expenses	59.69	9.71
Profit/ (Loss) after Tax for the period for calculation of Diluted EPS	289.88	250.20
Weighted Average number of equity shares for Basic EPS (Nos)	115.85	115.85
Add : Potential Equity shares (if any) (Refer Note 56)	57.93	-
Weighted Average number of equity shares for Diluted EPS (Nos)	**173.78**	**115.85**
Face value per share (Rs.)	10	10
Basic Earning Per Share	**1.99**	**2.08**
Diluted Earning Per Share	**1.67**	**2.08**

* Diluted EPS for the year ended 31.03.2025 after considering share based payment expenses is anti-dilutive. Hence, potential equity shares are not considered in the calculation of Diluted EPS for the year ended 31.03.2025

39. Investment in Quoted Mutual Funds

Amount

	March 31, 2026	March 31, 2025
Opening Balance	1,553.16	1,343.52
Add: Purchases/(Sales)	25.35	83.27
Add: Profit/(Loss) in Fair Valuation as at reporting date	116.59	126.37
Closing Balance*	**1,695.09**	**1,553.16**
* Net Asset Value as on 31.03.2026 is Rs. 16,95,09,428/-		

Investment in Quoted Equity Instruments

Amount

	March 31, 2026	March 31, 2025
Opening Balance	95.90	44.22
Add: Purchases/(Sales)	13.71	55.25
Add: Profit/(Loss) in Fair Valuation as at reporting date	(3.26)	(3.58)
Closing Balance*	**106.34**	**95.90**
Market Value on 31.03.2026 is Rs. 1,06,34,316/-		

40 The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel Gmbh. The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for dimunition in the value of investment.

41 The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation. The Company has made a provision for dimunition in the value of investment to the extent of 100% of the carrying amount.

42 Segment Reporting:

The Company is primarily engaged in Information Technology and related services. There is one reportable geographical segment in terms of IND AS 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

(a) Segment Revenue

Particulars	March 31, 2026	March 31, 2025
Segment Revenue		
a) DTA	689.08	793.69
b) EOU	918.21	719.95
Total	1,607.29	1,513.64
Less : Inter segment revenues	-	-
Net Segment Revenue	1,607.29	1,513.64
Segment Result	-	-
a) DTA	-317.57	-191.15
b) EOU	647.73	494.06
Unallocated Income (net)	-	-
Finance Costs	-	-
Profit/(Loss) before tax	330.16	302.92
Tax on Income including Deferred Tax	99.97	62.43
Profit/(Loss) after tax	**230.18**	**240.49**

(b) Segment Assets and Liabilities

Particulars	March 31, 2026	March 31, 2025
Segment Assets		
a) DTA	2,485.26	2,065.07
b) EOU	152.20	364.28
	2,637.46	**2,429.35**
Unallocated Assets	4.33	1.00
Total Assets	**2,641.80**	**2,430.35**
Segment Liabilities	-	-
a) DTA	215.65	240.70
b) EOU	13.90	12.35
	229.55	**253.05**
Unallocated Liabilities	79.43	39.17
Total Liabilities	308.98	292.23
Other Segment Information	-	-
Depreciation / amortisation	13.00	13.19
Capital Expenditure	13.00	13.19
Share Capital	1,159.31	1,159.31
Other Equity	1,173.51	978.82

43 Deferred tax asset/liability is determined and accounted as per Ind AS 12 issued by ICAI.

Deferred tax is recognised in accordance with Ind AS 12 – Income Taxes on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases.

Particulars	March 31, 2026	March 31, 2025
Deferred Tax Assets	10.18	5.63
Deferred Tax Liabilities	-89.62	-41.57
Net Deferred Tax (Asset)/Liability	**-79.43**	**-35.94**

The Tax reconciliation is as follows:

Particulars	March 31, 2026	March 31, 2025
Accounting profit	330.16	302.92
Effective tax rate(%)	25.17	25.17
Tax on Profit at effective rates	**83.09**	**76.24**
Earlier year taxes	-4.89	-6.34
Expenditure not deductible for tax purpose	100.06	26.47
Expenditure deductible for tax purpose	65.08	12.12
Others	237.83	192.35
Effective tax rate on above(%)	25.17	25.17
Tax on Profit at effective rate (A)	**59.86**	**48.41**
Income Chargeable to tax on Special rates	**-**	**-**
Short Term Capital Gain	1.44	0.27
Effective tax rate on above(%)	22.880	22.880
Tax on above at effective rate (B)	**0.33**	**0.06**
Long Term Capital Gain	9.28	6.20
Effective tax rate on above(%)	14.300	14.300
Tax on above at effective rate (C)	**1**	**1**
Total Tax on Profit (A+B+C)	**61.37**	**49.18**

44 Employee Benefits

Disclosure as required by Ind-AS 19 'Employee Benefits' is as below:

Particulars	March 31, 2026	March 31, 2025
1 Changes in Present Value of Obligation		
Present value of obligation as at the beginning of the year	186.47	150.28
Interest Cost	12.38	10.14
Current service cost	14.18	18.03
Past Service Cost -non vested benefits	22.56	-
Actuarial gain/(loss) on obligations	(33.02)	22.62
Benefits paid	(5.93)	(14.59)
Present value of obligations at the end of the year	**196.64**	**186.47**
2 Changes in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	177.39	150.96
Acquisition adjustments	12.47	11.02
Expected return on plan assets	12.35	9.13
Contributions	5.00	30.00
Benefits Paid	(5.93)	(14.59)
Actuarial gain/(loss) on plan assets	(12.35)	(9.13)
Fair value of plan assets at the end of the year	**188.92**	**177.39**
3 Liability Recognised in Balance Sheet		
Present value of obligation as at the end of the year	196.64	186.47
Fair value of plan assets at the end of the year	188.92	177.39
Funded Status	7.72	9.09
Net asset/(liability) recognised in balance sheet	7.72	9.09
4 Bifurcation of Net Liability		
Current Liability (Short-term)	4.84	6.03
Non - Current Liability (Long-term)	191.80	180.44
Net Liability	**196.64**	**186.47**
5 Expenses Recognised in Statement of Profit & Loss		
Current service cost	14.18	18.03
Past Service Cost	-	-
Interest Cost	12.38	10.14
Expected Return on plan assets	(12.35)	(9.13)
Expenses recognised in the Income Statement	14.20	19.04
Other Comprehensive Income		
Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
Actuarial gain/(loss) on Obligations - Change in Financial assumptions	-	-
Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(33.02)	22.62
Total Actuarial gain/ (loss) on obligations	**(33.02)**	**22.62**
Actuarial gain/ (loss) on Plan assets	(12.35)	(9.13)
Total Other Comprehensive Income	**(20.67)**	**31.74**
Assumptions		
Discount	7.00%	6.75%
Escalation	7.00%	7.00%

45 Revenue from Contracts with Customers

Revenue from contracts with customers as per Ind AS 115 – Revenue from Contracts with Customers is presented below:"

(a) Disaggregation of Revenue

Revenue is disaggregated based on the nature of goods and services and timing of transfer of control, as under:"

Particulars	March 31, 2026	March 31, 2025
Sale of products	220.70	226.93
Rendering of services	1,386.58	1,286.70
Total	**1,607.29**	**1,513.64**

(b) Contract Balances

Particulars	March 31, 2026	March 31, 2025
Contract Assets	108.88	152.92
Contract Liabilities	0.07	9.79

46 Increase in Authorised Share CapitalPursuant to the approval of the shareholders at the EGM held on 26 March 2026, the authorised share capital of the Company was increased from Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each to Rs. 18,00,00,000 divided into 1,80,00,000 equity shares of Rs. 10 each.Consequently, Clause V of the Memorandum of Association of the Company was altered to reflect the above increase.

47 Loan to B2B ESOP Trust We have observed that an amount of Rs.60,00,000/- is advanced to B2B ESOP Trust in February 2008 and Rs. 40,00,000/- is advanced in March 2025, for allotment of shares to employees under ESOP scheme. The Company allotted 6,00,000 shares to B2B ESOP Trust in April 2008. During the year, the Company has received Rs. 26,07,550/- from B2B ESOP Trust towards repayment of Loan out of the proceeds of shares received upon excerise of shares by the employees. The details of the grant of ESOPs is given in Note 49 below.

48 Withdrawal of ESOP Allotment and Request for Cancellation of PAS-3The Company filed Form PAS-3 on March 25, 2025 for allotment of 4,00,000 equity shares under the ESOP Trust route. Subsequently, upon detailed evaluation of the compensation framework, the Board of Directors decided to withdraw the said allotment. The Company stated that no options were granted or exercised and that the said allotment has been reversed and not given effect to in the financial statements. The Company also made an application to the Registrar of Companies for cancellation of the said filing, which is pending as at reporting date.

49 Employee Stock Option Plan

The Nomination and Remuneration Committee (NRC) of the Board of Directors approved the ESOP Scheme 2024 vide resolution dated 11 February 2025, under which the Company had granted options to the eligible employees of the Company pursuant to the approval of the shareholders dated 26 September 2024 and in-principle approval obtained from BSE Limited under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. The options granted under the Scheme during the previous financial year have vested and have been exercised by the eligible employees during the financial year 2025–26 in accordance with the terms of the Scheme. The details of the Scheme are as follows:

Grant 1:

Date of Grant	11.02.2025
Fair Value of Option	23.92 (as per valuation report)
Excercise price	10 per option
Expense recognized in FY 2024–25	Rs. 9,70,701
Expense recognized in FY 2025-26	Rs. 32,37,148
Options Granted to employees in FY 2024-25	3,02,288 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Options Exercised	2,60,755 Options excercised
Outstanding options	Nil
Options Lapsed / Forfeited	41,533 Options
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

Grant 2:

Date of Grant	19.05.2025
Fair Value of Option	23.92 (as per valuation report)
Excercise price	10 per option
Expense debited to Statement of Profit and Loss	Rs. 30,26,285
Options Granted to employees in FY 2025-26	2,50,325 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Outstanding options	All the options are outstanding as 31.03.2026
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

Grant 3:

Date of Grant	04.11.2025
Fair Value of Option	38.24 (as per valuation report)
Excercise price	10 per option
Expense debited to Statement of Profit and Loss	Rs. 2,84,104
Options Granted to employees in FY 2025-26	24,811 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Outstanding options	All the options are outstanding as 31.03.2026
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

50 The details of the shares held by promoters as at March 31, 2026 are as follows:

Sl. No.	Name of Promoter	No of Shares held	% of Total Shares	% change during the year
	Promoters			
1	J Madan Mohan Reddy	0.00	0.00%	-
2	Janna Vasantha Reddy	0.70	0.60%	-
3	Samantha Reddy Parvatha Reddy	0.16	0.14%	-
4	Leelavathi Parvatha Reddy	0.03	0.02%	-
5	R Subbarami Reddy	0.02	0.02%	-
6	Srinivas Reddy Parvat	2.12	1.83%	-
7	Arun Raj	0.00	0.00%	-
8	N Chinnappa Reddy	0.00	0.00%	-
9	Ravileela Granites Limited	15.11	13.04%	-
10	Ramachandra Rao Nemani	24.59	21.22%	-
	Promoter Group			
1	Dr K Lahiri	0.01	0.01%	-
2	Neelam Jayanth Reddy	0.08	0.07%	-
3	Harshini Reddy Parvatha	0.18	0.16%	-
4	S Ramesh	0.02	0.02%	-
5	Sharmila Nemani	4.52	3.91%	-0.05%
6	Sunil Nemani	3.74	3.22%	-
7	Vinitha P Varma	2.50	2.16%	-
8	Prathima Nemani	2.33	2.01%	-
9	Krothapalli Anjaneyulu	-	0.00%	-100%
10	Lavanya Reddy Neelam	0.03	0.02%	-
11	Ram R Nemani Def. Ben. Pension Plan Trust	10.88	9.39%	-
12	Varma J Meka Def. Ben. Pension Plan Trust	2.03	1.75%	-
	Total	69.04	**59.59%**	-

51 Trade Payables - Ageing Analysis
March 31, 2026

PARTICULARS	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	1.79	-	-	-	1.79
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

March 31, 2026

PARTICULARS	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	1.47	-	-	-	1.47
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

52 Trade Receivables - Ageing Analysis
March 31, 2026

Particulars	Outstanding for following periods from date of invoice					Total
	Less Than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	108.88	-	-	-	-	108.88
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

March 31, 2025

Particulars	Outstanding for following periods from date of invoice					Total
	Less Than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	150.36	2.56	-	-	-	152.92
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

53. Financial Ratios

Particulars	Formula	March 31, 2026	March 31, 2025	Change in %	Reasons if change> 25%
Current Ratio	Current assets/Current Liabilites	11.04	8.94	23.52%	
Debt-Equity Ratio	NA	-	-	0.00%	
Debt Service Coverage Ratio	NA	-	-	0.00%	
Return on Equity Ratio	Profit for the period/Average Shareholder's Equity	10.30%	11.85%	-13.13%	
Inventory turnover ratio	Cost of Goods Sold/Average inventory	11.88	17.11	-30.57%	Due to increase in Closing Average Inventory
Trade Receivables turnover ratio	Credit sales/Average Trade receivables (Gross)	12.28	8.93	37.56%	Due to decrease in Trade Receivables
Trade payables turnover ratio	Credit Purchases/Average Trade Payables	139.43	20.52	579.34%	Due to decrease in Trade Payables
Net capital turnover ratio	Revenue from operations/Net Working Capital	0.70	0.75	-7.45%	
Net profit ratio	Profit for the period/Revenue from operations	14.32%	15.89%	-9.86%	
Return on Capital employed	EBIT/capital employed	14.15%	14.17%	-0.10%	
Return on investment	Income generated from invested funds/average funds invested	6.86%	8.03%	-14.59%	

54 The provisions of Section 135 of the Companies Act, 2013 is not applicable to the company. Hence, the company has not incurred any amount towards Corporate Social Responsibitily during the current year or previous year.

55 Other Disclosure Requirement in Schedule III

a) The company does not have any transaction with the companies struck off under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956 during the year ended March 31, 2026 and March 31, 2025.

b) There are no charges or satisfaction which are to be registered with the Registrar of Companies during the year ended March 31, 2026 and March 31, 2025.

c) The company complies with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of layers) rules 2017 during the year ended March 31, 2026 and March 31, 2025.

d) The company has not invested or traded in cryptocurrency or virtual currency during the year ended March 31, 2026 and March 31, 2025.

e) No proceedings have been initiated on or are pending against the company for holding Benami property under the Prohibition of Benami Property Transaction Act 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and Rules made thereunder during the year ended March 31, 2026 and March 31, 2025.

f) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

g) The company has not entered into any scheme of arrangement approved by the competent authority in terms of sections 232 to 237 of the Companies Act 2013 during the year ended March 31, 2026 and March 31, 2025.

h) During the year ended March 31, 2026 and March 31, 2025, the company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act 1961).

i) During the year ended March 31, 2026 and March 31, 2025, the company has not advanced or loaned or invested funds (either borrowed funds or the share premium or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

j) During the year ended March 31, 2026 and March 31, 2025, the company has not received any funds from any persons or entities including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall:

1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or

2. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

k) The Company does not have any immovable properties included under Property, Plant & Equipments.

l) The Company does not have any Investment Property and intangible assets under development.

56 Events after the Reporting PeriodIssue of Bonus Shares:The Company, pursuant to approval of shareholders obtained on EGM conducted on 26 March 2026, has issued bonus equity shares in the ratio of 1:2 (one equity share for every two equity shares held). The allotment of bonus shares was completed on 2 April 2026 and the shares were credited to shareholders' accounts on or before 6 April 2026. Accordingly, the share capital and reserves as at 31 March 2026 do not reflect the above bonus issue. In accordance with the principles of Ind AS 10, the above represents a non-adjusting event and hence has not been recognized in the financial statements as at 31 March 2026. However, the effect of bonus shares has been considered at the time of calculation of Diluted EPS in Note 38 above.

57 Interim DividendThe Company, vide Board Resolution dated 30.01.2026, declared an interim dividend of Rs. 1 per share. The record date for determining the entitlement of members to the interim dividend was 07 February 2026.

58 Previous period figures have been regrouped/reclassified/rearranged, wherever necessary, to conform to those of the Current Period.

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569VOPPBY1690

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

INDEPENDENT AUDITOR'S REPORT

ToThe Members

M/s B2B Software Technologies Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS consolidated financial statements of M/s B2B Software Technologies Limited (hereinafter referred to as the 'Holding Company") and its subsidiary (collectively referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2026, and the consolidated statement of Profit and Loss, (including other comprehensive income),the consolidated Cash FlowStatement, consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2026, of its consolidated profit,its consolidated total comprehensive income, its consolidated changes in equity and their consolidated cash flows for the year then ended.

Basis for Opinion

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

Emphasis of Matter

We draw attention to Note 50 to the financial statements, which describes the Company's filing of Form PAS-3 on March 25, 2025 for allotment of 4,00,000 equity shares under the ESOP Trust route and the subsequent decision of the Board of Directors to withdraw the said allotment. The Company has represented that no options were granted or exercised and that the said allotment has been reversed and not given effect to in the financial statements. The Company has also made an application to the Registrar of Companies for cancellation of the said filing, which is pending as at the date of this report.

Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Key Audit Matters	
1. Revenue from Operations: The accounting of revenue involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.	**Principle Audit Procedures** We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: 1. Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. 2. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. 3. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.
2. Issuance of Equity Shares on Exercise of Employee Stock Options (ESOP): During the financial year 2025-26, employees exercised 2,60,755 stock options under the ESOP Scheme 2024. This resulted in the allotment of 2,60,755 equity shares, leading to an increase in Securities Premium by Rs.36.30 lakhs. We identified this as a key audit matter due to the material impact on the equity structure and the requirement for strict compliance with SEBI and Companies Act regulations.	**Principle Audit Procedures** Our audit procedures included: • **Review of Scheme Terms:** We reviewed the terms and conditions of the ESOP schemes approved by the Board of Directors and assessed the accounting treatment adopted by the Company. • **Evaluation of Internal Controls:** We evaluated the design and implementation of key internal controls relating to accounting of share-based payments. • **Assessment of Valuation Assumptions:** We assessed the appropriateness of the valuation methodology and reasonableness of key assumptions used in determining the fair value of options granted. • Capital Reconciliation: Verified that the increase in share capital is correctly reflected in the Statement of Changes in Equity (SOCE). • Accounting Entry: Verified the transfer of the Fair Value of options from the 'Share Based Payment Reserve' to 'Securities Premium' upon exercise, as per Ind AS 102.

Information other than Financial Statements and Auditor's Report Thereon

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

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

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

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

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

The Holding Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group and of its subsidiaries.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

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

vi. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Other Matters

We did not audit the financial statements of the subsidiary which reflect total assets of Rs.214.59 lakhs as at 31st March,2026, total revenues of Rs. 14.38 lakhsand net profit Rs.54.10 lakhsfor the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors after considering the requirement of Standard on Auditing (SA 600) on 'Using the Work of Another Auditor' including materiality.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statementscertified by the Management.

Report on Other Legal and Regulatory Requirements

1. According to the information and explanations given to us and based on our examination of the Financial Statements of the Subsidiary, Companies (Auditor's Report) Order (CARO), 2020 report is not applicable to the Subsidiary included in the consolidated financial statements. Accordingly, reporting as required by the paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, is not applicable.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

i. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

iii. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

v. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

vi. With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure which is based on auditor’s reports of the Holding Company and its subsidiary company.

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

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

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

a) There were no pending litigations which would impact the consolidated financial position of the Group.

b) The Group, its associates and jointly controlled entities did not have any material foreseeable losses on long-term contracts including derivative contracts.

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

d)

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

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

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

e) As stated in Note 59 to the Consolidated Financial Statements, the interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.

f) Based on our examination, which included test checks, the company has used accounting software for maintaining its books of accounts for the financial year ended March 31, 2026 which has a feature of recording the audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For M V Vijaya Kumar & Co.,
Chartered Accountants
FRN: 007890S

Sd/-
S Sourabh Srivatsav
Partner
ICAI MRN: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date: April 11, 2026

Annexure to the Auditors' Report

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

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2026, we have audited the internal financial controls over financial reporting of B2B Software Technologies Limited ("the Holding Company") as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to Consolidated Financial Statements insofar as it related to subsidiary company is based on the representation received from the group.

Our report is not modified in respect of the above matters.

For M V Vijaya Kumar & Co.,
Chartered Accountants
FRN: 007890S

Sd/-
S Sourabh Srivatsav
Partner
ICAI MRN: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date: April 11, 2026

Consolidated Balance Sheet as at 31 March 2026

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

Particulars	Note No.	AS AT March 31, 2026	AS AT March 31, 2025
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	4	28.09	23.09
(b) Intangible assets	5	0.01	0.01
(c) Financial Assets		-	-
(i) Investments	6	-	-
(ii) Loans	7	33.92	100.00
(d) Deferred tax assets (net)	8	-	-
(e) Other non-current assets	9	11.80	8.47
		73.83	**131.57**
2. Current assets			
(a) Inventories	10	20.18	17.66
(b) Financial Assets		-	-
(i) Current Investments	11	1,801.44	1,649.06
(ii) Trade receivables	12	108.88	152.92
(iii) Cash and cash equivalents	13	499.78	257.11
(iv) Bank balances other than (iii) above	14	257.22	248.79
(v) Loans	15	3.43	1.34
(vi) Other financial assets	16	0.04	0.17
(c) Current tax assets (Net)		-	-
(d) Other current assets	17	57.80	80.57
		2,748.75	**2,407.62**
3.Non-current assets held for sale		-	-
Total Assets		**2,822.57**	**2,539.19**
II. EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	18	1,159.31	1,159.31
(b) Other equity		1,354.28	1,087.65
		2,513.59	**2,246.96**
B. LIABILITIES			
1. Non-current liabilities			
(a) Financial liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Other financial liabilities		-	-
(b) Provisions	20	-	3.23
(c) Deferred Tax Liabilites (Net)	19	79.43	35.94
(d) Other non-current liabilities		-	-
		79.43	**39.17**
2. Current liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ia) Lease Liabilities		-	-
(ii) Trade payables	21	-	-
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		1.79	1.47
(iii) Other financial liabilities	22	0.07	9.79
(b) Other current liabilities	23	188.82	203.08
(c) Short-term provisions	24	-	-
(d) Current tax liabilities (Net)	25	38.87	38.72
		229.55	**253.05**
Total Equity and Liabilities		**2,822.57**	**2,539.19**

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Consolidated Statement of Profit and loss for the Year ended March 31, 2026

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

Particulars	Note No.	For the Year Ended March 31, 2026	For the Year Ended March 31, 2025
I. Revenue from Operations	26	3,045.58	2,413.69
II. Other income	27	147.96	148.98
III. Total revenue (I+II)		**3,193.54**	**2,562.67**
IV. Expenses			
(a) Purchases of Software Products	28	227.31	281.08
(b) Changes in Inventory - WIP		(2.51)	(2.80)
(c) Employee benefit expenses	29	1,911.55	1,562.06
(d) Administrative and other expenses	30	659.94	383.22
(e) Depreciation and amortization expense	4	13.00	13.19
Total expenses		**2,809.29**	**2,236.76**
V. Profit/(Loss) before exceptional items and tax (III - IV)		**384.25**	**325.91**
VI. Exceptional items		-	-
VII. Profit/(Loss) before tax (V - VI)		**384.25**	**325.91**
VIII. Tax expense / (income)			
Current tax		61.37	49.22
Earlier year taxes		(4.89)	(6.34)
Deferred Tax		43.49	19.55
Total tax expenses		**99.97**	**62.43**
IX. Profit for the period / year (VII-VIII)		**284.28**	**263.48**
Other Comprehensive Income			
A. Items that will not be reclassified to Profit or (Loss)	31	20.67	(31.74)
Income tax relating to items that will not be reclassified to profit or loss		-	-
B. Items that will be reclassified to Profit or Loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
		20.67	**(31.74)**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**304.95**	**231.74**
Profit Attributable to			
Parent Company		284.28	263.48
Non Controlling Interest		-	-
Total Comprehensive Income attributable to			
Parent Company		304.95	231.74
Non Controlling Interest		-	-
Earnings per share-par value of `10 per share			
Class A - Basic		2.45	2.27
Diluted		1.98	2.27
See accompanying notes to financial statements			

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Consolidated Cash Flow Statement for the year ended March 31, 2026

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

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

Particulars	For the Year Ended	
	March 31, 2026	March 31, 2025
A. Cash Flows from Operating Activities		
Net profit/(loss) before tax	304.95	231.74
Adjustments for :	-	-
Depreciation	13.00	13.19
Income from Investment - Dividends	(118.08)	(127.31)
Interest on Deposits	(14.21)	(13.90)
Share Based Payments offered to employees	59.69	9.71
Exchange differences on translation of foreign currency cash and cash equivalents	7.02	5.11
Profit on Sale of Fixed Assets		
	252.37	118.54
Operating profit before working capital changes		
Adjustments for changes in working capital :		
(Increase)/Decrease in Work in Progress	(2.51)	(2.80)
(Increase)/Decrease in Accounts Receivables	44.05	33.31
(Increase)/Decrease in Loans and Advances	(2.09)	0.69
(Increase)/Decrease in Other Financial assets	0.13	0.21
(Increase)/Decrease in Other Current assets	22.78	(1.16)
Increase / (Decrease) in Trade and Other Payables	0.33	(24.46)
Increase / (Decrease) in Other financial liabilities	(9.72)	(1.54)
Increase / (Decrease) in Other Current Liabilities	(14.27)	(4.79)
Increase / (Decrease) in Long term provisions	(3.23)	-
Increase / (Decrease) in Current Tax Liabilities	0.15	19.79
Increase / (Decrease) in Deferred tax	43.49	19.55
	79.11	38.81
Cash generated from operations	331.47	157.35
Less: Taxes Paid	-	-
Net Cash from/(used in) Operating Activities	**331.47**	**157.35**
B. Cash Flows from Investing Activities		
Purchase of Fixed Assets	(18.00)	(5.52)
Sale of Fixed Assets	-	-
Purchase of Mutual Funds	(152.38)	(261.31)
Sale of Mutual Funds	-	-
(Increase)/Decrease in Long Term Loans & Advances	66.08	(40.00)
Income from Investment - Dividends	118.08	127.31
Interest on Deposits	14.21	13.90
(Increase)/Decrease in Other Non-Current assets	(3.33)	(1.00)
Net Cash used in Investing Activities	**24.65**	**(166.63)**
C. Cash Flows from Financing Activities		
Increase/(Decrease) in Secured Loans	-	-
Share Application Money received	-	-
Dividend Paid	(115.85)	
Interest paid	-	-
Net Cash from/(used in) Financing Activities	**(115.85)**	**-**
D. Exchange differences on translation of foreign currency cash and cash equivalents	10.82	(1.73)
	-	-
Net Increase in Cash and Cash equivalents during the year (A+B+C+D)	251.09	(11.01)
Cash and Cash equivalents at the beginning of the year	505.90	516.91
Cash and Cash equivalents at the end of the year	**756.99**	**505.90**

Notes:		
Cash and cash equivalents includes		
Cash on hand	0.03	0.02
Balances with scheduled banks	-	-
In Current accounts	421.61	257.08
In Investment accounts	55.45	-
In Dividend accounts	22.68	-
In EEFC accounts	0.00	0.00
In Fixed Deposit accounts	257.22	248.79
	756.99	**505.90**
See accompanying Significant Accounting Policies & Notes to Financial Statements		

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

A. Equity Share Capital

Particulars	Balance as at April 1, 2024	Changes in equity share capital during the year	Balance as at March 31, 2025
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77		0.77
Total	**1,159.31**	**-**	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus				Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Retained Earnings	Share Based Payment Reserve				
Balance as at 1st April 2024	-	-	665.33	-	146.79	30.70	-	**842.82**
Profit for the year			263.48	-	(31.74)	3.38	-	**235.12**
Share Based Payments issued during the year			-	9.71	-	-		**9.71**
Equity instruments through OCI	-	-	-	-	-	-	-	-
Fair value changes on derivatives designated as cash flow hedge, net	-	-	-	-	-	-	-	-
Fair value changes on investments, net	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	263.48	9.71	(31.74)	3.38	-	244.83
Transfer to capital reserve	-	-	-	-	-	-	-	-
Balance as at 31st March 2025	**-**	**-**	**928.82**	**9.71**	**115.05**	**34.08**	**-**	**1,087.65**
				-				

B2B SOFTWARE TECHNOLOGIES LIMITED

Condensed Statement of Changes in Equity for the year ended 31st March 2026

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

A. Equity Share Capital

Particulars	Balance as at April 1, 2025	Changes in equity share capital during the year	Balance as at March 31, 2026
Equity Share Capital	1,158.54	-	1,158.54
Forfeiture of Shares	0.77	-	0.77
Total	**1,159.31**	**-**	**1,159.31**

B. Other Equity

Particulars	Reserves and Surplus					Other items of Other Comprehensive Income - Actuarial gains / (losses)	Exchange differences on translating the financial statements of a foreign operation	Money received against share warrants	Total
	Capital Reserve	Securities Premium Reserve	Share Application Money Pending Allotment	Retained Earnings	Share Based Payment Reserve				
Balance as at 1st April 2025	-	-	-	928.82	9.71	115.05	34.08	-	**1,087.65**
Profit for the year	-	-	-	284.28	-	20.67	17.84	-	**322.79**
Transfer to Security Premium Reserve		36.30	-	-	(36.30)	-	-	-	**-**
Share Based Payments issued during the year	-	-	-	-	59.69	-	-	-	**59.69**
Transfer to Retained Earnings	-	-	-	-	-	-	-	-	**-**
Share application money Received pending allotment	-	-	-	-	-	-	-	-	**-**
Interim Dividend Paid	-	-	-	-	-	-	-	-	
Equity instruments through OCI	-	-	-	-	-	-	-	-	**-**
Fair value changes on derivatives designated as cash flow hedge, net	-	-	-	(115.85)	-	-	-	-	**(115.85)**
Fair value changes on investments, net					-	-	-	-	
Total Comprehensive Income for the year	-	36.30	-	168.43	23.40	20.67	17.84	-	**266.63**
Transfer to capital reserve	-	-		-		-		-	**-**
Balance as at 31st March 2026	**-**	**36.30**		**1,097.24**	**33.10**	**135.72**	**51.92**	**-**	**1,354.28**

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

Notes to Financial Statements

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

1 Nature of operations

The consolidated financial statements comprise financial statements of B2B Software Technologies Limited ("the Holding Company" or “the company” or “the parent”) and its subsidiary (collectively, the Group) for the year ended March 31, 2026.

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

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

The Company's Standalone financial statements are approved for issue by the Company’s Board of Directors on April 11, 2026.

2 Significant Accounting Policies

2.1 Basis of preparation of financial statements

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

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

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

2.2 Use of estimates

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

2.3 Cash flow statement

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

2.4 Revenue recognition

The Company derives revenues primarily from Consultancy services and sale of Software produts. Arrangements with Customers for consultancy services are either on time bound fixed-price or time and material basis.

In respect of Time and Material Contracts, revenue is recognised as and when the services are performed. In respect of time bound fixed-price engagements, where there is no uncertainity as to measurement or collectability of consideration, is recognised using the percentage of completion method of accounting, unless work completed cannot be reasonably estimated. When there is uncertainity as to the measurement or ultimate collectability, revenue recognition is postponed until such uncertainity is resolved. Efforts or costs expended have been used to measure the progress towards the completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the current contract estimates. The cumulative impact of any revision in estimates of the percentage of work completed is reflected in the period in which the change becomes known.

In respect of Sale of software products, revenue is recognised on transfer of ownership to the customers.

Interest income is recognised on time proportion basis taking into account the amount outstanding and at the rate applicable.

Effective April 1, 2018, the Company adopted Ind AS 115, Revenue from Contracts with Customers. The effect on adoption of Ind AS 115 was insignificant.

In arrangements for software development and related services and maintenance services, the Company has applied the guidance in Ind AS 115, Revenue from Contracts with Customers, by applying the revenue recognition criteria for each distinct performance obligation. The arrangements with customers generally meet the criteria for considering software development and related services as distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of a contract at its relative standalone selling price. The price that is regularly charged for an item when sold separately in the best evidence of its standalone selling price. In cases where the company is unable to determine the standalone selling price, the company uses the expected cost plus margin approach in estimating the standalone selling price. For software development and related services, the performance obligations are satisfied as and when the services are rendered since the customer generally obtains control of the work as it progresses.

Provisions for estimated losses, if any, on incomplete contracts are recorded in the period in which such losses become probable, based on the estimated efforts or costs to complete the contract

2.5 Property, Plant and Equipment:

Property, Plant and Equipment are stated at cost of acquisition less accumulated depreciation and impaiment, if any. Cost of acquisition is inclusive of freight, duties, levies and all incidentals directly or indirectly attributable to bringing the asset to its working condition for ready to use, as intended by management. The cost of fixed assets includes cost of initial warranty/ insurance spares purchased along with the capital asset, which are grouped as single item under respective assets. The Company depreciates property, plant and equipment over their estimated useful lives using Straight Line method. The estimated useful lives of the assets are taken as per Schedule II to the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end.The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

Depreciation has been provided in the manner specified in Schedule II of the Companies Act, 2013 except for assets costing up to Rs. 5,000/-, which are fully depreciated in the year of capitalization. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. Assets to be disposed of are reported at the lower of the carrying value or the fair value less cost to sell.

2.6 Intangible Assets:

The company owns Copy Rights relating to its service business and are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on written down value method.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Profit and Loss.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

2.7 Foreign currency transactions :

Functional Currency:

The functional currency of the Company is Indian Rupee.

Transactions & Translations

Foreign currency transactions are initially recorded at the rates of exchange ruling at the date of transaction.

Transactions in foreign currencies are translated into the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currency at the foreign exchange rate ruling at that date.

Differences arising on settlement or translation of monetary items are recognised in the Statement of Profit and Loss.

2.8 Financial Instruments

2.8.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

2.8.2 Subsequent recognition

a. Financial Assets

i. Financial Assets carried at amortised cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

iii. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Financial Liabilities

Financial liabilities are subsequently carried at amortized cost. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

c. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance sheet if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

d. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

e. Share Capital

Ordinary Shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

Subsequent to the reporting date, the Company has issued bonus shares. Refer Note 52 on Events after the Reporting Period.

2.8.3 Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

2.9 Fair Value Measurement

The fair value of financial instruments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business on the reporting date. For financial instruments where there is no active market, fair value is determined using valuation techniques. Such techniques may include using recent arm’s length market transactions; reference to the current fair value of another instrument that is substantially the same; discounted cash flow analysis or other valuation models.

Refer to Note 34 for the disclosure on carrying value and fair value of financial assets and liabilities. For financial assets and liabilities maturing within one year from the Balance Sheet date and which are not carried at fair value, the carrying amounts approximate fair value due to the short maturity of these instruments.

2.10 Impairment of non-Financial Assets

(i) Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

2.11 Earnings per Equity Share

Basic earnings per share are computed by dividing the net profit or loss after tax attributable to equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing the dilutive earnings per share, only potential equity shares that are dilutive and that either reduces the earnings per share or increases loss per share are included.

2.12 Income Taxes

Income Tax expense comprises current and deferred income tax

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Profit and Loss.

b. Deferred tax

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- Where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit;
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint operations, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credit and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss;
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint operations, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax assets and liabilities, relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

2.13 Employee Benefits

a. Gratuity

The Company provides for gratuity, a defined benefit plan covering eligible employees. The contributions made by the company to the scheme are recognised in Statement of Profit and Loss. The liability recognised in the Balance Sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the Balance Sheet date less the fair value of plan assets. The calculation of the Company’s obligation under the plan is performed annually by qualified independent actuary using the projected unit credit method. Actuarial gains and losses arising during the year are immediately recognised in the Statement of Profit and Loss.

b. Provident Fund

Eligible employees of Company receive benefits from a provident fund, which is a defined contribution. Both the employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary and the employer contribution is charged to Statement of Profit and Loss. The benefits are contributed to the government administered provident fund, which is paid directly to the concerned employee by the fund. The Company has no further obligation to the plan beyond its monthly contributions.

c. ESI

In addition, some employees of the Company are covered under “Employees State Insurance Scheme Act 1948”, which are also defined contribution schemes recognized and administered by Government of India.

The Company's contributions to these schemes are recognized as expense in Statement of Profit and Loss during the period in which the employee renders the related service. The Company has no further obligation under these plans beyond its monthly contributions.

d. Share Based Payment arrangements

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company’s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in the Statement of Profit and Loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.The Company has created an Employee Benefit Trust for providing share-based payment to its employees. The Trust is used as a vehicle for distributing shares to employees under the employee remuneration schemes. The company will allot its shares to the Trust, for giving shares to employees. The Company treats the Trust as its extension and shares held by the Trust are treated as treasury shares.

2.14 Other Income

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on translations. Interest income is recognized using the effective interest method. Dividend income is recognized when the right to receive payment is established.

2.15 Inventory

Work in Progress is valued at cost or rate assured under a contract whichever is lower.

2.16 Investments

Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Current investments are carried at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investment.

2.17 Leases:

Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

2.18 Provisions and contigencies

The Company recognises a provision when there is a present obligation as a result of past obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.Provisions for onerous contracts i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation."

2.19 Significant accounting judgements, estimates and assumptions Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with IND AS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

The principal accounting policies adopted by the Company in the financial statements are as set out above. The application of a number of these policies required the Company to use a variety of estimation techniques and apply judgment to best reflect the substance of underlying transactions.

The Company has determined that a number of its accounting policies can be considered significant, in terms of the management judgment that has been required to determine the various assumptions underpinning their application in the financial statements presented which, under different conditions, could lead to material differences in these statements.

The policies where significant estimates and judgments have been made are as follows:

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Estimation of fair value of acquired financial assets and financial liabilities: When the fair value of financial assets and financial liabilities recorded in the Balance sheet cannot be derived from active markets, their fair value is determined using valuation techniques including the discounted cash flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. The judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Un-collectability of trade receivables: Analysis of historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required. Further recoverability of various claims as per power purchase agreement including change in law claim are subject to adjudicate at appropriate regulatory authorities.

Taxes: Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of assessment by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax assessment and differing interpretations of tax laws by the taxable entity and the responsible tax authority. The Company assesses the probability for litigation and subsequent cash outflow with respect to taxes.

Gratuity benefits: The cost of defined benefit plans and the present value of the obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Actual results can differ from estimates.

Employee Stock Option Scheme (ESOP): The Company has implemented an Employee Stock Option Scheme ("ESOP") in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.Stock options are granted to eligible employees as determined by the Nomination and Remuneration Committee. The options vest over such period as specified in the scheme and are exercisable within the stipulated exercise period, subject to the terms and conditions of the scheme.The Company accounts for share-based payments in accordance with Ind AS 102 – Share-based Payment, and the compensation cost is recognized over the vesting period based on the fair value of options granted.

Actual results can differ from estimates.

2.20 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On August 12, 2024 and September 09, 2024, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2024 and Companies (Indian Accounting Standards) Second Amendment Rules, 2024 introducing following changes:

a) Ind AS 117 – Insurance Contracts:Insurance Contracts was introduced and Ind AS 104: Insurance Contracts was withdrawn. This was accompanied with consequent amendments in other standards. The Company has evaluated the amendment and there is no impact of the amendment in the consolidated financial statements.

b) Ind AS 116 – Leases:The amendments clarify accounting treatment for a seller-lessee involved in sale and leaseback transactions, and introduced some related illustrative examples. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its consolidated financial statements

3 Basis of Consolidation

3.01 Basis of Accounting

The financial statements of the Subsidiary Company in the consolidation are drawn up to the same reporting date as that of the Company.

The Consolidated Financial Statements have been prepared in accordance with IND AS 110 “Consolidated Financial Statements” and IND AS 103 " Business Combination" notified by the Central Government of India under Section 133 of the Companies Act, 2013.

3.02 Principles of Consolidation

The Consolidated Financial Statements have been prepared as per the following principles:

The company consolidates entities which it owns or controls. The Consolidated financial statements comprise the financial statements of the Company and its subsidiary. Control exists when the parent has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These financialstatements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

The Part of net results of Operations and of the net assets of a subsidiary Attributable to interests which are not owned, directly or indirectly through subsidiary(ies),by the parent are recognised as Minority Interest.

The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s separate financial statements except as otherwise stated in the notes to the accounts.

The difference between the cost of investment in the Subsidiary and the share of net assets at the time of acquisition of shares is identified in the financial statements as goodwill or Gain on bargain purchase as the case may be.

Minority interests' share of profit of consolidated subsidiary is identified and adjusted against income of the group in order to arrive at the surplus attributable to the shareholders of the Company.

Notes forming part of Balance Sheet for the year ended March 31, 2026

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

4 Property, Plant & Equipment

The changes in the carrying value of property, plant and equipment for the year ended March 31, 2026 are as follows:

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2025	93.44	30.79	7.49	18.74	22.27	172.73
Additions	12.41	-	4.74	0.84	-	18.00
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2026	**105.86**	**30.79**	**12.23**	**19.58**	**22.27**	**190.73**
Accumulated Depreciation as at April 1, 2025	84.22	27.82	6.28	18.47	12.85	149.64
Depreciation	7.83	0.83	1.08	0.32	2.94	13.00
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2026	**92.05**	**28.65**	**7.36**	**18.79**	**15.79**	**162.64**
Carrying Value as at April 1, 2025	**9.22**	**2.97**	**1.21**	**0.27**	**9.42**	**23.09**
Carrying Value as at March 31, 2026	**13.81**	**2.14**	**4.87**	**0.80**	**6.47**	**28.09**

The changes in the carrying value of property, plant and equipment for the Year ended March 31, 2025 are as follows:

Particulars	Computers	Servers	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross Carrying Value as at April 1, 2024	87.92	30.79	7.49	18.74	22.27	167.21
Additions	5.52	-	-	-	-	5.52
Deletions	-	-	-	-	-	-
Gross Carrying Value as at March 31, 2025	**93.44**	**30.79**	**7.49**	**18.74**	**22.27**	**172.73**
Accumulated Depreciation as at April 1, 2024	77.01	26.55	5.88	18.44	8.57	136.45
Depreciation	7.22	1.27	0.40	0.03	4.28	13.19
Accumulated Depreciation on Deletions	-	-	-	-	-	-
Accumulated Depreciation as at March 31, 2025	**84.22**	**27.82**	**6.28**	**18.47**	**12.85**	**149.64**
Carrying Value as at April 1, 2024	**10.91**	**4.24**	**1.61**	**0.30**	**13.70**	**30.75**
Carrying Value as at March 31, 2025	**9.22**	**2.97**	**1.21**	**0.27**	**9.42**	**23.09**

4 Intangible Assets

The changes in the carrying value of intangible assets for the year ended March 31, 2026 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2025	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2026	**0.19**	**0.19**
Accumulated Depreciation as at April 1, 2025	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2026	**0.18**	**0.18**
Carrying Value as at April 1, 2025	**0.01**	**0.01**
Carrying Value as at March 31, 2026	**0.01**	**0.01**

The changes in the carrying value of intangible assets for the Year ended March 31, 2025 are as follows:

Particulars	Copyrights	Total
Gross Carrying Value as at April 1, 2024	0.19	0.19
Additions	-	-
Deletions	-	-
Gross Carrying Value as at March 31, 2025	**0.19**	**0.19**
Accumulated Depreciation as at April 1, 2024	0.18	0.18
Depreciation	-	-
Accumulated Depreciation on Deletions	-	-
Accumulated Depreciation as at March 31, 2025	**0.18**	**0.18**
Carrying Value as at April 1, 2024	**0.01**	**0.01**
Carrying Value as at March 31, 2025	**0.01**	**0.01**

6. Investments

Particulars	As at 31-03-2026	As at 31-03-2025
Non-Current (Unquoted, Investment in Equity Instruments) Investment in Subsidiary, carried at cost **B2B Softech Inc., USA** 72,000 Equity Shares of US Dollar 1 each, fully paid-up	-	-
	-	-

7. Loans

Particulars	As at 31-03-2026	As at 31-03-2025
Non-Current (Unsecured and considered good)		
Loan to B2B ESOP Trust	33.92	100.00
	33.92	**100.00**
(Unsecured and credit impaired)		
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	33.92	**100.00**

(Refer to Note no 49 for advances given to B2B ESOP Trust on March 31, 2025)

8. Deferred Tax Asset (Net)

Particulars	As at 31-03-2026	As at 31-03-2025
Deferred Tax Asset (Net)	-	-
	-	-

9. Other Non Current assets

Particulars	As at 31-03-2026	As at 31-03-2025
Security Deposits	7.47	7.47
B2B ESOP Trust	1.00	1.00
B2B Employee Gratuity Trust	3.33	-
	11.80	**8.47**

10. Inventories

Particulars	As at 31-03-2026	As at 31-03-2025
Work-In-Progress	20.18	17.66
(As certified by the management)		
	20.18	**17.66**

11. Current Investments

Particulars	As at 31-03-2026	As at 31-03-2025
(Quoted Investments, carried at Fair Value through Profit and Loss)		
Investments in Equity Instruments	106.34	95.90
Investments in Mutual Funds	1,695.09	1,553.16
	1,801.44	**1,649.06**
Aggregate Amount of quoted Investments	1,801.44	1,649.06
Market Value of quoted Investments	1,801.44	1,649.06
Aggregate Amount of unquoted Investments	-	-
Market Value of unquoted Investments	-	-

Method of Fair Valuation:

Class of Investment	Method	Fair Value as at March 31, 2026	Fair Value as at March 31, 2025
Investments in Equity Instruments	Quoted price	106.34	95.90
Investments in Mutual Funds	Quoted price	1,695.09	1,553.16
		1,801.44	**1,649.06**

12. Trade Receivables

Particulars	As at 31-03-2026	As at 31-03-2025
(Unsecured and considered good)		
Debts outstanding for a period exceeding six months	-	2.56
Others	108.88	150.36
Less: Allowance for expected credit loss	-	-
	108.88	**159.92**

(*Refer to Note no 54 for ageing of Trade Receivables)

13. Cash and Cash Equivalents

Particulars	As at 31-03-2026	As at 31-03-2025
Balances with scheduled banks	-	-
In Current accounts	421.61	257.08
In Investment accounts	55.45	-
In Dividend accounts	22.68	-
In EEFC accounts	0.00	0.00
Cash on hand	0.03	0.02
	499.78	**257.11**

14. Bank balances other than Cash and Cash equivalents

Particulars	As at 31-03-2026	As at 31-03-2025
Balances with scheduled banks		
In Time Deposit accounts	257.22	248.79
	257.22	**248.79**

15. Loans

Particulars	As at 31-03-2026	As at 31-03-2025
Current (Unsecured and considered good)		
Advances recoverable in cash or in kind for value to be received	3.43	1.34
	3.43	1.34
(Unsecured and credit impaired)	-	-
Other Loans	-	-
Less: Allowance for credit impairment	-	-
	3.43	**1.34**

16. Other Financial Assets

Particulars	As at 31-03-2026	As at 31-03-2025
Current		
(Unsecured and considered good)		
Carried at Cost		
Advances to Suppliers	0.04	0.17
	0.04	**0.17**

17. Other Current assets

Particulars	As at 31-03-2026	As at 31-03-2025
TDS Receivable	48.83	65.62
Income Tax Refund	0.74	0.74
Interest accrued but not due	2.87	4.54
Earnest money deposit	0.23	0.93
Advance Tax	-	-
Other Receivables	5.13	8.75
	57.80	**80.57**

18. Equity Share Capital

Particulars	As at 31-03-2026	As at 31-03-2025
(i) Share Capital		
Authorised Capital* :		
1,80,00,000 (31st March 2025 : 1,20,00,000) Equity Shares of Rs.10 each	1,800.00	1,200.00
Issued, Subscribed and Paid up Capital :		
11,585,400 (31st March 2025 : 11,585,400) Equity Shares of Rs.10 each fully paid up	1,158.54	1,158.54
Add : Shares Forfeited (Paid up value Rs.77000/-)	0.77	0.77
	1,159.310	**1,159.310**

*Refer Note 48 for increase in authorised share capital

Notes:

Particulars	No of Shares	No of Shares
a) Details of Share Holders having more than 5% of Shares		
1. Rama Chandra Rao Nemani	24,58,760	24,58,760
(% of holding)	21.22%	21.22%
(% of change in holding)	0.00%	0.00%
2. Ravileela Granites Limited	15,11,000	15,11,000
(% of holding)	13.04%	13.04%
(% of change in holding)	0.00%	0.00%
3. Ram Nemani Def. Ben. Pension Plan Trust	10,87,600	10,87,600
(% of holding)	9.39%	9.39%
(% of change in holding)	0.00%	0.00%
4. Janakirama Varma Meka	-	-
(% of holding)	0.00%	0.00%
(% of change in holding)	-100.00%	-100.00%
5. Penmetsa Satyavati Varma	6,62,400	6,62,400
(% of holding)	5.72%	5.72%
(% of change in holding)	0.00%	0.00%
6. B2B ESOP Trust	3,39,245	6,00,000
(% of holding)	2.93%	5.18%
(% of change in holding)	-76.86%	0.00%
b) Reconciliation of number of Shares outstanding		
Opening Balance of Shares	115.85	115.85
Add: Shares Issued during the year	-	-
Less: Buyback/ forfeited of shares during the year	-	-
Closing Balance of Shares	**115.85**	**115.85**

(Refer to Note no 52 for Shareholding Pattern of Promoters and Promoter Group as on March 31, 2025)

c) Rights, preferences and restrictions attached to equity shares:

(i) The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pay dividend in Indian rupees.

(ii) In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to the shareholding. The distribution will be in proportion to the number of the equity shares held by the shareholders.

19. Deferred Tax Liabilites (Net)

Particulars	As at 31-03-2026	As at 31-03-2025
Deferred Tax Liabilites (Net)	79.43	35.94
	79.43	**35.94**

20. Long Term Provisions

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Gratuity Payable	-	3.23
	-	**3.23**

21. Trade Payables

Particulars	As at 31-03-2026	As at 31-03-2025
(Unsecured and considered good)		
Dues to micro and small enterprises	-	-
Dues to other than micro and small enterprises	1.79	1.47
	1.79	**1.47**

(*Refer to Note no 53 for ageing of Trade Receivables)

22. Other Financial Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Current (Unsecured and considered good) **(Carried at Cost)**		
Advances received from Customers	0.07	9.79
	0.07	**9.79**

23. Other Current Liabilities

Particulars	As at 31-03-2026	As at 31-03-2025
Outstanding expenses	99.87	122.54
Statutory liabilities	37.39	30.31
Security Deposit	51.56	50.23
	188.82	**203.08**

24. Short term Provisions

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Gratuity Payable	-	-
	-	-

25. Current tax liabilities (Net)

Particulars	As at 31-03-2026	As at 31-03-2025
Provision for Income tax	38.87	38.72
	38.87	**38.72**

26. Revenue from operations

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Export Income		
Sale of Software Products	-	-
Income from Consultancy Services	2,356.51	1,620.00
Domestic Income	-	-
Sale of Software Products	220.70	226.93
Income from Consultancy Services	468.37	566.76
	3,045.58	**2,413.69**

27. Other Income

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Dividend from Mutual Fund	116.59	126.37
Unrealised Gain /(Loss)_Investments	-	-
Gain/(Loss) on Investments	10.72	6.47
Interest on Deposits	14.21	13.90
Other Income	1.77	-
Interest on TDS Refund	1.27	1.30
Dividend on Investment Trade	1.49	0.94
Miscelleneous Income	1.91	-
	147.96	**148.98**

28. Purchases of Software Products

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Software Products	227.31	281.08
	227.31	**281.08**

29. Employee benefit expenses

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
*Salaries	1,733.03	1,462.22
Contribution to Provident Fund and other Funds	45.28	29.45
Share Based Payments Expense	59.69	9.71
Staff Welfare Expenses	13.18	9.11
Certification fee	5.39	0.48
Stipend	6.97	3.10
Managerial Remuneration CEO & CFO	48.00	48.00
	1,911.55	**1,562.06**
* Includes Director Remuneration	57.73	51.38

30. Administrative and other Expenses

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Rent	314.82	200.24
Rates and Taxes	19.72	16.90
Insurance	52.20	20.20
Travelling Expenses	58.87	42.42
Communication Expenses	-	-
- Internet Charges	3.34	3.44
- Telephone	1.14	0.31
- Postage & Courier	0.04	0.02
Infrastructure Lease	81.12	-
Printing and Stationery	0.15	0.15
Electricity Charges	6.56	4.98
Advertisement	1.95	1.07
Exchange Fluctuation (Gain)/Loss	7.02	5.11
Repairs and Maintenance	-	-
- Machinery	4.22	0.84
- Vehicles	7.35	3.07
Professional and Consultancy Charges	68.95	59.48
Auditor's Remuneration	-	-
- Statutory Audit Fees	5.86	1.80
Unrealised Loss on Investments	3.26	3.58
Bad Debts	0.27	9.62
Directors Sitting Fee	4.30	4.10
Membership Fee, Meeting & Seminar Charges	6.34	1.88
Security Charges	1.97	2.18
Office Maintenance	10.51	1.84
Other Expenses	-	-
	659.94	**383.22**

31. Other Comprehensive Income

Particulars	For the Period Ended March 31, 2026	For the Period Ended March 31, 2025
Items that will not be reclassified to Profit or (Loss)		
Acturial gain/(loss) - Gratuity	20.67	(31.74)
	20.67	(31.74)

32 Financial risk managament objectives and policies:

The Company's principal financial liabilities comprises of loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has loans and receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. The Company also hold investments designated at fair value through profit or loss, fair value through other comprehensive income, at amortised cost and at cost for investment in subsidiaries.

The Company is exposed to Foreign Currency risk, credit risk and liquidity risk.

. The Company's senior management oversees the management of these risks. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company. It is the Company’s policy that no trading in derivatives for speculative purpose may be undertaken.

The directors reviews and agrees policies for managing each of these risks which are summarised below:

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The majority of our assets are located in India where the Indian rupee is the functional currency. Currency exposures also exist in the nature of revenue expenditure and services denominated in currencies other than the Indian Rupee.

Foreign currency exposures are normally unhedged.

The carrying amount of the Company’s financial assets and liabilities in different currencies are as follows:

Particulars of Unhedged foreign Currency Exposure :

Particulars	As at 31-03-2026	As at 31-03-2025
Trade Receivables (USD)	8.28	39.40
	$8,775.00	$46,036.41
Trade Receivables (AUD)	9.10	5.09
	$14,080.00	$9,464.00

The Company’s exposure to foreign currency arises where a Company holds monetary assets denominated in a currency different to the functional currency with US dollar being the major foreign currency exposure. Set out below is the impact of a 5% change in the US dollar on profit and equity arising as a result of the revaluation of the Company’s foreign currency financial instruments:

31st March 2026	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee			
USD	94.3663	8.28	8.28
AUD	64.65	9.10	9.10

31st March 2026	Closing exchange rate	Effect of 5% strengthening of US $ on net earnings	Effect of 5% strengthening of US $ on total equity
Indian Rupee			
USD	85.5814	39.40	39.40
AUD	53.757	5.09	5.09

Credit risk analysis

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily for trade and other receivables) and from its financing activities, including short-term deposits with banks and financial institutions, and other financial assets.

The carrying value of financial assets represents the maximum exposure for credit risk. The maximum exposure to credit risk of each class of financial assets at the reporting date was as follows:

Particulars	Carrying Value as at	
	31 March 2026	31 March 2025
Investment in Subsidiary (Non-Current)	-	-
Current Investments	1,801.44	1,649.06
Trade receivables	108.88	152.92
Short term deposits with banks	257.22	248.79
Loans	37.35	101.34

The credit worthiness of customers / subsidiaries to which the Company grants credit in the normal course of the business is monitored regularly. The credit risk for liquid funds and other short-term financial assets is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

Liquidity risk analysis:

The Company's main source of liquidity is its operating businesses. The treasury department uses regular forecasts of operational cash flow, investment and trading collateral requirements to ensure that sufficient liquid cash balances are available to service on-going business requirements. The Company manages its liquidity needs by carefully monitoring cash-outflows due in day-to-day business. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 90 day projection. Long-term liquidity needs for a 90 day and a 30 day lookout period are identified monthly.

The Company requires funds both for short-term operational needs as well as for long-term investment programmes:

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2026

	Current Within 12 months	Non-Current		Total
		1-5 years	Later than 5 years	
Trade and Other Payables	1.79	-	-	1.79
Other Financial Liabilities	0.07	-	-	0.07
Other Current Liabilities	188.82	-	-	188.82
Total	**190.68**	-	-	**190.68**

The following is an analysis of the Company contractual undiscounted cash flows payable under financial liabilities at 31 March 2025

	Current Within 12 months	Non-Current		Total
		1-5 years	Later than 5 years	
Trade and Other Payables	1.47	-	-	1.47
Other Financial Liabilities	9.79	-	-	9.79
Other Current Liabilities	203.08	-	-	203.08
Total	**214.34**	-	-	**214.34**

33. Financial Instruments

Carrying amounts versus fair values:

The fair values of financial assets and financial liabilities, together with the carrying amounts in the statement of financial position are as follows:

	Carrying amount 31 March 2026	Fair value 31 March 2026	Carrying amount 31 March 2025	Fair value 31 March 2025
Non- current financial assets				
Investment in subsidiary, at cost	-	-	-	-
Loans	33.92	33.92	100.00	100.00
Total Non-Current	**33.92**	**33.92**	**100.00**	**100.00**
Current financial assets				
Current Investments - Liquid Mutual Fund Units	1,801.44	1,801.44	1,649.06	1,649.06
Trade Receivables	108.88	108.88	152.92	152.92
Cash and Cash Equivalents	499.78	499.78	257.11	257.11
Bank Balances other than above	257.22	257.22	248.79	248.79
Loans	3.43	3.43	1.34	1.34
Other Financial Assets	0.04	0.04	0.17	0.17
Total Current	**2,670.77**	**2,670.77**	**2,309.39**	**2,309.39**
Total Financial Assets	**2,704.70**	**2,704.70**	**2,409.39**	**2,409.39**
Non-current Financial Liabilities	-	-	-	-
Total Non-current	-	-	-	-
Current Financial Liabilities				
Trade Payables	1.79	1.79	1.47	1.47
Other Financial Liabilities	0.07	0.07	9.79	9.79
Total Current	**1.86**	**1.86**	**11.25**	**11.25**
Total Financial Liabilities	**1.86**	**1.86**	**11.25**	**11.25**

Capital management

Capital includes equity attributable to the equity holders of the parent and debt.

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value objectives include, among others:

- Ensure Company's ability to meet both its long-term and short-term capital needs as a going concern;
- Constantly evolve multiple funding alternatives – equity and / or preference capital, non convertible debentures, corporate loan facilities to arrive at an optimal capital mix;

No changes were made in the objectives, policies or processes during the year ended March 31, 2026 and March 31, 2025

The Company maintains a mixture of cash and cash equivalents that are designed to ensure the Company has sufficient available funds for business requirements.

The Company does not have any short term or long term outstanding debts and hence the Debt to Equity Ratio is zero as at March 31, 2026 and March 31, 2025.

34. Fair value hierarchy

The table below analyses recurring fair value measurements for financial assets and financial liabilities. These fair value measurements are categorised in to different levels in the fair value hierarchy based on the inputs to valuation techniques used. The different levels are defined as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices that is observable for the asset or liability, either directly or indirectly.

Level 3: valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

31 March 2026	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units and Shares	1,801.44	-	-	**1,801.44**
Total	**1,801.44**	-	-	**1,801.44**
Financial liabilities measured at fair value	**-**	-	-	**-**
Total	**-**	-	-	**-**

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2026, there were no transfers between Level I, Level II and Level III fair value measurements.

31 March 2025	Level I	Level II	Level III	Total
Financial assets measured at fair value				
Current Investments - Liquid Mutual Fund Units and Shares	1,649.06	-	-	**1,649.06**
Total	**1,649.06**	-	-	**1,649.06**
Financial liabilities measured at fair value	**-**	-	-	**-**
Total	-	-	-	**-**

The Company recognises transfers between levels of the fair value hierarchy as of the end of the reporting year during which the transfer has occurred. During the year ended 31 March 2025, there were no transfers between Level I, Level II and Level III fair value measurements.

35. Capital commitments and Contingent liabilities and Contingent Assets

There are no Capital commitments, Contingent Liabilities and Contingent Assets as on 31st March, 2026 (previous Year NIL)

36 Earnings in Foreign Exchange during the Year (on receipt basis)

Particulars	March 31, 2026	March 31, 2025
Software Services	938.16	754.79

37 Expenditure in Foreign Currency (on payment basis)

Particulars	**March 31, 2026**	**March 31, 2025**
Foreign-Travelling Exps	-	-
Managerial Remuneration	69.66	39.88

38 Disclosure is made as per the requirement of the Ind-AS 24 on Related Party Transactions during the Year:

i) List of Related Parties

a) Parties where control exist

Name of the party	Relation
B2B Softech Inc.	Subsidary Company

b) Key Managerial Person (KMP)

Name of the party	Relation
Dr. Ramachandra Rao Nemani	CEO
V. Bala Subramanyam	Whole Time Director
Sunil Nemani	CFO
CS Gita Usha Rani Maddukuri	Company Secretary (appointed w.e.f 02.04.2025 & resigned w.e.f 26.08.2025)

c) Directors

Yaramati Avinash	Non-Promoter and Non-Executive Director (appointed w.e.f 12.07.2025)
P Samantha Reddy	Non-Promoter and Independent Woman Director
Lakshminarayana Bolishetty	Non-Promoter and Independent Director
Sreeramulu Kavuri	Non-Promoter and Independent Director

d) Parties where key managerial person has significant influence

Name of the party	**KMP**	**Relation of KMP**
Genius Doc Inc	Dr. Ramachandra Rao Nemani	CEO

ii) Transactions during the year

Name of the Related party		March 31, 2026	March 31, 2025
(a) With Genius Doc Inc			
Export of Software Services		399.59	386.77
(b) With Antelope Valley Cancer Center		-	-
Export of Software Services		103.93	-
(c) With Key Management Personnel	**Relation**	-	-
Remuneration to V Bala Subramaniyam	Executive Director	51.04	55.38
Remuneration to Dr Ram Nemani	CEO	36.00	36.00
Remuneration to Sunil Nemani	CFO	12.00	12.00
Remuneration to CS Prabhat Bhamini	Company Secretary	-	4.42
Remuneration to CS Gita Usha Rani	Company Secretary	1.53	-

iii) Balances Outstanding at the Year End

Name of the Related party	March 31, 2026	March 31, 2025
(a) With Genius Doc Inc		
Receivables	-	32.55
(b) With Antelope Valley Cancer Center	-	-
Receivables	-	-
(c) With Key Management Personnel	-	-
Managerial Remuneration	6.50	6.87

39. Delay in Appointment of Company Secretary

The Company Secretary resigned w.e.f 26 August 2025. The management is taking necessary steps to fill the vacancy at the earliest. Pending such appointment, the Company has ensured that all applicable statutory and regulatory compliances are being duly adhered to by the designated officials

40. Earning/(loss) Per Share as per Ind-AS 33:
The Computation of EPS as per Ind-AS 33 is set out below:

Name of the Related party	March 31, 2026	March 31, 2025
Earnings		
Profit/ (Loss) after Tax for the period	**284.28**	**263.48**
Add: Share based payment expenses	59.69	9.71
Profit/ (Loss) after Tax for the period for calculation of Diluted EPS	343.97	273.19
Weighted Average number of equity shares for Basic EPS (Nos)	115.85	115.85
Add : Potential Equity shares (if any)	57.93	-
Weighted Average number of equity shares for Diluted EPS (Nos)	**173.78**	**115.85**
Face value per share (Rs.)	10	10
Basic Earning Per Share	**2.45**	**2.27**
Diluted Earning Per Share	**1.98**	**2.27**

* Diluted EPS for the year ended 31.03.2025 after considering share based payment expenses is anti-dilutive. Hence, potential equity shares are not considered in the calculation of Diluted EPS for the year ended 31.03.2025

41. Investment in Quoted Mutual Funds

Amount

	March 31, 2026	March 31, 2025
Opening Balance	1,553.16	1,343.52
Add: Purchases/(Sales)	25.35	83.27
Add: Profit/(Loss) in Fair Valuation as at reporting date	116.59	126.37
Closing Balance*	**1,695.09**	**1,553.16**
* Net Asset Value as on 31.03.2026 is Rs. 16,95,09,428/-		

Investment in Quoted Equity Instruments

Amount

	March 31, 2026	March 31, 2025
Opening Balance	95.90	44.22
Add: Purchases/(Sales)	13.71	55.25
Add: Profit/(Loss) in Fair Valuation as at reporting date	(3.26)	(3.58)
Closing Balance*	**106.34**	**95.90**
Market Value on 31.03.2026 is Rs. 1,06,34,316/-		

42 The Company has received Rs.12,92,636/- (equivalent to Euros 20,000) during the financial year 2009-10 towards advance for the sale of 80% shareholding in its wholly owned subsidiary B2B Technologies Kassel Gmbh.The shares have not been transferred pending approval from RBI. The company has made a provision of Rs. 39,37,554 towards loss on sale of investment and a provision for Rs.13,07,549 for dimunition in the value of investment.

43 The Wholly Owned Subsidiaries of the company at Malaysia, B2B Infotech SDN BHD and at Singapore, B2B Infotech Pte Ltd are under liquidation.The Company has made a provision for dimunition in the value of investment to the extent of 100% of the carrying amount.

44 The Group is primarily engaged in Information Technology and related services. There are two geographical reportable segments in terms of Indian Accounting Standard 108 on Segment Reporting issued by the The Institute of Chartered Accountants of India.

(a) Segment Revenue

Particulars	March 31, 2026	March 31, 2025
Segment Revenue		
a) India	1,607.29	1,513.64
b) USA	1,438.30	900.05
Total	**3,045.58**	**2,413.69**
Less : Inter segment revenues	-	-
Net Segment Revenue	**3,045.58**	**2,413.69**
Segment Results before tax and interest		
a) India	182.20	153.94
b) USA	54.10	22.99
c) Other Income	147.96	148.98
Total	**384.25**	**325.91**
Less : Interest Expenses	-	-
Less : Other un-allocable expenditure net off un-allocable income.	-	-
Total Profit/(Loss) Before Tax	**384.25**	**325.91**

(b) Segment Assets and Liabilities

Particulars	March 31, 2026	March 31, 2025
Assets		
1. India	2,607.99	2,396.54
2. USA	214.59	142.65
Total Assets	**2,822.57**	**2,539.19**
Liabilities		
1. India	2,607.99	2,396.54
2. USA	214.59	142.65
Total Liabilities	**2,822.57**	**2,539.19**

45 Deferred tax asset/liability is determined and accounted as per Ind-AS 12 issued by ICAI.

Deferred tax is recognised in accordance with Ind AS 12 – Income Taxes on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases.

Particulars	March 31, 2026	March 31, 2025
Deferred Tax Assets	10.18	5.63
Deferred Tax Liabilities	-89.62	-41.57
Net Deferred Tax (Asset)/Liability	**-79.43**	**-35.94**

The Tax reconciliation is as follows:

Particulars	March 31, 2026	March 31, 2025
Accounting profit	384.25	325.91
Effective tax rate(%)	25.168	25.168
Tax on Profit at effective rates	97	82
Earlier year taxes	-4.89	-6.34
Expenditure not deductible for tax purpose	100.06	34.39
Expenditure deductible for tax purpose	65.08	12.12
Others	237.83	192.35
Effective tax rate on above(%)	25.1680	25.1680
Tax on Profit at effective rate (A)	59.86	48.41
Income Chargeable to tax on Special rates	-	
Short Term Capital Gain	1.44	0.27
Effective tax rate on above(%)	22.880	22.880
Tax on above at effective rate (B)	0.33	0.06
Long Term Capital Gain	9.28	6.20
Effective tax rate on above(%)	14.300	14.300
Tax on above at effective rate (C)	1.15	0.71
Total Tax on Profit (A+B+C)	**61.33**	**49.18**

46. Employee Benefits
Disclosure as required by Ind-AS 19 'Employee Benefits' is as below:

Particulars	March 31, 2026	March 31, 2025
1 Changes in Present Value of Obligation		
Present value of obligation as at the beginning of the year	186.47	150.28
Interest Cost	12.38	10.14
Current service cost	14.18	18.03
Past Service Cost -non vested benefits	22.56	-
Actuarial gain/(loss) on obligations	(33.02)	22.62
Benefits paid	(5.93)	(14.59)
Present value of obligations at the end of the year	**196.64**	**186.47**
2 Changes in Fair Value of Plan Assets		
Fair value of plan assets at the beginning of the year	177.39	150.96
Acquisition adjustments	12.47	11.02
Expected return on plan assets	12.35	9.13
Contributions	5.00	30.00
Benefits Paid	(5.93)	(14.59)
Actuarial gain/(loss) on plan assets	(12.35)	(9.13)
Fair value of plan assets at the end of the year	**188.92**	**177.39**
3 Liability Recognised in Balance Sheet		
Present value of obligation as at the end of the year	196.64	186.47
Fair value of plan assets at the end of the year	188.92	177.39
Funded Status	7.72	9.09
Net asset/(liability) recognised in balance sheet	7.72	9.09
4 Bifurcation of Net Liability		
Current Liability (Short-term)	4.84	6.03
Non - Current Liability (Long-term)	191.80	180.44
Net Liability	**196.64**	**186.47**
5 Expenses Recognised in Statement of Profit & Loss		
Current service cost	14.18	18.03
Past Service Cost	-	-
Interest Cost	12.38	10.14
Expected Return on plan assets	(12.35)	(9.13)
Expenses recognised in the Income Statement	14.20	19.04
Other Comprehensive Income		
Actuarial gain/(loss) on Obligations - Change in Demographic assumptions	-	-
Actuarial gain/(loss) on Obligations - Change in Financial assumptions	-	-
Actuarial gain/(loss) on Obligations - Experience variance (Actual experience vs assumptions)	(33.02)	22.62
Total Actuarial gain/ (loss) on obligations	**(33.02)**	**22.62**
Actuarial gain/ (loss) on Plan assets	(12.35)	(9.13)
Total Other Comprehensive Income	**(20.67)**	**31.74**
Assumptions		
Discount	7.00%	6.75%
Escalation	7.00%	7.00%

47 Revenue from Contracts with CustomersRevenue from contracts with customers as per Ind AS 115 – Revenue from Contracts with Customers is presented below:"

(a) Disaggregation of RevenueRevenue is disaggregated based on the nature of goods and services and timing of transfer of control, as under:

Particulars	March 31, 2026	March 31, 2025
Sale of products	220.70	226.93
Rendering of services	2,824.88	2,186.75
Total	**3,045.58**	**2,413.69**

(b) Contract Balances

Particulars	March 31, 2026	March 31, 2025
Contract Assets	108.88	152.92
Contract Liabilities	0.07	9.79

48 Increase in Authorised Share CapitalPursuant to the approval of the shareholders at the EGM held on 26 March 2026, the authorised share capital of the Company was increased from Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each to Rs. 18,00,00,000 divided into 1,80,00,000 equity shares of Rs. 10 each.Consequently, Clause V of the Memorandum of Association of the Company was altered to reflect the above increase.

49 Loan to B2B ESOP TrustWe have observed that an amount of Rs.60,00,000/- is advanced to B2B ESOP Trust in February 2008 and Rs. 40,00,000/- is advanced in March 2025, for allotment of shares to employees under ESOP scheme. The Company allotted 6,00,000 shares to B2B ESOP Trust in April 2008. During the year, the Company has received Rs. 26,07,550/- from B2B ESOP Trust towards repayment of Loan out of the proceeds of shares received upon excerise of shares by the employees. The details of the grant of ESOPs is given in Note 51 below.

50 Withdrawal of ESOP Allotment and Request for Cancellation of PAS-3The Company filed Form PAS-3 on March 25, 2025 for allotment of 4,00,000 equity shares under the ESOP Trust route. Subsequently, upon detailed evaluation of the compensation framework, the Board of Directors decided to withdraw the said allotment. The Company stated that no options were granted or exercised and that the said allotment has been reversed and not given effect to in the financial statements. The Company also made an application to the Registrar of Companies for cancellation of the said filing, which is pending as at reporting date

51 Employee Stock Option Plan

The Nomination and Remuneration Committee (NRC) of the Board of Directors approved the ESOP Scheme 2024 vide resolution dated 11 February 2025, under which the Company had granted options to the eligible employees of the Company pursuant to the approval of the shareholders dated 26 September 2024 and in-principle approval obtained from BSE Limited under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. The options granted under the Scheme during the previous financial year have vested and have been exercised by the eligible employees during the financial year 2025–26 in accordance with the terms of the Scheme. The details of the Scheme are as follows:

Grant 1:

Date of Grant	11.02.2025
Fair Value of Option	23.92 (as per valuation report)
Excercise price	10 per option
Expense recognized in FY 2024–25	Rs. 9,70,701
Expense recognized in FY 2025-26	Rs. 32,37,148
Options Granted to employees in FY 2024-25	3,02,288 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Options Exercised	2,60,755 Options excercised
Outstanding options	Nil
Options Lapsed / Forfeited	41,533 Options
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

Grant 2:

Date of Grant	19.05.2025
Fair Value of Option	23.92 (as per valuation report)
Excercise price	10 per option
Expense debited to Statement of Profit and Loss	Rs. 30,26,285
Options Granted to employees in FY 2025-26	2,50,325 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Outstanding options	All the options are outstanding as 31.03.2026
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

Grant 3:

Date of Grant	04.11.2025
Fair Value of Option	38.24 (as per valuation report)
Excercise price	10 per option
Expense debited to Statement of Profit and Loss	Rs. 2,84,104
Options Granted to employees in FY 2025-26	24,811 each convertible into one equity share
Vesting period	One year from the date of grant 100% on the completion of 1st anniversary from the date of grant.
Outstanding options	All the options are outstanding as 31.03.2026
Exercise Period	Vested option can be exercise anytime from the date of vesting and will expire on completion of 30 days from the date of vesting.

52. The details of the shares held by promoters as at March 31, 2026 are as follows:

Sl. No.	Name of Promoter	No of Shares held	% of Total Shares	% change during the year
	Promoters			
1	J Madan Mohan Reddy	0.00	0.00%	-
2	Janna Vasantha Reddy	0.70	0.60%	-
3	Samantha Reddy Parvatha Reddy	0.16	0.14%	-
4	Leelavathi Parvatha Reddy	0.03	0.02%	-
5	R Subbarami Reddy	0.02	0.02%	-
6	Srinivas Reddy Parvat	2.12	1.83%	-
7	Arun Raj	0.00	0.00%	-
8	N Chinnappa Reddy	0.00	0.00%	-
9	Ravileela Granites Limited	15.11	13.04%	-
10	Ramachandra Rao Nemani	24.59	21.22%	-
	Promoter Group			
1	Dr K Lahiri	0.01	0.01%	-
2	Neelam Jayanth Reddy	0.08	0.07%	-
3	Harshini Reddy Parvatha	0.18	0.16%	-
4	S Ramesh	0.02	0.02%	-
5	Sharmila Nemani	4.52	3.91%	-0.05%
6	Sunil Nemani	3.74	3.22%	-
7	Vinitha P Varma	2.50	2.16%	-
8	Prathima Nemani	2.33	2.01%	-
9	Krothapalli Anjaneyulu	-	0.00%	-100%
10	Lavanya Reddy Neelam	0.03	0.02%	-
11	Ram R Nemani Def. Ben. Pension Plan Trust	10.88	9.39%	-
12	Varma J Meka Def. Ben. Pension Plan Trust	2.03	1.75%	-
	Total	**69.04**	**59.59%**	-

53. Trade Payables - Ageing Analysis
March 31, 2026

PARTICULARS	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	1.79	-	-	-	1.79
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

March 31, 2026

PARTICULARS	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	1.47	-	-	-	1.47
Disputed Dues – MSME	-	-	-	-	-
Disputed Dues – Others	-	-	-	-	-

54. Trade Receivables - Ageing Analysis
March 31, 2026

Particulars	Outstanding for following periods from date of invoice					Total
	Less Than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	108.88	-	-	-	-	108.88
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

March 31, 2025

Particulars	Outstanding for following periods from date of invoice					Total
	Less Than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables – considered good	150.36	2.56	-	-	-	152.92
Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables – considered doubtful	-	-	-	-	-	-

55 The provisions of Section 135 of the Companies Act, 2013 is not applicable to the company. Hence, the company has not incurred any amount towards Corporate Social Responsibitily during the current year or previous year.

56 Other Disclosure Requirement in Schedule III

a) The company does not have any transaction with the companies struck off under section 248 of the Companies Act 2013 or section 560 of the Companies Act 1956 during the year ended March 31, 2026 and March 31, 2025.

b) There are no charges or satisfaction which are to be registered with the Registrar of Companies during the year ended March 31, 2026 and March 31, 2025.

c) The company complies with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of layers) rules 2017 during the year ended March 31, 2026 and March 31, 2025.

d) The company has not invested or traded in cryptocurrency or virtual currency during the year ended March 31, 2026 and March 31, 2025.

e) No proceedings have been initiated on or are pending against the company for holding Benami property under the Prohibition of Benami Property Transaction Act 1988 (as amended in 2016) (formally the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and Rules made thereunder during the year ended March 31, 2026 and March 31, 2025.

f) The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

g) The company has not entered into any scheme of arrangement approved by the competent authority in terms of sections 232 to 237 of the Companies Act 2013 during the year ended March 31, 2026 and March 31, 2025.

h) During the year ended March 31, 2026 and March 31, 2025, the company has not surrendered or disclosed as income any transactions not recorded in the books of accounts in the course of tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act 1961).

i) During the year ended March 31, 2026 and March 31, 2025, the company has not advanced or loaned or invested funds (either borrowed funds or the share premium or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

j) During the year ended March 31, 2026 and March 31, 2025, the company has not received any funds from any persons or entities including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the company shall: 1. Directly or Indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or 2. Provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

k) The Company does not have any immovable properties included under Property, Plant & Equipments.

l) The Company does not have any Investment Property and intangible assets under development.

57 Interest in other entities

Additional information, as required under schedule III of the Companies Act, 2013, as required for enterprise considered as Subsidiary

Summary of Net Assets and Profits

Net Assets

Name the entity	As at March 31, 2026	
	%	Amount
A. Holding Company	91%	2,299.01
B. Subsidiary	-	-
B2B Softech Inc.	9%	214.59
Total	**100%**	**2,513.59**
Consolidation adjustments	0%	-
Net Amount	**100%**	**2,513.59**

Share of Profit/(Loss)

Name the entity	As at March 31, 2026	
	%	Amount
A. Holding Company	81%	230.18
B. Subsidiary		-
B2B Softech Inc.	19%	54.10
Total	**100%**	**284.28**
Consolidation adjustments	0%	-
Net Amount	**100%**	**284.28**

Share in other comprehensive loss

Name the entity	As at March 31, 2026	
	%	Amount
A. Holding Company	100%	20.67
B. Subsidiary		
B2B Softech Inc.	0%	-
Total	**100%**	**20.67**
Consolidation adjustments	0%	-
Net Amount	**100%**	**20.67**

Share in total comprehensive income

Name the entity	As at March 31, 2026	
	%	Amount
A. Holding Company	82%	250.85
B. Subsidiary		-
B2B Softech Inc.	18%	54.10
Total	**100%**	**304.95**
Consolidation adjustments	0%	-
Net Amount	**100%**	**304.95**

58 Events after the Reporting PeriodIssue of Bonus Shares:The Company, pursuant to approval of shareholders obtained on 26 March 2026, has issued bonus equity shares in the ratio of 1:2 (one equity share for every two equity shares held). The allotment of bonus shares was completed on 2 April 2026 and the shares were credited to shareholders' accounts on or before 6 April 2026. Accordingly, the share capital and reserves as at 31 March 2026 do not reflect the above bonus issue. In accordance with the principles of Ind AS 10, the above represents a non-adjusting event and hence has not been recognized in the financial statements as at 31 March 2026.

59 Interim DividendThe Company, vide Board Resolution dated 30.01.2026, declared an interim dividend of Rs. 1 per share. The record date for determining the entitlement of members to the interim dividend was 07 February 2026.

60 Previous period figures have been regrouped/reclassified/rearranged, wherever necessary, to conform to those of the Current Period.

As per our report of even date
M V Vijaya Kumar & Co
Chartered Accountants
Firm Registration No: 007890S

Sd/-
S Sourabh Srivatsav
Partner
Membership No: 251569
UDIN: 26251569PXUIBW2674

Place: Hyderabad
Date : 11th Apr 2026

For and on behalf of the Board

Sd/-
Dr. Y.Avinash
Chairman and Director
DIN: 09804102

Sd/-
V. Bala Subramanyam
Whole-Time Director
DIN : 06399503

Sd/-
Sunil Nemani
Chief Financial Officer
PAN: AWRPN7930M

Sd/-
Dr. Ramachandra Rao Nemani
Chief Executive Officer
PAN: AFUPN8077R

If undelivered please return to :

B2B SOFTWARE TECHNOLOGIES LIMITED
6-3-1112, AVR Towers, 3rd Floor, Begumpet, Behind West Side showroom,
Near Somajiguda, A Circle, Hyderabad, Hyderabad, Telangana, India, 500016