

To,  
Bombay Stock Exchange Limited  
1<sup>st</sup> floor, Corporate Services Dept,  
P.J. Tower, Mumbai-01

CIN NO.:-L72900PN1985PLC145004

**SUB : VOTING RESULTS (clause 35A)**

As required under the clause 35A of the listing agreement, the voting results for the business items transacted at the 29<sup>th</sup> Annual General Meeting (AGM) held on 25<sup>th</sup> September, 2014 is given below;

**Date of the AGM** : 25<sup>th</sup> September, 2014  
**E-Voting Period** : 19<sup>th</sup> Sept'14 (9.00 am) to 21<sup>st</sup> Sept'14 (6.00 pm)  
**Total number of shareholders on record date** : 452 as on 22<sup>nd</sup> Aug, 2014 (record date)

**No. of Shareholders present in the meeting either in person or through proxy: 8 (eight)**

Promoters and Promoter Group : 1 (one)  
 Public : 7 (seven) which includes 3 corporate members represented by Mr. Rahul Shah (Promoter)

**No. of Shareholders attended the meeting through Video Conferencing : NIL**

Promoters and Promoter Group : Nil  
 Public : Nil

**DETAIL OF THE AGENDA:**

**Item No.1: - Adoption of Financial Statements, Directors and Auditor's report for the year ended 31st March, 2014.**

**Resolution required** : (Ordinary)

**Mode of Voting** : (Ballot & E-voting)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100	1378480	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
<b>Total</b>	<b>2372975</b>	<b>1378480</b>	<b>100</b>	<b>1378480</b>	<b>0</b>	<b>100</b>	<b>0</b>



For N2N TECHNOLOGIES LTD.

*(Signature)*  
Compliance Officer

**Item No.2: - Appointment of DMKH & Co. as statutory Auditors of the company**

**Resolution required** : (Ordinary)  
**Mode of Voting** : (Ballot & E-voting)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100	1378480	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
<b>Total</b>	<b>2372975</b>	<b>1378480</b>	<b>100</b>	<b>1378480</b>	<b>0</b>	<b>100</b>	<b>0</b>

**Item No.3: - Appointment of Mr.Haren Parekh (DIN 00004883), as an Independent Director as per the provisions of the Companies act 2013**

**Resolution required** : (Ordinary )  
**Mode of Voting** : (Ballot & E-voting)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100.00	1377480	1000	99.93	0.07
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
<b>Total</b>	<b>2372975</b>	<b>1378480</b>	<b>100.00</b>	<b>1377480</b>	<b>1000</b>	<b>99.93</b>	<b>0.07</b>

**Item No.4: - Appointment of Mr. Rajesh Shah (holding DIN 00079576), as an Independent Director as per the provisions of the Companies act 2013**

*R. S. H.*



**Resolution required** : (Ordinary )  
**Mode of Voting** : (Ballot & E-voting)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	%of Vites in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100.00	1377480	1000	99.93	0.07
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
<b>Total</b>	<b>2372975</b>	<b>1378480</b>	<b>100.00</b>	<b>1377480</b>	<b>1000</b>	<b>99.93</b>	<b>0.07</b>

**Item No.5: - Appointment of Mr. Jayesh Desai (holding DIN 05197040), as an Independent Director as per the provisions of the Companies act 2013**

**Resolution required** : (Ordinary)  
**Mode of Voting** : (Ballot & E-voting)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	%of Vites in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100.00	1377480	1000	99.93	0.07
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
<b>Total</b>	<b>2372975</b>	<b>1378480</b>	<b>100.00</b>	<b>1377480</b>	<b>1000</b>	<b>99.93</b>	<b>0.07</b>

**Item No.6: - Approval of Borrowing Limits of the Company as per section 180(1) (c) of the Companies act 2013**

**Resolution required** : (Special)  
**Mode of Voting** : (Ballot & E-voting)



Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Vites in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100	1378480	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
Total	2372975	1378480	100	1378480	0	100	0

**Item No. 7: - Approval of Limits for Creation of Charge on Assets of the Company as per section 180(1)(a) of the Companies act 2013**

**Resolution required** : (Special)  
**Mode of Voting** : (Ballot & E-voting)

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2/1*100)	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Vites in favour on votes polled (6)=(4/2*100)	% of Votes against on votes polled (7)=(5/2*100)
Promoter and Promoter Group	1378480	1378480	100	1378480	0	100	0
Public Institutional holders	0	0	0	0	0	0	0
Public-Others	994495	0	0	0	0	0	0
Total	2372975	1378480	100	1378480	0	100	0

**Note:** No participant at the AGM who is eligible for voting had casted their vote through ballot paper by properly filling & signing the ballot paper, therefore it was not considered by the scrutinizer.

For N2N TECHNOLOGIES LTD.  
  
 Compliance Officer





# Jyoti Pandey

Mob. : 9833633803  
9923335666

M.Com, LL.M, Dip. Cyber Law

Advocate, Bombay High Court

A 702, Ashpura Heritage, Highland Complex, Charkop Village, Kandivali (West), Mumbai - 400 067.  
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## REPORT OF SCRUTINIZER

### [E-VOTING]

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the  
Companies (Management and Administration) Rules, 2014]

To,  
Chairman,  
N2N Technologies Limited  
101, P-1, Pentagon, Magarpatta City,  
Hadapsar,  
Pune - 411 013

I Advocate Jyoti Pandey, was appointed as Scrutinizer for the 29<sup>th</sup> Annual General Meeting of the members of N2N Technologies Limited to be held on Thursday, September 25, 2014 at 3.00 pm at its registered office situated at 101, P-1, Pentagon, Magarpatta City, Hadapsar, Pune - 411 013 for the purpose of scrutinizing the E-Voting process carried out as per the provisions of Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this Report.

I submit my report as under:

- a) The E-Voting period remained open from 19 Sept, 2014 (9.00 am) and ended on 21 Sept, 2014 (6.00 pm).
- b) The Shareholders holding shares as on the cutoff date i.e. August 22, 2014 (Friday) were entitled to vote on the proposed 7 resolutions as mentioned in the Notice of the 29<sup>th</sup> Annual General Meeting of N2N Technologies Limited (Item no 1 to Item no 7 in the Notice of AGM)
- c) The votes were unblocked on September 23, 2014 at around 1800 hrs in the presence of two witnesses namely, Mr. Namita Ghayal residing at Ghayal Bungalow, Pipeline Road, Nashik 422 005 and Mr. Rajiv Dubey residing at 1/10, Anant Niwas, Gograswadi, Dombivali East, Thane 421 201 who are not in the employment of the Company.

*Jyoti Pandey*



- d) They have signed below in confirmation of the votes being unblocked in their presence

*Namita Ghayal*  
**Namita Ghayal**  
 Signature

*Rajiv Dubey*  
**Rajiv Dubey**  
 Signature

- e) Thereafter, the details containing inter alia list of equity shareholders, who voted for and Against were downloaded from the EVoting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com))

The result of evoting is as under:

**1. Ordinary resolution for adoption of the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.**

- (i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,78,480	100%

- (ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
Nil	NA	NA

- (iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA



**2. Ordinary resolution for reappointment of M/s DMKH & Co. Chartered Accountants as Statutory Auditors of the Company**

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, M/s. DMKH & Co., Chartered Accountants, Mumbai, bearing ICAI Registration No. 116886W, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM) on a such terms & remuneration as may be mutually agreed by the Board of Directors of the Company and Auditor.

(i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,78,480	100%

(ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
Nil	NA	NA

(iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA

**3. Ordinary resolution for appointment of director in place of Mr. Haren Parekh (DIN: 00004883), Independent Director who retires by rotation, and being eligible seeks re-appointment**



(i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,77,480	99.93%

(ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
1	1,000	0.073%

(iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA

**4. Ordinary Resolution for appointment of Mr. Rajesh Shah as an Independent Director of the Company**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rajesh Shah (holding DIN 00079576), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of Annual general meeting."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby 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."

*Sanjay*  




(i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,77,480	99.93%

(ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
1	1,000	0.073%

(iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA

**5. Ordinary resolution for appointment of Mr. Jayesh Desai as an Independent Director of the Company**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Jayesh Desai (holding DIN 05197040), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of Annual general meeting.”

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and is hereby 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.”



(i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,77,480	99.93%

(ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
1	1,000	0.073%

(iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA

#### 6. Special Resolution for approving the Borrowing limits of the Company

“RESOLVED that pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs. 20.00 (Twenty) crore.”

“RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required.”



(i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,78,480	100%

(ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
Nil	NA	NA

(iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA

**7. Special resolution to create Charges on the assets of the Company**

“RESOLVED that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate (hereinafter referred to as the “Lending Agencies”) and Trustees for the holders of debentures / bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs.20 crore together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies

under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.”

RESOLVED FURTHER that the Board be and is hereby severally authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or ypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

(i) Voted in **favor** of the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
2	13,78,480	100%

(ii) Voted **against** the Resolution

Number of the Members voted through e-voting system	Number of votes cast by them	% of Total number of valid votes cast
Nil	NA	NA

(iii) Invalid Votes

Total number of the Members whose votes were declared invalid	Total number of votes cast by them
Nil	NA

The Register, all others papers and relevant records relating to electronic voting shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter same will be handed over to the Company.

*Jyoti Pandey*

Jyoti Pandey  
Advocate, High Court, Bombay

Place: Mumbai

Date: September 23, 2014





# Jyoti Pandey

Mob. : 9833633803  
9923335666

M.Com, LL.M, Dip. Cyber Law

**Advocate, Bombay High Court**

A 702, Ashpura Heritage, Highland Complex, Charkop Village, Kandivali (West), Mumbai - 400 067.  
A 801, Kavya Hill View, B/h Hypercity Mall, Kasarvadavli, Ghodbunber Road, Thane (West), 400 061.  
E-mail : j.pandey2010@gmail.com

## COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL

### FOR N2N TECHNOLOGIES LIMITED

To,  
Chairman  
N2N Technologies Limited  
101, P-1, Pentagon, Magarpatta City,  
Hadapsar,  
Pune - 411 013

October 1, 2014

**Subject: Passing of Resolution through electronic and Poll conducted at the 29<sup>th</sup> Annual General Meeting of N2N Technologies Limited ("Company") held on September 25, 2014**

The Board of Directors of the Company at its meeting held on August 14, 2014 had appointed me as Scrutinizer for the E-voting held between 19 Sept, 2014 (9.00 am) and ended on 21 Sept, 2014 (6.00 pm) and the Chairman of the 29<sup>th</sup> Annual General Meeting has appointed me as the Scrutinizer for the Poll held at the 29<sup>th</sup> Annual General Meeting of the Company.

I have submitted my report on the E-Voting conducted on the E-voting platform of Central Depository Services (India) Limited and the same is annexed herewith and contents of which are self explanatory.

The result of E-voting together with that of the Poll is as under:



Sr. No.	N2N Technologies Limited (Evoting plus Poll)-29th AGM Business Item	Particulars of Business	Votes in favor of the Resolution		Votes against the Resolution		Total Valid		Invalid	
			Nos	%	Nos	%	Votes Nos	Votes Nos	Votes Nos	Votes Nos
1	Adoption of Annual Accounts along with Auditors Report and Directors Report for the FY 2013-2014 (Ordinary Resolution)	Evoting	1378480	100.00%	-	0.00%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1378480</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>
2	Reappointment of M/s DMKH & Co. Chartered Accountants as Statutory Auditors of the Company (Ordinary Resolution)	Evoting	1378480	100.00%	-	0.00%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1378480</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>
3	Appointment of director in place of Mr. Haren Parakh (DIN: 00004883), Independent Director (Ordinary Resolution)	Evoting	1377480	99.93%	1000	0.07%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1377480</b>	<b>99.93%</b>	<b>1000</b>	<b>0.07%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>
4	Appointment of Mr. Rajesh Shah as an Independent Director of the Company (Ordinary Resolution)	Evoting	1377480	99.93%	1000	0.07%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1377480</b>	<b>99.93%</b>	<b>1000</b>	<b>0.07%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>
5	Appointment of Mr. Jayesh Desai as an Independent Director of the Company (Ordinary Resolution)	Evoting	1377480	99.93%	1000	0.07%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1377480</b>	<b>99.93%</b>	<b>1000</b>	<b>0.07%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>
6	To approve the Borrowing limits of the Company (Special Resolution)	Evoting	1378480	100.00%	-	0.00%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1378480</b>	<b>100.00%</b>	<b>0</b>	<b>0.00%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>
7	To create Charges on the assets of the Company (Special Resolution)	Evoting	1378480	100.00%	-	0.00%	1378480	-	-	-
		Poll	-	0.00%	-	0.00%	0	-	-	-
		<b>Total</b>	<b>1378480</b>	<b>100.00%</b>	<b>0</b>	<b>0.00%</b>	<b>1378480</b>	<b>-</b>	<b>-</b>	<b>-</b>



All the resolutions stands passed under E-voting and poll with the requisite majority.

Please find attached herewith registers as maintained for votes cast by shareholders through E-voting and poll.

Regards

  
Jyoti Pandey



Advocate