

35TH ANNUAL REPORT

2019-2020



September 30, 2020  
(Wednesday)  
Time: 11.00 am

35TH ANNUAL GENERAL  
MEETING



<p><b><u>Board of Directors</u></b></p> <p>01. Mr. Rahul Shah (DIN : 01545609) Director</p> <p>02. Mr. Nishant Upadhyay (DIN : 02128886) Non-Executive Independent Director</p> <p>03. Mr. Tushar Shah (DIN : 01932018) Non-Executive Independent Director</p>	<p><b><u>Board Committees</u></b></p> <p><b><u>Audit Committee</u></b></p> <ul style="list-style-type: none"> <li>➤ Mr. Nishant Upadhyay - Committee Chairman</li> <li>➤ Mr. Rahul Shah</li> <li>➤ Mr. Tushar Shah</li> </ul> <p><b><u>Nomination &amp; Remuneration Committee</u></b></p> <ul style="list-style-type: none"> <li>➤ Mr. Tushar Shah - Committee Chairman</li> <li>➤ Mr. Nishant Upadhyay</li> <li>➤ Mr. Rahul Shah</li> </ul> <p><b><u>Stakeholders Relationship Committee</u></b></p> <ul style="list-style-type: none"> <li>➤ Mr. Tushar Shah - Committee Chairman</li> <li>➤ Mr. Nishant Upadhyay</li> <li>➤ Mr. Rahul Shah</li> </ul>														
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<p><b><u>Registrar &amp; Share Transfer Agent:</u></b> Universal Capital Securities Private Limited 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 Contact Person: Mr. Devanand Dalvi Tel: 022 2820 7203 Email id: <a href="mailto:info@unisec.in">info@unisec.in</a></p>	<p><b><u>Investors Grievance email id:</u></b> Email id: <a href="mailto:investors@n2ntechno.com">investors@n2ntechno.com</a></p>														

**N2N TECHNOLOGIES LIMITED**

Registered Office : Sun Lounge-Ground floor, Suzlon One Earth, Opp. Magarpatta city, Hadapsar, Pune -411 028  
CIN: L72900PN1985PLC145004

**AGM NOTICE**

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of N2N Technologies Limited will be held on Wednesday, September 30, 2020 at 11.00 AM. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet for the year ended March 31, 2020 and the Statement of Profit & Loss Account as on that date together with reports of the Directors and the Auditors thereon.
2. To appoint director in place of Mr. Rahul Shah (DIN:01545609), who retires by rotation, and being eligible seeks re-appointment
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“ RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, appointment of M/s Maheshwari & Co, Chartered Accountants, Mumbai, bearing ICAI Registration No. FRN-105834W, as the Auditors of the Company be and is hereby ratified to hold office till the conclusion of the next Annual General Meeting on a such terms & remuneration as may be mutually agreed by the Board of Directors of the Company and Auditor.”

**SPECIAL BUSINESS**

4. Re-appointment of Shri Nishant Upadhyay as an Independent Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the applicable provisions of SEBI (LODR) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Nishant Upadhyay (DIN-02128886) as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for 5 (five) consecutive years term on the Board of the Company from the date of the Annual General Meeting of the company.”

RESOLVED FURTHER THAT the Board of Directors and the Compliance Officer be and are hereby severally authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution.”

Place: Pune  
Date: September 7, 2020

By Order of the Board of Directors

Shrirang Gosavi  
Company Secretary

**Notes:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

**This meeting would be held in the following manner:**

- a) **Zoom** would be used as the online platform for Video Conferencing.
- b) **Zoom Link:**  
<https://zoom.us/j/94649812281?pwd=dHg3QitpbVlxUUM2cDlOcGZGSTFsdz09>  
**Passcode: 943398**
- c) Meeting would be started 15 minutes prior to the appointed time and the members may join up to 15 minutes after the scheduled time for the meeting. Members/ invitees are advised to join the meeting at least 15 minutes in advance via Zoom meeting invite, through their respective PC from their home location.
- d) Attendance of Members through VC shall be counted for all the purposes of the meeting.
- e) Before the actual date of meeting, the facility of remote e-voting shall be provided, also a facility for e-voting during the meeting shall be provided in accordance with the Act and the Rules.
- f) 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 at least 3 days prior to meeting date mentioning their name, demat account number/folio number, email id, mobile number at [investors@n2ntechno.com](mailto:investors@n2ntechno.com) . The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

**How to Join**

- I. Members may attend the AGM using VC facility on a live streaming link available at [www.evotingindia.com](http://www.evotingindia.com) under shareholders / members login by using the remote e-voting login credentials. The link for live streaming of the AGM will be available under the EVSN of the Company. The members holding shares either in demat form or in certificate form shall follow the instructions given in para 15 below to join the AGM through VC facility.
- II. Members can participate in the AGM through desktop / laptop/smart phone / tablet. However, for better experience and smooth participation, it is advisable to join the Meeting through desktop / laptop connected through broadband.

**On desktop / laptop**

- On clicking the link to attend the AGM, webpage will open, it will ask for your Name, Email-id
- Fill name of the 1st shareholder as appearing in the demat account statement / share certificate
- Fill the email ID registered with the depository / the Company
- Click on submit

**On smart phone / tablet**

- Download the Zoom app on your smart phone / tablet. Zoom app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. This app can be downloaded without any charge.
- On clicking the link to attend the AGM, a new page will open in the app which will ask for your name and email ID
- Fill name of the 1st shareholder as appearing in the demat account statement / share certificate
- Fill the email ID registered with the depository / the Company
- Click on submit

Members who face any technical difficulty in accessing **www.evotingindia.com** may contact toll free no. 1800225533.

**The members are requested to adhere to the following General Guidelines during order to ensure smooth virtual meeting:**

- No person other than the invited participants should have access to this e-meeting.
  - Kindly download the Zoom meeting App and test the link in advance before the start of the meeting.
  - At the start of the meeting, please keep your video on so that the Company Secretary can complete the roll call. The officers of the company will undertake roll call to seek a confirmation on the presence of all the Members/ invitees/ Directors.
  - The entire meeting proceedings will be recorded.
  - The Company Secretary/ Organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/members can unmute themselves at the time of speaking.
  - Every participant shall identify himself/ herself at the time of speaking on any query
  - To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of presentation particular agenda.
  - Please ensure the WIFI/Dongle/hotspot/Router is up and running with good speed during the whole meeting to enable participation efficiently.
  - In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
  - If member/ invitee need any assistance during the meeting he/she can reach out to Organiser as details given below: Nishant Upadhyay : 020 3052 5201
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.n2ntechno.com](http://www.n2ntechno.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The detailed process for registration of email address of the shareholders whose email address is not registered with the Company or depository participants / depository is forming part of this Notice.
- As per the MCA Circulars, the Shareholders may also note that the Company would not be sending the Annual Report for the financial year 2019-20 and AGM notice by post to the shareholders whose email address is not registered with the Company/depository.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of business under Item no 4 to be transacted at the meeting, is annexed hereto and forms part of the Notice.

In respect of the Business Item No. 2 & 4, a statement giving additional information on the Directors seeking reappointment and appointment, is annexed herewith to Notice as Annex-1

4. 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 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 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
6. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from **September 23, 2020 to September 30, 2020** (both days inclusive), for the purpose of the Annual General Meeting.
7. The members desiring to inspect the documents referred to in this Notice and other statutory registers are required to send requests on the Company's email address: [investors@n2ntechno.com](mailto:investors@n2ntechno.com), An extract of such documents would be made available to the members on their registered email address.
8. Shareholders who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their Depository Participant(s). Shareholders holding shares in physical form are requested to notify/send any change in their address/mandate/bank account details to the Company's Registrar and Transfer Agent
9. Institutional / Corporate Shareholders intending to participate in the Annual General Meeting through their authorised representatives are requested to send a duly certified copy of their Board Resolution / Governing Body resolution / Authorisation letter, etc. authorising their representatives to attend and vote through remote e-voting on their behalf at the said Meeting to [investors@n2ntechno.com](mailto:investors@n2ntechno.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
10. To support the 'Green Initiative', shareholders who have not registered their e-mail addresses are requested to register the same with their Depository Participant or with the Company's Registrar & Share Transfer Agents.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
12. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Secretarial Standards issued by the Institute of Company Secretaries of India, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on **September 23, 2020 (Wednesday)**, being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **September 23, 2020 (Wednesday)**, being the Record Date.

13. In addition to the remote e-voting facility provided by the Company, the members who have not cast their vote on resolutions through remote e-voting would be given a facility to cast their vote through e-voting during the AGM. The instruction for the same is forming part of this Notice.

The investors are requested to attend the meeting and cast their vote through remote e-voting / e-voting.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **September 27, 2020 at 9.00 am and ends on September 29, 2020 at 5.00 pm.** 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 **September 23, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have voted through e-voting module, would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for **CDSL's EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to **CDSL's EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company / RTA or contact Company / RTA</li> </ul>
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. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the **N2N TECHNOLOGIES LIMITED** to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.



2. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. 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.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xx) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investors@n2ntechno.com](mailto:investors@n2ntechno.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- (xxi) If you have any queries or issues regarding Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to

helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **September 23, 2020**.
- The Company has appointed, **Advocate Jyoti Pandey** as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders who do not have access to the e-voting process) in a fair and transparent manner.
- The results of e-voting on resolutions based on scrutinizers consolidated report will be declared on or after the AGM of the Company (within 48 hours from the conclusion of the AGM) and the resolutions will be deemed to be passed on the AGM date, subject to the receipt of the requisite numbers of votes in favour of the resolutions. The results declared along with the Scrutinizer's Report shall be submitted concerned stock exchange, immediately and will also be made available on the website of the Company .

**By Order of the Board of Directors**

**Place: Pune**  
**Date: September 07, 2020**

**Shrirang Gosavi**  
**Company Secretary**

**ANNEXURE-I TO THE NOTICE****Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 4 :**

Shri Nishant Upadhyay (DIN-02128886) was appointed as a Director on the Board of the Company on September 18, 2015. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 32<sup>nd</sup> Annual General Meeting (AGM) held in 2015 approved his appointment as an Independent Director of the Company for a period of 5 years.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of up to five years, on passing of a special resolution by shareholders. The Company has received declaration as to his consent and eligibility from him along with declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations .

Mr. Nishant Upadhyay have furnished declarations to the Company under Section 149(7) of the Act, confirming that he meets the criteria prescribed for Independent Directors under Section 149(6) of the Act and also Consented to act as Director along with Declaration of Non-Disqualification.

The resolution seeks the approval of members for the re-appointment of Mr. Upadhyay as an Independent Director of the Company for full 5 years term commencing from the date of the AGM. In the opinion of the Board, Mr. Nishant Upadhyay fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management. Based on the recommendations of the Nomination & Remuneration Committee and keeping in view his expertise, Board has approved and recommend the resolution for his appointment, for approval of the members through by way of Special Resolution

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr.Nishant Upadhyay, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

**ANNEXURE-II TO THE NOTICE**

In accordance with Secretarial standard (SS-2) , Other details of Directors seeking appointment/reappointment are as under :

<b>Particulars</b>	<b>Shri Rahul Shah (DIN: 01545609 )</b>	<b>Shri Nishant Upadhyay (DIN: 02128886)</b>
Age	51 yrs	35 yrs
Qualifications	BE (Computer Science)	B.com, LLB, ACS, ACMA, JAIIB
Experience	Information Technology	Law, Finance and Capital markets
Terms and conditions of appointment/ reappointment	Non-Executive Director liable to retire by rotation	Independent Director
Directorship in other Companies	1. Katalyst Software Services Limited 2. DSR Infotech Limited 3. RSA Sharecon Private Limited	1. Lexkare Aus Corporate Services Pvt Ltd 2. Lexkare Legal Services Pvt Ltd 3. United Interactive Limited 4. Robobai Technologies Pvt Ltd 5. HIV Aids Prevention and Awareness Foundation
Date of first Appointment on the Board	<b>November 14, 2011</b>	<b>September 3, 2015</b>
No. of Meetings of the Board attended during the year	<b>4</b>	<b>4</b>
Chairmanship/ Membership of Board Committees of the other Companies	<b>NIL</b>	1. Member of Audit Committee of United Interactive Limited
Shareholding in the Company	<b>13,91,480 equity shares</b>	<b>15 equity shares</b>
Remuneration drawn	<b>NIL</b>	<b>NIL</b>
Remuneration sought to be paid ( Rs)	<b>NIL</b>	<b>NIL</b>
Relation with any Director, Manager and other Key Managerial Personnel of the Company	<b>NO</b>	<b>NO</b>

**DIRECTOR'S REPORT****TO THE MEMBERS OF N2N TECHNOLOGIES LIMITED**

Your Directors have pleasure to present 35<sup>th</sup> Annual Report and Audited Annual Accounts of your company for the year ended on 31<sup>st</sup> March 2020.

**FINANCIAL HIGHLIGHTS:  
STANDALONE BASIS****( Rs. IN LAKHS)**

<b>Particulars</b>	<b>FY 2019-20</b>	<b>FY 2018-19</b>
Total Income	Nil	0.02
Total Expenditure	7.99	10.16
Extraordinary Items	-	-
Profit / (Loss) Before Tax	(7.99)	(10.14)

**PERFORMANCE REVIEW & FUTURE OUTLOOK:**

During the current year, your Company has booked Nil Income and Loss of Rs.7.99 Lakhs on standalone basis.

Your Directors are confident that the policies, strategies adopted by your company will protect interest of the stakeholders.

**DIVIDEND & RESERVES:**

In view of the losses, your Directors expresses it inability to declare dividend for the year.

**SHARE CAPITAL:**

As at March 31, 2020, Your company's total paid up share capital stood at Rs.4,01,31,980/- divided into 32,28,069 fully paid up equity shares of Rs.10/- each and 7,85,129 fully paid up preference shares of Rs.10/- each. During the year under review, the Company has not issued any shares with or without differential voting rights. Also company has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

As on 31<sup>st</sup> March 2020, Mr. Rahul Shah, Promoter Director of the Company holds 43.11 % shares of the Company.

**MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT**

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 of the Company to which the Financial Statements relate and the date of the report.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO****A. Conservation of Energy and Technology Absorption:**

The Company has no particulars to report regarding conservation of energy, technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with Rules there under.

**B. Foreign exchange earnings and outgo:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amt in `</b>
1	Foreign Exchange earned in terms of actual inflows during the year	Nil
2	Foreign Exchange outgo in terms of actual outflows during the year	Nil

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your company is committed to improve quality of lives of people in the community its serves through long term stakeholder value creation, with special focus on skills development. The Company does not have to mandatorily constitute a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The company fully understands its role in society and is committed for sustainable & inclusive growth of people & the environment around its business.

**BOARD AND DIRECTORS EVALUATION AND CRITERIA FOR EVALUATION**

During the year, the Board has carried out an annual evaluation of its own performance & performance of the Directors.

Your Company has constituted Nomination and Remuneration Committee, which as per the provisions of Companies Act 2013 has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation inter alia include degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Management. Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Directors' Report.

**CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS:**

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Companies Act 2013.

**Independence:**

In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meet with the criteria for 'Independent Director' as laid down in the Act.

**Qualifications:**

A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

**Positive Attributes:**

In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

**REMUNERATION POLICY**

The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to its overall Human resource philosophy. The key factors considered in formulating the Policy are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The key principles governing the Company's Remuneration Policy are as follows:

**Remuneration for independent Directors and non-independent non-executive Directors:**

- Independent Directors ('ID') and non-independent non-executive Directors ('NED') may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members, and commission within regulatory limits, as recommended by the Nomination and Remuneration Committee ('NRC') and approved by the Board.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board. The NRC will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee Meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

**Policy on Remuneration for Managing Director ('MD') / Executive Directors ('ED') / Key Managerial Personnel ('KMP')/ rest of the Employees:**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company,

complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements. Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.

- In addition, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides all employees with a social security net subject to limits, by covering medical expenses and hospitalization through re-imburements or insurance cover and accidental death and dismemberment through personal accident insurance. The Company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the NRC and approved by the Board.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

Presently, no Directors or KMP of the Company is drawing any remuneration from the company

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

The directors report that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The Directors have 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 statement of the company for that period.
- iii) The Directors have 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.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- vi) 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.

#### **DECLARATION ON INDEPENDENT DIRECTORS**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

At present, your company does not have any Subsidiary, Joint Venture or Associates company.

## POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has not received any complaint of sexual harassment during the financial year 2019-20.

## VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism. It is affirmed that no personnel of the Company have been denied access to the Audit Committee.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

## AUDITORS

### (1) Statutory Auditors:

M/s. Maheshwari & Co., Chartered Accountants, Mumbai, are the statutory auditors of the Company and hold office till the conclusion of the 37th Annual General Meeting (AGM) subject to ratification at each intervening AGM. They have furnished a certificate, confirming consent and eligibility in accordance with Section 139 read with Section 141 of the Act. Pursuant to the provisions of the Act and the Rules made there under, it is proposed to ratify their appointment as the statutory auditors of the Company till the conclusion of the next AGM. Members are requested to consider the ratification of their and authorize the Board of Directors to fix their remuneration.

### (2) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Hardik Savla & Co, a Company Secretary in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2020. The Secretarial Audit Report is annexed to this report.

The Auditors' Report for the financial year ended 31<sup>st</sup> March 2020 contains following qualification, reservation, adverse remark or disclaimer:

Sr. No.	Auditors qualification, reservation, adverse remark or disclaimer  (Auditors have given following remarks under Standalone Audit Report "Emphasis of Matter" para )	Board's comments
1	Non-compliance of section 203 & 134(1) of companies act, 2013 for not having any KMP in the company	Your Company has already made appointment of Wholetime Company Secretary. Other appointments will be made by the Board in consultation with Promoter Director of the Company
2.	Intangible Aseet (IPR) amounting Rs.915.02 lacs are not subjected to impairment during the year	Your Board intends to take independent view of the Certified Valuer for the valuation of IPR and the accounting treatment.
3	Balances of Debtors, Loans and Advances,	Audit Committee has formalized a plan for



	Secured & Unsecured Loans, Sundry Creditors Others are subject to confirmation and reconciliation and consequential adjustments	confirmation of Loans and Advances and in the absence of final confirmation, such balances shall be written off from the Books of Accounts of the Company.
4	company is required to appoint Internal Auditors	Your Company shall make an appointment of Internal Auditor in current year.
5	the company has granted loan to DSR Infotech Limited, which is non-compliance of Section 185 of the Companies Act, 2013.	DSR Infotech Ltd was a subsidiary company when such transaction had happened. As on date, the DSR is not the subsidiary company of N2N.

The Secretarial Auditors' Report for the financial year ended 31<sup>st</sup> March 2020 contains following qualification, reservation, adverse remark or disclaimer:

Sr. No.	Secretarial Auditors qualification, reservation, adverse remark or disclaimer	Board's comments
1.	Non-compliance of section 203 & 131 as no KMP	Your Company has already made appointment of Wholetime Company Secretary. Other appointments will be made by the Board in consultation with Promoter Director of the Company
2	The company has not published intimation & results of quarterly results in newspaper as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Your Company shall comply with the same during the current year and henceforth.
3	We would like to draw your attention, the company has applied for re-adjudication of Stamp Duty on account of merger of Leadsoft softech Pvt Ltd with the Company as levied by the Controller of Stamps, Mumbai	Re-adjudication of Stamp Duty with Controller of Stamps, Mumbai is under process.
4	Women Director needs to be appointed in place of Ms. Mahalakshmi Dandapani who is disqualified to act as such u/s 164	Your Company shall make appointment of suitable candidate for Women Director

Mr. Nishant Upadhyay has brought to attention of Promoter Director the qualification remarks of the Auditors in their Audit Report and requested to adopt urgently corrective steps to address such qualification and emphasis of matters. The role of the Independent Director being honorary and without remuneration and more of advisory in nature and has adopted steps within their purview to address these qualifications.

### LISTING ON STOCK EXCHANGES

The Equity Shares of your Company are listed only with BSE Limited. The listing fees for the financial year 2020-21 is not paid as on the date of this report, however, your Company shall pay the same by the ensuing Annual General Meeting.

### CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The certain regulations as to corporate governance do not apply to the Company in Accordance with SEBI (LODR) Regulations 2015. Accordingly, no separate section on Corporate governance is annexed.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion & Analysis Report as required under regulation 34 of the SEBI (LODR) Regulations, 2015 is annexed to this report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186**

During the year, the Company has not given any loan or guarantee, or provided security, or has made any investment which would be required to be reported under section 186 of the companies Act 2013. The closing balances of investments which would be covered under Section 186 of the Companies Act, 2013, are disclosed in the Schedule of Non-Current Investments/Loans given in the Financial Statements.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013**

The contracts or arrangements as covered u/s188 of the Companies Act 2013, is not entered into by the Company. Hence, no particulars are being provided in Form AOC-2 as mandated pursuant to the provisions of Section 134 of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014.

## **THE EXTRACT OF ANNUAL RETURN**

Extracts of Annual return in form MGT-9 as per the provisions of the Companies Act, 2013 is annexed hereto and forms part of this report.

## **MANAGERIAL REMUNERATION / PARTICULARS OF EMPLOYEES**

Your company has not paid any managerial remuneration during the period under review, therefore no Disclosures in the Board Report as required under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 is provided and further your Company also has not employed any person at a remuneration in excess of the limit set out in the said Rules.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :**

Your Board comprises of Mr Rahul Shah, Mr Tushar Shah and Mr Nishant Upadhyay.

Mr Shrirang Gosavi was appointed as Whole Time Company Secretary and Compliance Officer on June 25, 2020.

## **BOARD AND COMMITTEE MEETINGS**

Five Board Meetings were convened and held during the year i.e. on May, 10, 2019, June 10, 2019, August 14, 2019, November 14, 2019 and February 14, 2020. At Present, The Audit Committee consist of Mr. Nishant Upadhyay as Chairman and Mr Tushar Shah, Mr. Rahul Shah as Members.

The Stakeholders relationship committee as well as Remuneration Committee comprises Mr Tushar Shah as Chairman and Mr. Nishant Upadhyay, Mr. Rahul Shah as Members. There have not been any instances when recommendations of the Audit Committee were not accepted by the Board. The intervening gap between the Meetings was within the period prescribed under the Act.

## **DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE COMPANIES ACT, 2013:**

Your Company has not accepted any fixed deposits covered under chapter V of the Companies Act, 2013 and, as such, no amount of principal or interest was outstanding on the date of Balance Sheet.

## **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

The Audit Committee along with Management oversees results of the internal audit and reviews implementation on a regular basis.

#### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation for the wholehearted and sincere co-operation the Company has received from its bankers and various Government agencies. Your Directors also wish to thank all the employees for their co-operation.

By Order of the Board of Directors

Place: Pune

Date: August 7, 2020

Tushar Shah  
Director  
DIN-01932019

Nishant Upadhyay  
Director  
DIN-02128886

**FORM NO. MGT-9  
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March 2020

[Pursuant to sec 92(3) of the Companies Act, 2013 & rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN:-	<b>L72900PN1985PLC145004</b>
Registration Date	January 30, 1985
Name of the Company	N2N TECHNOLOGIES LIMITED
Category / Sub-Category of the Company	Non-government -Public company limited by shares
Address of the Registered office and contact details	Sun Lounge-Ground floor, One Earth, Opp, Magarpatta city , Pune 411 028. Email Id : investors@n2ntechno.in
Whether listed company	<b>Yes</b>
Name, Address and Contact details of Registrar and Transfer Agent, if any :	Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Mahakali caves Rd Andheri East, Mumbai-400093 Tel: +91 (22) 2820 7203-05, www.unisec.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.no	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Investment in group companies	---	Not accounted as turnover
2.	IT & ITes	620	NIL

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sr.no:	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i) Category-wise Share Holding

**Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)**

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A)</b>	<b>Promoters</b>									
<b>1</b>	<b>Indian</b>									
(a)	Individuals/ Hindu Undivided Family	234500		<b>234500</b>	7.26	234500		<b>234500</b>	7.26	0.00
(b)	Central Govt(s)			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(c)	State Govt(s)			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(d)	Bodies Corporate			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(e)	Banks / FI			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(f)	Any Others(Specify)									
(e-i)										
	<b>Sub Total(A)(1)</b>	<b>234500</b>	<b>0</b>	<b>234500</b>	<b>7.26</b>	<b>234500</b>	<b>0</b>	<b>234500</b>	<b>7.26</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>									
a	NRIs - Individuals	1391480		<b>1391480</b>	43.11	1391480		<b>1391480</b>	43.11	0.00
b	Other Individuals			<b>0</b>	0.00			<b>0</b>	0.00	0.00
c	Bodies Corporate			<b>0</b>	0.00			<b>0</b>	0.00	0.00
d	Banks / FI			<b>0</b>	0.00			<b>0</b>	0.00	0.00
e	Any Others(Specify)									
	<b>Sub Total(A)(2)</b>	<b>1391480</b>	<b>0</b>	<b>1391480</b>	<b>43.11</b>	<b>1391480</b>	<b>0</b>	<b>1391480</b>	<b>43.11</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>1625980</b>	<b>0</b>	<b>1625980</b>	<b>50.37</b>	<b>1625980</b>	<b>0</b>	<b>1625980</b>	<b>50.37</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(b)	Banks / FI			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(c)	Central Govt(s)			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(d)	State Govt(s)			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(e)	Venture Capital Funds			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(f)	Insurance Companies			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(g)	FIs			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(h)	Foreign Venture Capital Funds			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(i)	Any Other (specify)									
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>

<b>B 2</b>	<b>Non-institutions</b>									
<b>(a)</b>	Bodies Corporate	462780	28017	<b>490797</b>	15.20	463275	28017	<b>491292</b>	15.22	0.02
(i)	Indian			<b>0</b>	0.00			<b>0</b>	0.00	0.00
(ii)	Overseas			<b>0</b>	0.00			<b>0</b>	0.00	0.00
<b>(b)</b>	Individuals									
(i)	Individual shareholders holding nominal share capital up to Rs 1 lakh	285900	18037	<b>303937</b>	9.42	287320	18037	<b>305357</b>	9.46	0.04
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	740711	0	<b>740711</b>	22.95	740681	0	<b>740681</b>	22.95	0.00
<b>(c)</b>	Others (specify)									
(i)	Clearing Members	17877		<b>17877</b>	0.55	15992		<b>15992</b>	0.50	-0.06
(ii)	Trusts			<b>0</b>	0			<b>0</b>	0.00	0.00
(iii)	NRI / OCBs	34082		<b>34082</b>	1	34082		<b>34082</b>	1.06	0.00
(iv)	Foreign Nationals	0	6672	<b>6672</b>	0.21	0	6672	<b>6672</b>	0.21	0.00
(v)	Foreign Corporate Body	0	8013	<b>8013</b>	0.25	0	8013	<b>8013</b>	0.25	0.00
(vi)	NFBC registered with RBI	0	0	<b>0</b>	0.00	0	0	<b>0</b>	0.00	0.00
	<b>Sub-Total (B)(2)</b>	<b>1541350</b>	<b>60739</b>	<b>1602089</b>	49.63	<b>1541350</b>	<b>60739</b>	<b>1602089</b>	49.63	0.00
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1541350</b>	<b>60739</b>	<b>1602089</b>	49.63	<b>1541350</b>	<b>60739</b>	<b>1602089</b>	49.63	0.00
	<b>TOTAL (A)+(B)</b>	<b>3167330</b>	<b>60739</b>	<b>3228069</b>	100.00	<b>3167330</b>	<b>60739</b>	<b>3228069</b>	100.00	0.00
<b>(C)</b>	<b>Shares held by Custodians for GDRs &amp; ADRs</b>								0.00	0.00
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>3167330</b>	<b>60739</b>	<b>3228069</b>	100.00	<b>3167330</b>	<b>60739</b>	<b>3228069</b>	100.00	0.00

Note :

1 ) In promoter group, Mr.Rahul Shah (holding 1391480 shares) is only promoter of the company de-facto , whereas Ms. Rekha Rani Sarawagi (holding 234500 shares) is former promoter of company still shown in promoter category , cause her entire shareholding is still in process of transfer to Mr.Rahul Shah

**(ii) Shareholding of Promoters**

S.no	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares held	No. of shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares held	
1	Rahul Shah	1391480	43.11	70.87	1391480	43.11	70.87	-
2	Rekha Sarawagi	234500	7.26	-	234500	7.26	-	-

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

There has been no change in the shareholding of the promoters during the year, hence details in prescribed form are not reported here.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :**

Sr No.	Name of the Shareholders	Shareholding at the Beginning		Total cumulative Changes in shareholding during the year		Shareholding at the end	
		No. of Shares	% of Total Shares	Increase	Decrease	No. of Shares	% of Total Shares
1.	VIJAY JAGSHIBHAI CHHEDA	266666	8.26	-	-	266666	8.26
2.	PILOT CONSULTANTS PVT LTD	145000	4.49	-	-	145000	4.49
3.	INGA ADVISORS PVT LTD	104851	3.25	-	-	104851	3.25
4.	RAMCHAND K. POPLY	99474	3.08	-	-	99474	3.08
5.	VISHAL JATIN SHAH	55000	1.70	-	-	55000	1.70
6.	ANJANA PROJECTS PVT LTD	45800	1.42	-	-	45800	1.42
7.	SUMAN GUPTA	33962	1.05	-	-	33962	1.05
8.	SURENDRA BANG	29823	0.92	-	-	29823	0.92
9.	SEEMA ASHER	29397	0.91	-	-	29397	0.91
10.	SHEETAL BAJAJ	Nil	0.00	-	-	29196	0.90

Note : 1. Top ten shareholders at the end of the year (as per PAN) are taken.

**(vi) Shareholding of Directors and Key Managerial Personnel :**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	<b>For Each of the Directors and KMP</b>					
	Rahul Shah (Director)	At the beginning of the year	1391480	43.11	1391480	43.11
		Date wise Increase / Decrease in Shareholding during the year	NIL	NIL	None of the Directors had any transaction in the shares of the Company during the year	
		At the End of the year	1391480	43.11		

<b>Nishant Upadhyay (Non-Executive Director)</b>	At the beginning of the year	<b>15</b>	<b>0.00</b>	<b>15</b>	<b>0.00</b>
	Date wise Increase / Decrease in Shareholding during the year	NIL	NIL	None of the Directors had any transaction in the shares of the Company during the year	
	At the End of the year	<b>15</b>	<b>0.00</b>	<b>15</b>	<b>0.00</b>

#### V. INDEBTEDNESS

##### Indebtedness of the Company including interest outstanding/accrued but not due for payment (In ` Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	12.50	NIL	12.50
<b>Total (i+ii+iii)</b>		12.50		12.50
<b>Change in Indebtedness during the financial year</b> • Addition • (Reduction)	NIL	2.00	NIL	2.00
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	14.50	NIL	14.50
<b>Total (i+ii+iii)</b>	NIL	14.50	NIL	14.50

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

##### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		---	---	---	---	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					NIL
2.	Stock Option					NIL



3.	Sweat Equity						NIL
4.	Commission - as % of profit - others, specify...						NIL
5.	Others, please specify						NIL
	Total (A)						NIL
	Ceiling as per the Act						NIL

**B. Remuneration to other directors:**

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
	1. Independent Directors					NIL
	2. Other Non-Executive Directors					NIL
	Total (B)=(1+2)					NIL
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					N.A

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission - as % of profit	NIL	NIL	NIL	NIL

	-others, specify...				
5.	Others, please specify	NIL	NIL	NIL	NIL
	<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

By Order of the Board of Directors

Place: Pune  
Date: August 7 2020

Tushar Shah  
Director  
DIN-01932018

Nishant Upadhyay  
Director  
DIN-02128886

**FORM MR-1**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**N2N TECHNOLOGIES LIMITED**  
(CIN: L72900PN1985PLC145004)  
Sun Lounge-ground floor, One Earth,  
Opp. Magarpatta city, Hadapsar,  
Pune- 411 028

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by N2N Technologies Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon. Based on my 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 by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2020 ('Audit Period') 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:

I have examined the books, papers, minute books, forms and returns filed, and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made thereunder;
- (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
- (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) Reg-2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,1992 and 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, 2009 as applicable from time to time **(Not applicable to the Company during the Audit Period)**;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,2014 **(Not applicable to the Company during the audit period)**.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations2008; **(Not applicable to the Company during the audit period)**.
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
  - (h) The Securities and Exchange Board of Inda (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.

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 Listing Agreements entered into by the Company with Stock Exchanges read with The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review so far the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above in general except the matters as given hereunder.

- *the Company is required to appoint/designate Key managerial personnel in the Company in a manner laid down by the Companies Act 2013, which company has not complied till date. Company has made appointment of Whole Time Company Secretary.*
- *Women Director needs to be appointed in place of Ms. Mahalakshmi Dandapani who is disqualified to act as such u/s 164*
- *The company has not published intimation & results of quarterly results in newspaper for various quarters, which is non-compliance in general of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the general laws as applicable to all the Companies for carrying business activities except as mentioned hereunder and apart from above **there is no statute(s) applicable specifically to the Company or industry in which it operates.**

- *We would like to draw your attention, the company has applied for re-adjudication of Stamp Duty on account of merger of Leadsoft softech Pvt Ltd with the Company as levied by the Controller of Stamps, Mumbai*

I further report that the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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. All decisions at Board Meetings are carried out with a requisite majority as recorded in the minutes of the meetings of the Board of Directors.

**I further report that** 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** during the audit period, the company has not transacted any events /actions in the Board meeting(s) or General meeting(s) having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Hardik Savla  
C P No: 8866  
Date : August 7, 2020  
Place: Mumbai

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

Over the years Indian IT & ITes industry has improved and developed as a sophisticated marketplace with modern facilities and amenities. With dedicated regulators, the functions have become systematic and controlled providing depth & discipline to the industry structure. Your Company is one of the intermediaries in a web based business segment. With India, being one of the favored investment destination, business structure is bound to become more & more sophisticated with latest technologies.

### **OPPORTUNITIES & THREATS**

Though the conditions in IT & ITes industry are vibrant, there has been a lot of skepticism about various policy measures. Nevertheless, India has been considered as a favorite business destination by many foreign investors. The fundamental growth drivers of the country's economy as well as our company continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally. Therefore, the company is finding difficult to procure business in IT & ITes, and thus decided to concentrate on other opportunities.

### **SEGMENT-WISE PERFORMANCE**

The income of the Company comprises of interest received. During the current year income from core activities was NIL.

### **OUTLOOK**

The outlook is not positive due to global pandemic caused by novel Corona Virus.

### **RISKS & CONCERNS**

The size of operation of your Company has always been a concern as IT & ITes player, as the industry is moving towards institutionalization. Primary market is dominated by few large players and it is increasingly difficult for small & mid cap entities to penetrate.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has developed formal and well-structured internal control systems to conduct the business within the framework of Regulations. The present structure & systems are adequate and commensurate to the size of operations of your company.

### **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial year 2019-20, your company was unable procure any business in IT & ITes business, the only income it had was in form of interest received from funds deployed.

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT:**

There are no material developments in human resources /industrial relations front.

### **DISCLOSURE OF ACCOUNTING TREATMENT**

Your Company follows Accounting Standards as prescribed by Institute of Chartered Accountants of India (ICAI) for preparation of financial statements; there is no other such different treatment followed for the same.

### **FORWARD-LOOKING STATEMENTS:**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements.

**INDEPENDENT AUDITOR’S REPORT  
TO THE MEMBERS OF N2N TECHNOLOGIES LIMITED**

**Report on the Financial Statements**

**Qualified Opinion**

We have audited the accompanying financial statements of **N2N TECHNOLOGIES LIMITED** (CIN: L72900PN1985PLC145004) (“the Company”), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss (including Other Comprehensive Income) 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 (herein after referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified Opinion paragraph below*, the aforesaid financial statements give the information required by the Companies Act, 2013 (“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, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Qualified 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

- 1. The Company being a listed Company, as per Section 138 of Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, Company is required to appoint Internal Auditor. However the Company has not complied with the same.*
- 2. The Company has not established its Internal Financial Controls over financial reporting on criteria based on or 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.*

3. *The Company has not Made Provision for Professional Tax during the current financial year amounting to Rs. 2500; TDS payable amounting to Rs. 42,591 is outstanding for payment for more than 1 year, However interest and penalty for the same is not accounted for and accordingly Loss is understated to that extent, However exact calculation of interest liability is not ascertainable as the said balances are carried forward balances.*

### **Emphasis of Matter**

We draw attention to **Note 24** to the accompanying annual financial results, which describe management's assessment of uncertainty relating to the effects of the COVID-19 pandemic on the Company's operations

We draw attention to **Note 23** to the accompanying annual financial results, which describe the following:

- a. Balances in the accounts of other financial liabilities, Trade Payables, Loans & Advances, Bank Balance are subject to confirmation / reconciliation & availability of relevant supporting documents & Agreements. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation / adjustments.
- b. Intangible Assets "IPR" amounting to Rs. 915.02 lakhs is not tested for impairment during the current year. Management is of the opinion that in financial year 2020-2021, they will assign this IPRs to other IT company and the replacement value of this IPR's are higher than the book value.
- c. Director with "DIN : 01250926", "Name : Mahalakshmi Dandapani " is disqualified as on 31 March 2020, from being appointed as a director in terms of Section 164(2) of the Act.
- d. Company being a listed Company is required to follow Section 203 of Companies Act, 2013. However in the absence of appropriate candidate for filling the vacancy of Company Secretary, the said Key Managerial Person as per Section 203 has not been appointed during financial year 2019-20. Subsequently, Mr Shirang Gosavi, as full time Company Secretary was appointed on June 25, 2020
- e. On the basis of the Certificate received from Practicing Company Secretary i.e. Hardik Savla (Membership No. A23685), dated 7<sup>th</sup> August, 2020 having UDIN No. A023685B000561068 issued for Outstanding Balance of Trade payables as at March 31, 2020, which was outstanding for payment for more than 12 months do not classify to be as Deposits as per section 2(31) of the Companies Act. 2013 and there are no violation or Rule 2( I )(c)(xii) of the Companies (Acceptance of Deposits) Rules, 2014.
- f. The Management does not have sufficient information in respect of the classification of Trade Payable Outstanding as on 31st March 2020 as MSME, Hence we assume that Trade Payables are not registered under MSME.
- g. It reflects from the Income tax portal that demand of Rs 73,19,360 & Rs. 28,37,040 for A.Y. 2014-15 & AY 2017-18 respectively is outstanding for payment. However Management is under process for necessary submission and accordingly contingent liability is provided.

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. Based on the circumstances and facts of the audit and entity, there aren't key audit matters to be communicated in our report.

## **Information other than the 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 Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have 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.

## **Responsibility of Management for the 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 financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the 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 implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also 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 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:

- 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.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

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 Company's 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.

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 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 Section 143(3) of the Act, based on our audit report we report that:
  - a) We have sought and, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The balance sheet, the statement of profit and loss, including other comprehensive income, the cash flow statement and statement of changes in equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - e) On the basis of written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors and as per our verification, *Director with “DIN:01250926”, “Name “Mahalakshmi Dandapani” is disqualified as on 31 March 2020, from being appointed as a director in terms of Section 164(2) of the Act.*
  - f) 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 A**”; and
  - g) 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:

- h) 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.
  - i) 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 17 to the financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company, if any; and
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "**Annexure- B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Maheshwari & Co.**  
**Chartered Accountants**  
**FRN: 105834W**

**Pawan Gattani**  
**Partner**  
**Membership No. 144734**

**UDIN: 20144734AAAACF2492**  
**Place: Mumbai**  
**Date: 7th August, 2020**

## **ANNEXURE ‘A’ TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 1(f) under the heading ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

### **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 **N2N TECHNOLOGIES LIMITED** (“the Company”) as of 31 March 2020 in conjunction with our audit of the 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 (the “Guidance Note”) 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 my/our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system over financial reporting of the Company.

#### **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.

### **Disclaimer of Opinion**

According to the information and explanation given to us, the Company has not established its internal financial control over financial reporting on criteria based on or 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. Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for my / our opinion whether the Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2020.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company, and the disclaimer does not affect our opinion on the financial statements of the Company.

**For Maheshwari & Co.**  
**Chartered Accountants**  
**FRN: 105834W**

**Pawan Gattani**  
**Partner**  
**Membership No. 144734**

**UDIN: 20144734AAAACF2492**  
**Place: Mumbai**  
**Date: 7th August, 2020**

## ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

### (Referred to in paragraph 2 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets except Intangible assets i.e. **IPR**.
- b) Fixed assets have been verified by the management in accordance with a phased programme of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets, ***though all the assets were not verified by the management during the year and Intangible Assets "IPR" amounting to Rs 915.02 lacs is not tested for impairment.***
- c) According to the information and explanations given to us, the company does not hold any immovable property in its name.
2. According to the information and explanation given to us the company does not hold any inventories in physical form. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. According to information and explanations given to us, The Company has granted loans to one party covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). The amount Outstanding being INR 2,45,31,520/- of 1 party respectively.
  - a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the company to 1 party covered in the register maintained under section 189 of the Companies Act, 2013, (total loan amount granted Rs. Nil during current year and balance outstanding as at balance sheet date Rs 2,45,31,520 are *prejudicial to the company's interest on account of the fact that the loans have been granted interest free, therefore lower than the cost of funds to the company and also lower than the prevailing yield of government security close to the tenor of the loan.*
  - b) In the case of loans granted to the parties covered in the register maintained under section 189 of the Act, regularity in payment of the principal and interest could not be commented upon as the Terms and conditions for the repayment of the principal and payment of interest is not specified.
  - c) In the case of loans granted to the parties covered in the register maintained under section 189 of the Act, amount overdue in respect of loan granted could not be commented upon as the Terms and conditions for the repayment of the principal and payment of interest is not specified.

4. According to information and explanations given to us, *the company had granted loan to DSR Infotech Limited in which one of the director is director in non-compliance of Section 185 of the Companies Act, 2013.* Maximum amount outstanding during the year to DSR Infotech Limited is INR 2,45,31,520 and the amount outstanding as at the balance sheet date is INR 2,45,31,520. The Company has not made any investment, given guarantees, and security as per the provisions of provisions of section 186 of the Act.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder during the year. Accordingly, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records specified by the Central Government under Section 148(1) of the Companies Act, are not applicable to the Company during the year.
7. (a) According to the information and explanation given to us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, sales tax, service tax, Goods and Service Tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable except as shown below:

Nature of statute	Nature of the dues	Amount (Rs.)	Period to which the amount related	Remark, if any
Income Tax Act, 1961	TDS 194-J	42,591	F. Y. 2016-17 to F.Y 2018-19	Outstanding as on 31 <sup>st</sup> March 2020
Profession Tax	PTEC	5,000	F.Y. 2016-17 F.Y. 2017-18	
Profession Tax	PTRC	200	F Y. 2016-17	

(b) According to the information and explanations given to us, there are no dues of sales tax, service tax, customs duty, excise duty, value added tax and cess, which have not been deposited on account of any dispute with the relevant authorities. However, according to information and explanations given to us, the following dues of Income tax have not been deposited by the Company on account of disputes:

<b>Nature of statute</b>	<b>Nature of the dues</b>	<b>Amount (Rs.)</b>	<b>Period to which the amount related</b>	<b>Forum where dispute pending</b>
Income Tax Act, 1961	Income Tax and Interest thereon (Substantive Addition)	97,702,258	A. Y. 2010-11	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax and Interest thereon	5,321,748	A. Y. 2008-09	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax and Interest thereon	4,760,610	A. Y. 2012-13	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax and Interest thereon	7,319,360	A. Y. 2014-15	Asst. Commissioner of Income Tax

8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and the term loans during the year.
10. According to the information and explanation given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees have been noticed or reported during the year, nor have we been informed of any such cases by the management.
11. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Ind AS financial statements etc. as required by the applicable accounting standards.



14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him during the year.
16. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For Maheshwari & Co.**  
**Chartered Accountants**  
**FRN: 105834W**

**Pawan Gattani**  
**Partner**  
**Membership No. 144734**

**UDIN: 20144734AAAACF2492**  
**Place: Mumbai**  
**Date: 7th August, 2020**

Balance Sheet as at March 31, 2020

(Amount in Rs.)

	Particulars	Note No.	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
<b>A</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
a.	Property, plant & equipment	3	-	-
b.	Intangible asset	3	9,15,02,000	9,15,02,000
c.	<u>Financial assets</u>			
	(i) Loans	4	6,59,33,394	6,64,08,394
<b>2</b>	<b>Current assets</b>			
a.	<u>Financial assets</u>			
	(i) Cash & cash equivalent	7.1	20,968	65,981
b.	Current tax assets	5	7,86,164	7,88,384
	<b>TOTAL</b>		<b>15,82,42,526</b>	<b>15,87,64,759</b>
<b>B</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Equity</b>			
a.	Share capital	9	4,01,31,980	4,01,31,980
b.	Other equity	10	11,16,26,503	11,24,25,740
<b>2</b>	<b>Non-current liabilities</b>			
	<b>Financial liability</b>			
a.	Other Long Term Liabilities	11	14,50,000	12,50,000
<b>3</b>	<b>Current liabilities</b>			
a.	<u>Financial liabilities</u>			
	(i) <u>Trade Payable</u>			
	A.Total outstanding dues of micro enterprises and small enterprises	12	-	-
	B.Total outstanding dues of other than micro enterprises and small enterprises		49,86,251	48,98,899
b.	Other current liabilities	13	47,792	58,140
	<b>TOTAL</b>		<b>15,82,42,526</b>	<b>15,87,64,759</b>
	Significant Accounting Policies	2		
	The accompanying notes form an integral part of the Ind AS financial statements			

t of even date attached

Chartered Accountants  
(FRN: 105834W )

Pawan Gattani  
Partner  
Membership No. 144734

Place: Mumbai  
Date: 7th August 2020

For and on behalf of Board of Directors of  
N2N Technologies Limited

N K Upadhyay  
Director  
DIN: 02128886

Tushar Shah  
Director  
DIN: 06927347

Shrirang Gosavi  
Company Secretary

**Statement of Profit and Loss for the year ended March 31, 2020**

( Amount in Rs. )

	Particulars	Note No.	Current Year 2019-20 (Rs.)	Previous Year 2018-19 (Rs.)
1	Revenue from operations		-	-
2	Other income	14	-	2,712
3	<b>Total Revenue</b>		<b>-</b>	<b>2,712</b>
4	<b>Expenses:</b>			
	Cost of Goods Sold		-	-
	Employee benefits expenses		-	-
	Depreciation and amortisation	3	-	30,956
	Other expenses	15	7,99,237	9,84,953
	<b>Total expenses</b>		<b>7,99,237</b>	<b>10,15,909</b>
5	<b>Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)</b>		<b>(7,99,237)</b>	<b>(10,13,197)</b>
6	Exceptional items		-	-
7	<b>Profit / (Loss) before tax (5 - 6)</b>		<b>(7,99,237)</b>	<b>(10,13,197)</b>
4	Tax expense:			
	(1) Current tax		-	-
	(2) Taxes of earlier years		-	(1,98,090)
	(3) Deferred tax		-	-
			-	(1,98,090)
	<b>Profit (Loss) for the period (V - VI)</b>		<b>(7,99,237)</b>	<b>(12,11,287)</b>
5	<b>Other Comprehensive Income / (Losses)</b>		-	-
	<b>Total (Net of Tax)</b>		<b>-</b>	<b>-</b>
	<b>Total Comprehensive Income</b>		<b>(7,99,237)</b>	<b>(12,11,287)</b>
6	<b>Earnings per equity share:</b>			
	(1) Basic		(0.25)	(0.38)
	(2) Diluted		(0.25)	(0.38)
	Significant Accounting Policies	2		
	The accompanying notes form an integral part of the Ind AS financial statements			

As per our attached report of even date

**Maheshwari & Co.**  
**Chartered Accountants**  
**(FRN: 105834W )**

**Pawan Gattani**  
**Partner**  
**Membership No. 144734**

**Place: Mumbai**  
**Date: 7th August 2020**

**For and on behalf of Board of Directors of**  
**N2N Technologies Limited**

**N K Upadhyay**  
**Director**  
**DIN: 02128886**

**Tushar Shah**  
**Director**  
**DIN: 06927347**

**Shrirang Gosavi**  
**Company Secretary**

**N2N TECHNOLOGIES LIMITED**  
**CIN:L72900PN1985PLC145004**

**Statement of Changes in Equity**

**(a) Equity share capital**

( Amount in Rs. )

Particulars	Amount	Amount
Balance at March 31, 2019	32,28,069	3,22,80,690
Balance at March 31, 2020	32,28,069	3,22,80,690

**(a) Preference Share Capital**

Particulars	Amount	Amount
Balance at March 31, 2019	7,85,129	78,51,290
Balance at March 31, 2020	7,85,129	78,51,290

**(c) Other Equity**

(Amount in Rs.)

Particulars	Reserves and Surplus				Total
	Retained Earnings	Capital Reserve	Securities Premium Reserve	General Reserve	
<b>Balance at the end of reporting period i.e. March 31, 2019</b>	<b>(41,20,955)</b>	<b>26,49,870</b>	<b>14,62,04,086</b>	<b>(3,23,07,261)</b>	<b>11,24,25,740</b>
Profit / (Loss) for the year	(7,99,237)	-	-	-	-
Amount transferred from Retained earnings to General Reserve	-	-	-	-	-
Dividend Paid (including tax)	-	-	-	-	-
<b>Balance at the end of reporting period i.e. March 31, 2020</b>	<b>(49,20,192)</b>	<b>26,49,870</b>	<b>14,62,04,086</b>	<b>(3,23,07,261)</b>	<b>11,16,26,503</b>

The accompanying notes form an integral part of the Ind AS financial statements  
As per our attached report of even date

**Maheshwari & Co.**  
**Chartered Accountants**  
**(FRN: 105834W )**

**For and on behalf of the Board of Directors of**  
**N2N Technologies Limited**

**Pawan Gattani**  
**Partner**  
**Membership No. 144734**

**N K Upadhyay**  
**Director**  
**DIN: 02128886**

**Tushar Shah**  
**Director**  
**DIN: 06927347**

**Place: Mumbai**  
**Date: 7th August 2020**

**Shrirang Gosavi**  
**Company Secretary**

Cash Flow Statement for the Year Ended 31st March 2020

Particulars		Current Year 2019-20 (Rs.)	Previous Year 2018-19 (Rs.)
<b>A.</b>	<b><u>CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
1	<b>Profit / (Loss) Before Tax</b>	<b>(7,99,237)</b>	<b>(10,13,197)</b>
	<b><u>Adjustments for</u></b>		
	Depreciation / Amortisation	-	30,956
	Interest Income	-	(2,712)
	Amortisation of Goodwill	-	-
	Fixed Assets W/off	-	1,46,270
2	<b>Operating Profit before Working Capital Changes</b>	<b>(7,99,237)</b>	<b>(8,38,683)</b>
	<b><u>Movement in working capital:</u></b>		
	Change in Trade Receivable	-	-
	Change in Inventories	-	262
	Change in Provision	-	-
	Change in Other financial assets	-	-
	Change in Other current assets	-	2,184
	Change in Other trade payables	87,352	65,900
	Change in Other Current Liabilities	(10,348)	17,899
3	<b>Net Cash from Operating Activities</b>	<b>(7,22,233)</b>	<b>(7,52,438)</b>
	Less: Direct tax paid	2,220	(2,184)
	<b>Net Cash from Operating Activities (A)</b>	<b>(7,20,013)</b>	<b>(7,54,622)</b>
<b>B.</b>	<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
	Purchase of Fixed Assets	-	-
	Proceeds from Sale of Investment in Property	-	-
	Recovery of Loan Advanced	4,75,000	-
	Interest Income	-	2,712
	<b>Net Cash used in Investing Activities (B)</b>	<b>4,75,000</b>	<b>2,712</b>
<b>C.</b>	<b><u>CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
	Proceeds from issue of share capital/premium	-	-
	Increase in Capital Reserve	-	-
	Increase in Borrowing	2,00,000	-
	<b>Net cash from/used in Financing Activities (C)</b>	<b>2,00,000</b>	<b>-</b>
	<b>Net Increase/ (Decrease) in Cash &amp; Cash Equivalents during the year (A+B+C)</b>	<b>(45,013)</b>	<b>(7,51,911)</b>
	Cash & Cash Equivalent at the beginning of the year.	<b>65,981.00</b>	<b>8,17,892</b>
	<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>20,968</b>	<b>65,981</b>
	<b>Particulars</b>	<b>31-Mar-20</b>	<b>31-Mar-19</b>
	Cash, cheques, drafts (in hand)	8,108	8,108
	Balances with Schedule Banks	12,860	57,873
	<b>Total</b>	<b>20,968</b>	<b>65,981</b>

As per our attached report of even date

**Maheshwari & Co.**  
Chartered Accountants  
(FRN: 105834W)

**Pawan Gattani**  
Partner  
Membership No. 144734

Mumbai,  
Date: 7th August 2020

For and on behalf of the Board of  
N2N Technologies Limited

**N K Upadhyay**      **Tushar Shah**  
Director              Director  
DIN: 02128886      DIN: 06927347

**Shrirang Gosavi**  
Company Secretary

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**1 Company overview**

The Company is a public limited company, domiciled in India and registered with the ROC – Pune (Maharashtra) vide Corporate Identification number (CIN) L72900PN1985PLC145004.

Registered office of the Company is situated at Sun Lounge, Ground Floor, East Wing, Suzlon One Earth, Opp. Magarpatta City, Hadapsar, Pune 411 028.

The Company is into the business of IT & IT Enabled Services

**2 Significant accounting policies**

**Statement of compliance**

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and relevant provisions of the Companies Act, 2013 Accordingly, the Company has prepared these Standalone Financial Statements which comprise the Balance Sheet as at 31 March, 2020, the Statement of Profit and Loss for the year ended 31 March 2020, the Statement of Cash Flows for the year ended 31 March 2020 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'Standalone Financial Statements' or 'financial statements').

These financial statements are approved for issue by the Board of Directors on 7th August 2020

**2.01 Basis of preparation of financial statements**

The separate financial statements of the company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of the Companies Act, 2013 ("the Act"), except for:

- Financial instruments – measured at fair value;
- Assets held for sale – measured at fair value less cost of sale;
- Plan assets under defined benefit plans – measured at fair value
- Employee share-based payments – measured at fair value
- Biological assets – measured at fair value
- In addition, the carrying values of recognised assets and liabilities, designated as hedged items in fair value hedges that would otherwise be carried at cost, are adjusted to record changes in the fair values attributable to the risks that are being hedged in effective hedge relationship.

**2.02 Current and non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is classified as current when it satisfies any of the following criteria: it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle.

it is held primarily for the purpose of being traded;

- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
- All other assets are classified as non-current.
- A liability is classified as current when it satisfies any of the following criteria:
  - It is expected to be settled in the Company's normal operating cycle;
  - It is held primarily for the purpose of being traded
  - It is due to be settled within 12 months after the reporting date; or the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current only

The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. 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.

The Standalone Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest two decimals of Crore, unless otherwise stated

**2.03 Standards issued but not effective (based on Exposure drafts available as on date)**

The amendments are proposed to be effective for reporting periods beginning on or after 1 April 2020.

**(A) Issue of Ind AS 117 – Insurance Contracts**

Ind AS 117 supersedes Ind AS 104 Insurance contracts. It establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts within the scope of the standard. Under the Ind AS 117 model, insurance contract liabilities will be calculated as the present value of future insurance cash flows with a provision for risk.

Application of this standard is not expected to have any significant impact on the Company's financial statements.

**(B) Amendments to existing Standards**

Ministry of Corporate Affairs has carried out amendments of the following accounting standards:

1. Ind AS 1, Presentation of Financial Statements and Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors
2. Ind AS 40 – Investment Property

The Company is in the process of evaluating the impact of the new amendments issued but not yet effective.

**2.04 Use of estimates**

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

This note provides an overview of the areas where there is a higher degree of judgment or complexity. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation.

**The areas involving critical estimates or judgments are:**

Valuation of financial instruments  
Useful life of property, plant and equipment  
Defined benefit obligation  
Provisions  
Recoverability of trade receivables  
Recognition of revenue and allocation of transaction price  
Current tax expense and current tax payable

Estimates and judgments are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the company.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**Summary of significant accounting policies**

A summary of the significant accounting policies applied in the preparation of the financial statements is as given below. These accounting policies have been applied consistently to all the periods presented in the financial statements.

**2.05 Fair value measurement**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions  
Financial instruments (including those carried at amortised cost)



**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**2.06 Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes/GST and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Export incentives are recognised as income as per the terms of the scheme in respect of the exports made and included as part of export turnover.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

**Interest and dividend income**

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition

**2.07 Inventories:**

- i) Raw materials - is valued at the lower of cost or net realisable value. The cost is determined on FIFO /specific identification basis.
- ii) Finished goods - valued at the lower of cost or net realisable value. The cost of material is determined on FIFO/specific identification basis.
- iii) Work-in-progress is valued at material cost including appropriate production overhead.
- iv) Stores and spares are valued at the lower of cost or net realisable value. Cost is determined on FIFO basis.

**2.08 Foreign currency transactions and translation**

- i) Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated in functional currency at closing rates of exchange at the reporting date.
- ii) Exchange differences arising on settlement or translation of monetary items recognised in statement of profit and loss.

- iii) As the Company enters into business transactions based on the prevailing exchange rate, forward premium and other related factors, the gain/(loss) on this account is considered to be an integral part of the operations of the Company in accordance with industry practice and to avoid distortion of operating performance.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**2.09 Taxes**

**Current income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company determines the tax as per the provisions of Income Tax Act 1961 and other rules specified thereunder.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Deferred tax**

Deferred tax is provided in full using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or 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.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits 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 when the deferred 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.

The carrying amount of deferred 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 tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred 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 tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

**Minimum Alternate Tax (MAT)**

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with asset will be realised.

Current and deferred tax expense is recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**2.10 a) Property, plant and equipment**

Property, plant and equipment is stated at cost less accumulated depreciation and where applicable accumulated impairment losses. Property, plant and equipment and capital work in progress cost include expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

**Subsequent Cost**

The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is de-recognised and charged to the statement of Profit and Loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in the Statement of Profit and Loss.

**b) Intangible assets**

Intangible assets are stated at cost less accumulated amortisation and impairment loss. The system software which is expected to provide future enduring benefits is capitalised. The capitalised cost includes license fees and cost of implementation/system integration.

**Depreciation and amortisation**

The depreciation on tangible assets is calculated on SLM method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Derecognition of assets**

An item of property plant & equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the income statement when the asset is derecognised.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**2.11 Investment property**

Property that is held for long term rental yield or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment properties measured initially at cost including related transitions cost and where applicable borrowing cost. Subsequent expenditure is capitalised to the assets carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is incurred the carrying amount of replaced part is derecognised.

Investment properties other than land are depreciated using WDV method over the estimated useful life of assets prescribed by the Schedule II to the Companies Act 2013 i.e. 60 years for office premises. Investment properties include:

- (i) Land
- (ii) Office premises.

**2.12 Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**2.13 Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The contingent liability is not recognised in books of account but its existence is disclosed in financial statements.

**2.14 Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

**2.15 Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**2.16 Financial instruments**

**Initial recognition**

The company recognise the financial asset and financial liabilities when it becomes a party to the contractual provisions of the instruments. All the financial assets and financial liabilities are recognised at fair value on initial recognition, except for trade receivable which are initially recognised at transaction price. Transaction cost that are directly attributable to the acquisition of financial asset and financial liabilities, that are not at fair value through profit and loss, are added to the fair value on the initial recognition.

**Subsequent measurement**

**(A) Non derivative financial instruments**

**(i) Financial Assets at amortised cost**

A financial assets is measured at the amortised cost if both the following conditions are met :

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. All the Loans and other receivables under financial assets (except Investments) are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Trade receivables do not carry any interest and are stated at their nominal value as reduced by impairment amount.

**(ii) Financial Assets at Fair Value through Profit or Loss/Other comprehensive income**

Instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

If the company decides to classify an instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

**(iii) Financial liabilities**

The measurement of financial liabilities depends on their classification, as described below:

**(a) Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate (EIR) method. However, the Company has borrowings at floating rates. Considering the impact of restatement of Effective interest rate, transaction cost is being amortised over the tenure of loan and borrowing.

**(b) Trade & other payables**

After initial recognition, 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.

**(B) Derivative financial instruments**

The company holds derivatives financial instruments such as foreign exchange forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. Company has taken all the forward contract from the bank.

**The company have derivative financial assets/financial liabilities which are not designated as hedges;**

Derivatives not designated are initially recognised at the fair value and attributable transaction cost are recognised in statement of profit and loss, when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through profit and loss. Asset/Liabilities in this category are presented as current asset/current liabilities.

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

***Derecognition***

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**2.17 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Company's cash management.

**2.18 Employee Benefits**

**i) Defined contribution plans (Provident Fund)**

In accordance with Indian Law, eligible employees receive benefits from Provident Fund, which is defined contribution plan. Both the employee and employer make monthly contributions to the plan, which is administrated by the Government authorities, each equal to the specific percentage of employee's basic salary. The Company has no further obligation under the plan beyond its monthly contributions. Obligation for contributions to the plan is recognised as an employee benefit expense in the Statement of Profit and Loss when incurred.

**ii) Defined benefit plans (Gratuity)**

In accordance with applicable Indian Law, the Company provides for gratuity, a defined benefit retirement plan (the Gratuity Plan) covering eligible employees. The Gratuity Plan provides a lumpsum payment to vested employees, at retirement or termination of employment, and amount based on respective last drawn salary and the years of employment with the Company. The Company's net obligation in respect of the Gratuity Plan is calculated by estimating the amount of future benefits that the employees have earned in return of their service in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past service cost and the fair value of plan assets are deducted. The discount rate is yield at reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligation. The calculation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a benefit to the Company, the recognised asset is limited to the total of any unrecognised past service cost and the present value of the economic benefits available in the form of any future refunds from the plan or reduction in future contribution to the plan.

The Company recognises all Remeasurement of net defined benefit liability/asset directly in other comprehensive income and presented within equity.

**iii) Short term benefits**

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as a related service provided. A liability is recognised for the amount expected to be paid under short term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**2.19 Earnings per share**

Basic and diluted earnings per share are computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

Notes Forming Part of Financial Statements for the year ended March 31, 2020

3. Property, Plant & Equipment

(Amount in Rs.)

Nature of Fixed Assets	Tangible Assets		Intangible Assets			Grand Total (A)+(B)
	Motor Car	Total (A)	Goodwill	IPR (Refer Note below)	Total (B)	
<b>(A) Cost</b>						
<b>As at 1st April, 2017</b>	24,70,559	24,70,559	32,47,028	9,15,02,000	9,47,49,028	9,72,19,587
Additions during the year	-	-	-	-	-	-
Deductions during the year	-	-	32,47,028	-	32,47,028	32,47,028
<b>As at 31st March, 2018</b>	24,70,559	24,70,559	-	9,15,02,000	9,15,02,000	9,39,72,559
Additions during the year	-	-	-	-	-	-
Deductions during the year	24,70,559	24,70,559	-	-	-	24,70,559
<b>As at 31st March, 2019</b>	-	-	-	9,15,02,000	9,15,02,000	9,15,02,000
Additions during the year	-	-	-	-	-	-
Deductions during the year	-	-	-	-	-	-
<b>As at 31st March, 2020</b>	-	-	-	9,15,02,000	9,15,02,000	9,15,02,000
<b>(B) Accumulated Depreciation</b>						
<b>As at 1st April, 2017</b>	22,31,419	22,31,419	6,49,407	-	6,49,407	28,80,827
Provided for the year	61,913	61,913	-	-	-	61,913
Deductions during the year	-	-	6,49,407	-	6,49,407	6,49,407
<b>As at 31st March, 2018</b>	22,93,332	22,93,332	-	-	-	22,93,332
Provided for the year	30,956	30,956	-	-	-	30,956
Deductions during the year	23,24,288	23,24,288	-	-	-	23,24,288
<b>As at 31st March, 2019</b>	-	-	-	-	-	-
Provided for the year	-	-	-	-	-	-
Deductions during the year	-	-	-	-	-	-
<b>As at 31st March, 2020</b>	-	-	-	-	-	-
<b>(C) Net Block</b>						
<b>As at 31st March, 2018</b>	1,77,227	1,77,227	-	9,15,02,000	9,15,02,000	9,16,79,227
<b>As at 31st March, 2019</b>	-	-	-	9,15,02,000	9,15,02,000	9,15,02,000
<b>As at 31st March, 2020</b>	-	-	-	9,15,02,000	9,15,02,000	9,15,02,000

Note: IPR has not been amortised/tested for impairment as per relevant Ind As during the current financial year

Notes Forming Part of Financial Statements for the year ended March 31, 2020

4	<b>NON CURRENT FINANCIAL ASSETS</b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
	<b>Loans</b> <b>(Unsecured considered good)</b>		
	(a) Loans and advances to related parties		
	DSR Infotech Private Limited	2,45,31,520	2,50,06,520
	(b) Others-(Recoverable in cash or kind)		
	Suntech Wealthmax	1,52,94,071	1,52,94,071
	Rushi Construction	10,00,000	10,00,000
	Soni & Associates	5,00,000	5,00,000
	Sanjog Developers	1,89,89,222	1,89,89,222
	Leadsoft Softech Private Ltd	-	-
	Leadsoft Solutions Pvt Ltd	9,68,581	9,68,581
	SDL Trading Pvt Ltd	25,00,000	25,00,000
	Tisya Financial Services Private Limited	21,50,000	21,50,000
		<b>6,59,33,394</b>	<b>6,64,08,394</b>

- Note:**
- Loans and Advances other than from Suntech Wealthmax are interest free & Terms of repayment is not defined.
  - Loans and Advances other than from Suntech Waelthmax and DSR infotech private Limited are subject to confirmation & Reconciliation

5	<b>Income Tax Assets</b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
	<b>Advance Tax(Net)</b>	7,86,164	7,88,384
		<b>7,86,164</b>	<b>7,88,384</b>

6	<b>INVENTORIES</b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
	Shares & Securities		
	ELPRO International Limited (6 shares @ Rs.315)	-	262
	<b>Total</b>	-	<b>262</b>



Notes Forming Part of Financial Statements for the year ended March 31, 2020

7	<b><u>CURRENT FINANCIAL ASSETS</u></b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
7.1	<b>Cash &amp; cash equivalents</b>		
	<b>Balances with banks</b>		
	i) In current A/cs	12,860	52,603
	ii) In earmarked accounts		-
	- Unpaid dividend accounts	-	5,270
	Cash on hand	8,108	8,108
	<b>Total</b>	<b>20,968</b>	<b>65,981</b>

8	<b><u>OTHER CURRENT ASSETS</u></b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
	<b><u>(Unsecured considered good)</u></b>		
	Service Tax Input Credit		
	<b>Total</b>	-	-

Notes Forming Part of Financial Statements for the year ended March 31, 2020

9	<b>SHARE CAPITAL</b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
	<b>Equity Share Capital</b>		
	<b>Authorised :</b> 55,00,000 Equity Shares of Rs.10/- each (Previous year 55,00,000 Equity Shares of Rs. 10/- each)	5,50,00,000 <b>5,50,00,000</b>	5,50,00,000 <b>5,50,00,000</b>
	<b>Issued, Subscribed and Paid-up :</b> 32,28,069 Equity shares of Rs. 10/- each fully paid up (Previous year 44,08,066 Equity shares of Rs.10/- each fully paid up)	3,22,80,690	3,22,80,690
	7,85,129 Preference Shares of Rs. 10/- each fully paid up (Previous Year NIL Preference Shares)	78,51,290	78,51,290
		<b>4,01,31,980</b>	<b>4,01,31,980</b>

9.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	As at 31 March 2020		As at 31 March 2019	
	In Nos.	Rs.	In Nos.	Rs.
Equity & Preference Shares				
At the beginning of the Period	40,13,198	4,01,31,980	40,13,198	4,01,31,980
Issued During the Period	-	-	-	-
Reduced during the year	-	-	-	-
Outstanding at the end of the period	<b>40,13,198</b>	<b>4,01,31,980</b>	<b>40,13,198</b>	<b>4,01,31,980</b>

9.2 Details of shares held by each shareholder holding more than 5% shares:

Name of Shareholder	As at 31 March 2020		at 31 March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RAHUL DILIP SHAH	13,91,480	43.11%	13,91,480	43.11%
REKHA RANI SARAWGI	2,34,500	7.26%	2,34,500	7.26%
INGA ADVISORS PVT LTD	1,04,851	3.25%	1,04,851	3.25%
VIJAY CHHEDA	2,66,666	8.26%	2,66,666	8.26%

9.3 Terms / rights attached to equity shares

The company has only one class of issued equity share capital having a par value of Rs.10 each. Each holder of equity shares is entitled to one vote per share and right to receive dividend, if any, declared on the equity shares. In the event of liquidation of the Company all preferential amounts if any shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of Equity Shares in proportion of the number of shares held to the total equity shares outstanding as on that date.

10	<b>OTHER EQUITY</b>	As at 31 March 2020 (Rs.)	As at 31 March 2019 (Rs.)
	<b>(A) Securities Premium</b> (As per last Balance Sheet) Closing balance	14,62,04,086 <b>14,62,04,086</b>	14,62,04,086 <b>14,62,04,086</b>
	<b>(B) General Reserve</b> Balances as at the beginning of the year Less: Deferred Tax Adjustment Closing balance	(3,23,07,261) <b>(3,23,07,261)</b>	(3,23,07,261) <b>(3,23,07,261)</b>
	<b>(C) Capital Reserve</b> Balances as at the beginning of the year Creation by reduction in capital (High court order) Closing balance	26,49,870 - <b>26,49,870</b>	26,49,870 - <b>26,49,870</b>
	<b>(D) Retained earnings</b> Balances as at the beginning of the year Add: Profit after tax for the year Closing balance	(41,20,955) (7,99,237) <b>(49,20,192)</b>	(29,09,668) (12,11,287) <b>(41,20,955)</b>
	<b>Total (A) + (B) + (C) + (D)</b>	<b>11,16,26,503</b>	<b>11,24,25,740</b>

Notes Forming Part of Financial Statements for the year ended March 31, 2020

11	<b>OTHER NON CURRENT FINANCIAL LIABILITIES</b>	<b>As at 31 March 2020 (Rs.)</b>	<b>As at 31 March 2019 (Rs.)</b>
	<b>(a) Other loans and advances (From Directors)</b>		
	Unsecured Rahul Shah	12,00,000	10,00,000
	<b>(b) Other loans and advances (From Corporate)</b>		
	Unsecured Tapas Pharmachem Ltd	2,50,000	2,50,000
	<b>Total</b>	<b>14,50,000</b>	<b>12,50,000</b>

*Note: Confirmation of Loan from Tapas Pharmachem Limited is subject to confirmation and*

12	<b>CURRENT FINANCIAL LIABILITIES</b>	<b>As at 31 March 2020 (Rs.)</b>	<b>As at 31 March 2019 (Rs.)</b>
	<b>Trade Payable</b>		
	Omerta Para Legal services	1,20,000	1,20,000
	Professional Fees Payable	1,40,870	94,920
	Sharukh N Tara (Refer Note below)	46,25,381	46,25,381
	Universal Capital Securities Pvt Ltd	-	58,598
	Audit Fees Payable	1,00,000	-
		<b>49,86,251</b>	<b>48,98,899</b>

*Note: Confirmation of Payable from Sharukh N Tara is subject to confirmation and reconciliation*

13	<b>OTHER CURRENT LIABILITIES</b>	<b>As at 31 March 2020 (Rs.)</b>	<b>As at 31 March 2019 (Rs.)</b>
	(a) Other payables		
	Statutory remittances	47,792	58,141
		<b>47,792</b>	<b>58,141</b>

Notes Forming Part of Financial Statements for the year ended March 31, 2020

14	<b>OTHER INCOME</b>	<b>Current Year 2019-20 (Rs.)</b>	<b>Previous Year 2018-19 (Rs.)</b>
	Interest Income	-	2,712
	<b>Total</b>	<b>-</b>	<b>2,712</b>

15	<b>OTHER EXPENSES</b>	<b>Current Year 2019-20 (Rs.)</b>	<b>Previous Year 2018-19 (Rs.)</b>
	AGM/Shareholding Meeting Expenses	41,800	12,000
	Audit Fees	1,00,000	25,450
	Bank Charges	2,236	6
	BSE Listing Fees	3,54,000	2,95,000
	Filing Fees	13,400	13,500
	Office Exp	9,660	-
	Postage & courier Chareges	-	6,150
	Printing & Stationary	-	45,248
	Legal & Professional Expenses	89,840	3,60,720
	RTA Charges	21,402	74,447
	Fixed Asset Written off	-	1,46,271
	Sundry Balances Written off	57,317	261
	Rates & Taxes	1,022	-
	Penalties	1,08,560	5,900
	<b>Total</b>	<b>7,99,237</b>	<b>9,84,953</b>

**16 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

	<b>Particulars</b>	<b>Current Year 2019-20 (Rs.)</b>	<b>Previous Year 2018-19 (Rs.)</b>
	(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
	(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
	(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
	(iv) The amount of interest due and payable for the year	-	-
	(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
	(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

*The Management does not have sufficient information in respect of the classification of Trade Payable as MSME*

Notes Forming Part of Financial Statements for the year ended March 31, 2020

17 Contingent Liabilities and Commitments (To The Extent Not Provided For)

Income Tax Act

Nature of the dues	Amount (Rs.)	Amount (Rs.)	Period to which the amount related	Forum where dispute pending
Income Tax and Interest thereon (Substantive Addition)	9,77,02,258	9,77,02,258	A. Y. 2010-11	Commissioner of Income Tax (Appeal)
Income Tax and Interest thereon	53,21,748	53,21,748	A. Y. 2008-09	Commissioner of Income Tax (Appeal)
Income Tax and Interest thereon	47,60,610	47,60,610	A. Y. 2012-13	Commissioner of Income Tax (Appeal)
Income Tax and Interest thereon	73,19,360	73,19,360	A. Y. 2014-15	Asst. Commissioner of Income Tax

18 Employee Benefits

i) Contribution to the Employees Provident Funds is made at a predetermined Rate.

19 Financial Instruments

Financial Instrument by Category

The carrying value and fair value of financial instrument by categories as of 31 March 2020 were as follows

Particulars	at amortised cost (Rs.)	at fair value through profit and loss (Rs.)	at fair value through OCI (Rs.)	Total Carrying value (Rs.)	Total fair value (Rs.)
<b>Assets:</b>					
Cash and Cash Equivalents	20,968	-	-	20,968	20,968
Other Financial Assets	-	-	-	-	-
Loans	6,59,33,394	-	-	6,59,33,394	6,59,33,394
	<b>6,59,54,362</b>	-	-	<b>6,59,54,362</b>	<b>6,59,54,362</b>
<b>Liabilities:</b>					
Borrowing	14,50,000	-	-	14,50,000	14,50,000
Trade and other payables	49,86,251	-	-	49,86,251	49,86,251
	<b>64,36,251</b>	-	-	<b>64,36,251</b>	<b>64,36,251</b>

The carrying value and fair value of financial instrument by categories as of 31 March 2019 were as follows

Particulars	at amortised cost (Rs.)	at fair value through profit and loss (Rs.)	at fair value through OCI (Rs.)	Total Carrying value (Rs.)	Total fair value (Rs.)
<b>Assets:</b>					
Cash and Cash Equivalents	65,981	-	-	65,981	65,981
Other Financial Assets	-	-	-	-	-
Loans	6,64,08,394	-	-	6,64,08,394	6,64,08,394
	<b>6,64,74,375</b>	-	-	<b>6,64,74,375</b>	<b>6,64,74,375</b>
<b>Liabilities:</b>					
Borrowing	12,50,000	-	-	12,50,000	12,50,000
Trade and other payables	48,98,899	-	-	48,98,899	48,98,899
	<b>61,48,899</b>	-	-	<b>61,48,899</b>	<b>61,48,899</b>

20 Fair Value hierarchy disclosures:

Level 1 - Financial Instruments measured using quoted prices. This includes listed equity instruments, traded bonds, ETF's and mutual funds that have quoted prices. The fair value of all equity instruments (including bonds) which are traded in stock exchanges is valued using the closing prices as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - Financial Instruments that are not traded in an active market (for example traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). This is the case of unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The carrying amounts of trade receivables, cash and cash equivalent, current other financial assets are considered to be the same as their fair values, due to their short term nature.

The carrying amounts of non current financial assets are primarily consist of Term-Deposit with banks considered to be the same as their fair value as it the same is interest bearing and are close to the fair value.

The investment included in Level 1 of fair value hierarchy has been valued using quotes available in the active market. The investment included in Level 2 of fair value hierarchy has been valued using quotes available for the similar assets and liabilities in the active market. The cost of unquoted investments approximate the fair value because there is a wide range of possible fair value measurement and the cost represents estimate fair value within that range.

Notes Forming Part of Financial Statements for the year ended March 31, 2020

21 Related Party Disclosure

i) Related party relationships:	
Particulars	Related party
Key managerial personnel	Rahul Dilip Shah- Director Nishant K Upadhyay- Director Shrirang Gosavi - Company Secretary
Enterprises in which relative of key management personnel have significant influence	DSR Infotech Ltd

Notes:

a. The related party relationships have been determined on the basis of the requirements of the Indian Accounting Standard (Ind AS) -24 'Related Party Disclosures' and the same have been relied upon by the auditors.

b. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year /previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

ii. Transactions with related parties:

Particulars	Current Year 2019-2020 (Rs.)	Previous Year 2018-2019 (Rs.)
<b>Professional Fees</b>		
Nishant K Upadhyay- Director	-	-
<b>Total</b>	-	-
<b>Sales of Investment</b>		
Rahul Shah	-	-
<b>Total</b>	-	-
<b>Loan Taken/(Given) &amp; Repayment thereof and balance outstanding as at the year end</b>		
<b>Balance at the beginning of the year</b>		
DSR Infotech Private Limited	2,50,06,520	2,50,06,520
Rahul Shah	(10,00,000)	(10,00,000)
<b>Loan Taken/(Given)</b>		
DSR Infotech Private Limited	(4,75,000)	-
Rahul Shah	2,00,000	-
<b>Repaid during the year</b>		
DSR Infotech Private Limited	-	-
Rahul Shah	-	-
<b>Balance Outstanding at the year end</b>		
DSR Infotech Private Limited	<b>2,45,31,520</b>	<b>2,50,06,520</b>
Rahul Shah	<b>(12,00,000)</b>	<b>(10,00,000)</b>

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**22 Events after the end of the reporting period**

No subsequent event has been observed which may require an adjustment to the statement of financial position.

**23** a. Balances in the accounts of other financial liabilities, Trade Payables, Loans & Advances, Bank Balance are subject to confirmation / reconciliation & availability of relevant supporting documents & Agreements. The management does not expect any material adjustment in respect of the same effecting the financial statements on such reconciliation / adjustments.

b. Intangible Assets "IPR" amounting to Rs. 915.02 lakhs is not tested for impairment during the current year. Management is of the opinion that in financial year 2020-2021, they will assign this IPRs to other IT company and the replacement value of this IPR's are higher than the book value.

c. Director with "DIN : 01250926", "Name : Mahalakshmi Dandapani " is disqualified as on 31 March 2020, from being appointed as a director in terms of Section 164(2) of the Act.

d. Company being a listed Company is required to follow Section 203 of Companies Act, 2013. However in the absence of appropriate candidate for filling the vacancy of Company Secretary, the said Key Managerial Person as per Section 203 has not been appointed during financial year 2019-20. Subsequently ,Mr Shirang Gosavi , as full time Company Secretary on June 25, 2020

e. On the basis of Certificate received from Company Secretary Hardik Savla (Membership No. A23685), Outstanding Balance of Trade payables as at March 31, 2020, which was outstanding for payment for more than 12 months do no classify to be as Deposits as per section 2(31) of the Companies ct. 2013 and there are no violation or Rule 2( I )(c)(xii) of the Companies (Acceptance of Deposits) Rules, 2014.

f. Trade Payable Outstanding as on 31st March 2020, are not registered under MSME, the Management has not received any confirmation from the same.

g. It reflects from the Income tax portal that for A.Y. 2014-15, Demand of Rs. 73,19,360/- and For AY 2017-18 - Demand of Rs. 28,37,040/-with respect to Income Tax is showing outstanding. As per Management, Procedures for reply are under process for the A.Y 2014-15 & A.Y 2017-18 & Other Assessment years and accordingly contingent liability is also booked based on the management Assessment of the demand

**N2N TECHNOLOGIES LIMITED**  
**CIN:L72900PN1985PLC145004**

**Notes Forming Part of Financial Statements for the year ended March 31, 2020**

**24 Impact of Covid 19**

The Company has considered the possible effects that may result from the pandemic relating to COVID 19 on the financial results of the Company. While evaluating the impact, the Company has considered possible future uncertainties in the economic conditions because of the pandemic. However, given the limited operations of the Company during the 4th Quarter, there has been no material impact on the financial position/ results of the Company. Given the Uncertainties associated with the nature and duration of this pandemic the eventual outcome of the impact of the global health pandemic may be different from those-estimated as on the date of approval of these financial results and the Company will closely monitor any material changes to the economic environment their Impact on its business in the times to come.

**25** Previous period/years figure have been regrouped/rearranged wherever necessary, to correspond with the current period / year classification / disclosures.

**Signatures to Notes 1 to 25**

As per our report of even date attached

**Maheshwari & Co.**  
**Chartered Accountants**  
**(FRN: 105834W )**

**For and on behalf of Board of Directors of**  
**N2N Technologies Limited**

**Pawan Gattani**  
**Partner**  
**Membership No. 144734**

**N K Upadhyay**  
**Director**  
**DIN: 02128886**

**Tushar Shah**  
**Director**  
**DIN: 06927347**

**Place: Mumbai**  
**Date: 7th August 2020**

**Shrirang Gosavi**  
**Company Secretary**



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