

HARDIK SAVLA & CO.

COMPANY SECRETARIES

C-1, SHAKTI SADAN, 163, LAMINGTON ROAD, MUMBAI 400 007,

Email id: hardiksavla9@gmail.com | 9987972959

To,

The Board Of Directors

N2N Technologies Limited

Sun Lounge, Suzlon One Earth,

Opp. Magarpatta City, Hadapsar,

Pune 411028

Dear Sir,

We have examined the relevant books, registers, forms, documents and papers produced before us by N2N Technologies Limited (Formerly known as Visisth Mercantile Limited) ('the Company'), in respect of Secretarial Audit as per regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996. To the best of our knowledge and according to the information and explanations given to us and as shown by the records examined by us, we certify the following:

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1.	For Quarter Ended:	March 31, 2016	
2.	ISIN:	INE043F01011	
3.	Face Value:	Rs. 10/-	
4.	Name of the Company:	N2N Technologies Limited	
5.	Registered Office Address:	Sun Lounge, Suzlon One Earth, Opp. Magarpatta City, Hadapsar, Pune 411028	
6.	Correspondence Address:	As Above	
7.	Telephone Nos: Fax Nos:	Phone 91-20-30525201	Fax (020) 30547400
8.	Email Address:	Investors@n2ntechno.com	
9.	Names of the Stock Exchanges where the Company's securities are listed:	BSE Limited	
		Number of Shares	% of Total Issued Capital
10.	Issued Capital	44,08,066	100.00%
11.	Listed Capital (Exchange-wise) (as per Company records)	30,66,666	68.20%
12.	Held in dematerialised form in CDSL	8,25,581	18.73%
13.	Held in dematerialised form in NSDL	22,24,065	50.45%

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Proprietor
CP: 8866

14.	Physical	13,58,420	30.82%
15.	Total No. of shares (12+13+14)	44,08,066	100.00
16.	Reasons for difference if any, between (10&11), (10&15), (11&15)	Company has issued 13,41,400 Equity Shares pursuant to the Scheme of amalgamation involving merger of Leadsoft Softech Pvt Ltd (LSPL) with the company pursuant to order of High Court dated October 25, 2013. Such shares are yet to be listed on BSE.	

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars**	No. of shares	Applied / Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In prin. Appr. Pending for SE (Specify Names)
Issue of 13,41,400 Equity Shares of Rs.10/- each issued pursuant to the Scheme of amalgamation involving merger of Leadsoft Softech Pvt Ltd (LSPL) with the company.	13,41,400	Yes. Applied for Listing.	Applied on BSE	Yes	Yes	In-principal approval for amalgamation under section 391-394 obtained vide letter no. DCS/AMAL/AK/24(f)/467/2012-13 dated 8th January 2013 Now Applied for Listing of equity shares & Listing Approval is Pending.

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18.	Register of Members is updated (Yes/No)	Yes
	If not, updated upto which date	N. A.
19.	Reference of previous quarter with regards to excess dematerialized shares, if any.	Nil
20.	Has the company resolved the matter mentioned in point no. 19 above in the current quarter? If not, reason why?	Not Applicable

21 Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay:

Total No. of demat requests	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	Nil	Nil	N. A.
Pending for more than 21 days	Nil	Nil	N. A.

22.	Name, Telephone & Fax No. of the Compliance Officer of the Company	(T): 020-30525201/2 (F): 020-30547400
23.	Name, Address, Tel. & Fax No., Regn. No. of the CA/P CS	Hardik Savla & CO. Company Secretaries C-1, Shakti sadan, 163, Lamington Road, Mumbai- 400007 C. P. No. 8866 Cell: 9987972959
24.	Appointment of common agency for share registry work (if yes, name and address)	Yes, Universal Capital Securities Private Limited, Shakil Niwas, opp. Satya sai baba temple, Mahakali Caves Road, Andheri(E), Mumbai-400093.
25.	Any other detail that the CA/ CS may like to provide (e.g. BIFR Company, delisting from SE, company changed its name, etc.)	N.A

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COP: 8866

Place: Mumbai

Date: April 20, 2016

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Email id: hardiksavla9@gmail.com

**CERTIFICATE UNDER REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**


FOR THE HALF YEAR ENDED MARCH 31, 2016

I have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **N2N Technologies Limited** maintained by **Universal Capital Securities Pvt. Ltd., the Registrar and Share Transfer Agent** pertaining to transfer of equity shares of the company for the period from **October 1, 2015 to March 31, 2016** for the purpose of issuing a Certificate as per **Regulation 40 Of The SEBI (LODR) Regulations, 2015** and based on the information provided by the Company, I hereby certify that the Company has delivered during half year ended on half year ended **March 31, 2016** :

- A) Company has not received any Share/Debenture Certificate(s) relating to the transfer of Shares/Debentures during the period from **October 1, 2015 to March 31, 2016**. Therefore, there was no instance of transfer of share/debenture.
- B) Any other information, if applicable. – **Not Applicable**

For Hardik Savla & Co.
Company Secretaries

Hardik Savla and Co.
Company Secretaries


Proprietor
C.P. : 8866
Hardik Savla
COP: 8866
Place: Mumbai
Date: April 20, 2016