



# Lee & Nee

Softwares (Exports) Ltd.

REGD. OFFICE : 14B, CAMAC STREET  
KOLKATA - 700 017, INDIA  
PH. : 91-33-4069 5100 / 4065 0374  
FAX : 91-33-4001 6766  
Email : info@Insei.com  
Website : www.Insei.com

September 29, 2023

<p>To, The Secretary BSE Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai -400 001 Script code : 517415</p>	<p>To, The Secretary The Calcutta Stock Exchange Ltd. 7, Lyons Range Kolkata-700001</p>
--	---

Dear Sir /Madam,

**Sub: Minutes of 35<sup>th</sup> Annual General Meeting of F.Y 2022-23**

Please find enclosed herewith the copy of the following documents:

1. Minutes of the 35<sup>th</sup> Annual General Meeting of the members.
2. Report of the Scrutinizer
3. Approved Annual Report for the FY 2022-23.
4. Outcome of the Annual General Meeting held on 29/09/2023.
5. E-voting Results.

Thanking You,

Yours faithfully,  
For Lee & Nee Softwares (Exports) Ltd  
Lee & Nee Softwares (Exports) Ltd.

*Arpita Gupta*

Arpita Gupta  
(Director)

Director

**PROCEEDINGS OF THE 35<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S LEE AND NEE SOFTWARES (EXPORTS) LIMITED HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS ON FRIDAY 29<sup>TH</sup> DAY OF SEPTEMBER, 2023 AT 11 A.M. & ENDED AT 11.35 A.M.**

The 35<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of Lee & Nee Softwares (Exports) Limited was held on Friday, the 29<sup>th</sup> day of September, 2023 through Video Conferencing ("VC") / Other Audio Visual Mean ("OAVM") in compliance with the applicable provisions of the Companies Act, 2013, the General Circular No. No. 14/2020 dated April 8, 2020 Circular no.17/2020 dated April 13, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021 ("MCA Circulars") and Circular No. 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs ("MCA") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

A total of 53 members of the Company attended the meeting through Video Conferencing facility. The meeting commenced at 11:00 A.M. (IST).

Mr. Ajay Kumar Agarwal, Chairman, took the Chair and welcomed the Members & guests to the 35<sup>th</sup> AGM of the Company. The Chairman informed that this AGM is being held through VC/OAVM in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The Chairman affirmed that he is satisfied that all the efforts feasible under the circumstances have been made by the Company to enable members to participate and vote on the items considered at the AGM.

The Practising Company Secretary, Mrs. Rasna Goyal declared the meeting as validly convened, with the permission of the Chair as informed to her, since the requisite Quorum was present through video conference.

Mr. Ajay Kumar Agarwal, Chairman addressed the members and delivered his speech. The Chairperson stated that pursuant to the exemptions given by the MCA and SEBI, Companies have been allowed to conduct their AGM through Video Conference (VC)/Other Audio Visual Means (OAVM). Hence, this meeting was conducted through Video Conferencing facility.

Mrs. Rasna Goyal, Practising Company Secretary, informed that the Register of Directors and KMPs and their shareholding maintained pursuant to Section 170(1) of the Companies Act, 2013, and the Register of contracts or arrangements in which Directors are interested maintained pursuant to Section 189(1) were kept electronically open during the continuance of the meeting, to any person having the right to attend the Meeting.

Further, she informed that the Company had provided the Members the facility to cast their vote electronically, on all resolutions set forth in the Notice. Members who were present at the AGM and had not cast their votes electronically through remote e-voting were provided an opportunity to cast their votes during the meeting through e-voting system provided by

NSDL. It was also informed that the Company had engaged the services of National Securities Depository Limited (NSDL) for providing facility for dispatching Annual Reports and Notices electronically to the requisite shareholders, hosting this AGM through Video Conferencing facility and providing remote e-voting facility at the time of the AGM.

She informed to the members that in compliance with the provisions of the Companies Act, 2013, MCA and SEBI Circulars, the Company had provided the facility to exercise vote on the business items to be transacted at the 35<sup>th</sup> Annual General Meeting, by way of remote e-voting, between September 26, 2023 at 9.00 hours and until, September 28, 2023 at 17:00 hours, in proportion to their shareholding, as on the cut-off date i.e., September 22, 2023. She further informed the members that only those members, who were present in the meeting through VC or OAVM facility and had not cast their votes on resolutions through remote e-voting and were otherwise not barred from doing so, were eligible to vote at the AGM through the e-voting facility.

Further, it was informed by her that the Notice convening the 35<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year ended March 31, 2023 has been sent by the Company on September 7, 2023, by electronic mode to those members, whose e-mail IDs were registered with the Company/Depositories, in accordance with MCA and SEBI circulars issued in this behalf, from time to time.

The shareholders who have already exercised their vote through e-voting were requested not to vote at the Annual General Meeting. Voting at the Annual General Meeting by a shareholder who has already voted through e-voting will be treated as invalid. The results on e-voting as well as on e-voting at the Annual General Meeting, will be declared within 48 hours from the date of the meeting and the results declared along with the report of the Scrutinizer shall be published on the website of the Company and will also be communicated to the respective Stock Exchanges where the shares of the Company are listed.

Mrs. Rasna Goyal stated that the notice convening the AGM and the Financial Statements have been already circulated to the members, the same were taken as read.

She further stated that the Auditors Report already circulated in Annual Report duly signed by Auditor and no qualification in it hence; the same were also taken as read.

The following items of business, as per the Notice of AGM, were transacted at the meeting:

**ORDINARY BUSINESS:-**

**1. To receive, consider and adopt:**

- a. the Audited Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2023 together with the Reports of the Board of Directors and Auditors thereon; and**
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31<sup>st</sup>, 2023 together with the reports of the Auditors thereon and the resolution for the purpose is as follows:**

**“RESOLVED THAT** the Audited Financial Statements (both standalone and consolidated) for the year ended March 31<sup>st</sup>, 2023 which includes the Statement of Profit & Loss (including Other Comprehensive Income), Statement of changes in Equity & Cash flow Statement for the year ended March 31<sup>st</sup>, 2023 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

- 2. To appoint a Director in place of Mrs. Arpita Gupta (DIN 02839878), who retires by rotation and being eligible, offers herself for re-appointment.**

**"RESOLVED that** Mrs. Arpita Gupta (DIN 02839878 who retires by rotation be and is hereby reappointed as a director of the Company."

**SPECIAL BUSINESS:-**

- 3. To appoint Mr. Mahesh Gupta (DIN: 01606647) as a Director of the Company .**

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and permitted under applicable rules and regulations, Mr. Mahesh Gupta (DIN: 01606647), Chief Executive Officer of the Company, who was appointed as an Additional Director is hereby appointed as " Director of the Company by the Board of Directors ("the Board") with effect from August 12, 2023."

- 4. To appoint Mr. Mahesh Gupta (DIN: 01606647) as a Managing Director of the Company .**

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and permitted under applicable rules and regulations, **Mr. Mahesh Gupta (DIN: 01606647)**, Chief Executive Officer of the Company, who was appointed as an Additional Director is hereby also appointed as Managing" Director of the Company by the Board of Directors ("the Board") with effect from August 12, 2023."

- 5. To appoint Mr. Milan Garg (DIN: 09706357) as an Independent Director of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of Mr. Milan Garg (DIN: 09706357) as an Additional Director in the capacity of an Independent Director of the Company w.e.f., 12th August, 2023."

- 6. To Appoint a Mrs. Suman Murarka (DIN: 09023369) as an Independent Director of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration

Committee and approval of the Board of Directors for appointment of Mrs. Suman Murarka (DIN: 09023369) as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 12th August, 2023.”

The resolutions were concluded as above.

Since the AGM was being conducted through Video Conferencing means, the proposal and secondment of resolutions were not being followed.

Mrs. Rasna Goyal, Practicing Company Secretary (Membership No. 9096/ COP No- 9209) was appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.

She also announced that the voting on the NSDL platform will continue to be available for the next 15 minutes after the conclusion of the meeting and the members who have not cast their vote can cast their vote.

Members were provided a facility to ask questions or express views through Video Conferencing. Clarifications were provided to the questions raised by the registered speaker shareholders.

The Chairman then thanked all the shareholders and Board Members for attending the 35<sup>th</sup> Annual General Meeting. The AGM concluded at 11.35 A.M. and the meeting was declared as closed with a vote of thanks to the Chair.

Post conclusion of the meeting the e-voting facility on NSDL portal was kept open for 15 minutes.

Lee & Neo Softwares (Exports) Ltd.

*Ajay Agaswal*  
CHAIRMAN *Director*

---

## **Combined Scrutinizer's Report**

**[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (4)(xii) of The Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015]**

To,  
The Chairman of  
Lee & Nee Softwares (Exports) Limited  
14B, Camac Street  
Kolkata-700017

**35<sup>th</sup> Annual General Meeting of the Members of M/s Lee & Nee Softwares (Exports) Limited held on Friday, 29<sup>th</sup> September, 2023 at 11.00 A.M. through Video Conferencing (VC) or Other Audio- Visual Means (OAVM)**

**Sub: Passing of Resolution(s) through Remote E-voting and voting electronically at the 35<sup>th</sup> Annual General Meeting ("AGM") of Lee & Nee Softwares (Exports) Limited held through Video Conferencing (VC)/Other Audio- Visual Means (OAVM) on 29<sup>th</sup> September, 2023 at 11.00 a.m pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

I, Rasna Goyal (FCS: 9096, CP No.: 9209) Companies Secretary in whole-time practice was appointed by the Board of Directors of **M/s Lee & Nee Softwares (Exports) Limited** to act as the Scrutinizer to scrutinize the remote e-voting process and e-voting conducted at the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and General Circular No.20/2020 dated 5<sup>th</sup> May, 2020 read with circular dated 8<sup>th</sup> April,2020 and 13<sup>th</sup> April, 2020 and General Circular No.02/2021 dated 13<sup>th</sup> January, 2021 and and MCA Circular No. 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 12<sup>th</sup> May, 2020 read with the circular dated 15<sup>th</sup> January, 2021 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "**MCA & SEBI CIRCULARS**" in a fair and transparent manner in respect of the Resolutions passed at the AGM of M/s Lee & Nee Softwares (Exports) Limited at their Meeting held on Friday, September 29<sup>th</sup>, 2023 at 11.00 a.m by Video Conferencing (VC)/Other Audio- Visual Means (OAVM).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote E-Voting and E-Voting System conducted at the AGM on the Resolutions contained in the notice of the 35<sup>th</sup> Annual General Meeting “AGM” of the Company.

As Scrutinizer for Remote E-Voting process and E-Voting conducted at the AGM, my responsibility is to provide the Scrutinizer’s Report of the votes cast in “**FAVOUR**” or “**AGAINST**” the resolutions stated in the notice, based on the votes casted through E-Voting System during AGM as per reports generated from the e-voting system provided by the National Securities Depository Limited “NSDL”, the authorised agency engaged by the Company to provide remote e-voting facility and e-voting system at the AGM .

I hereby submit my report as follows:

1. The resolutions as mentioned in the Notice of AGM were transacted through the process of Remote E-Voting and through E-Voting System at the AGM. For the purpose of Remote E-Voting and E-Voting System at the AGM, the Company has engaged the services of the National Securities Depository Limited “NSDL”;
2. Members attended the meeting through VC/OAVM facility provided in accordance with the General Circular No.20/2020 of May 5, 2020 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time and were counted for the purpose of reckoning quorum under section 103 of the Companies Act, 2013.
3. The shareholders of the Company holding shares as on the “cut-off” date i.e. 22<sup>nd</sup> September, 2023 were entitled to vote on the Resolutions as contained in the notice of the AGM.
4. The period for remote e-voting commenced from Tuesday, 26<sup>th</sup> September, 2023 at 09.00 a.m. and ended on Thursday, 28<sup>th</sup> September, 2023 at 5.00 p.m. The remote e-voting module was disabled thereafter by NSDL for voting.
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM.
6. Further, the votes cast through Remote E-Voting and E-Voting System during the AGM was unblocked by me at 4.45 p.m in the presence of two witnesses, Ms. Jyoti Gupta and Mr. Sushil Kumar Goyal neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website.
7. The votes were also scrutinized for the purpose of eliminating duplicate voting of votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of NSDL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer’s Report on the results of remote e-voting and e-voting system at the AGM.

**ORDINARY BUSINESS (Ordinary Resolution)**

**Item No. 1 – Adoption of**

**(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon and**

**(b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon:**

“**RESOLVED THAT** the Audited Financial Statements (both standalone and consolidated) for the year ended March 31<sup>st</sup>, 2023 which includes the Statement of Profit & Loss (including Other Comprehensive income), Statement of changes in Equity & Cash flow Statement for the year ended March 31<sup>st</sup>, 2023 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	80	40564664	NIL	NIL	80	40564664	86.96%
Voted against the Resolution	12	20389	NIL	NIL	12	20389	13.04%
Total	92	40585053	NIL	NIL	92	40585053	100%
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**Item No. 2 - Appointment of Mrs. Arpita Gupta (DIN 02839878) as a Director liable to retire by rotation:**

“**RESOLVED** that Mrs. Arpita Gupta (DIN 02839878) who retires by rotation be and is hereby reappointed as a director of the Company.”

	Remote e-voting	E-voting at the AGM	Consolidated voting results
--	-----------------	---------------------	-----------------------------



	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	79	40509561	NIL	NIL	79	40509561	85.87%
Voted against the Resolution	12	20292	NIL	NIL	12	20292	13.04%
Total	92	40585053	NIL	NIL	92	40585053	100%
Invalid votes **	1	55200	NIL	NIL	1	55200	1.09%

### **SPECIAL BUSINESS (Ordinary Resolution)**

#### **Item No. 3 - Appointment of Mr. Mahesh Gupta (DIN: 01606647) as a Director of the Company:**

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 (“the Act”), and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and permitted under applicable rules and regulations, **Mr. Mahesh Gupta (DIN: 01606647)**, Chief Executive Officer of the Company, who was appointed as an Additional Director and as a "Managing" Director of the Company by the Board of Directors ("the Board") with effect from August 12, 2023, inter-alia, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention of the member to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things are usual, ordinary, expedient and necessary to implement the aforesaid resolution."

	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in	Number of shares for which votes	Total number of Members who	Total number of shares for which votes cast	Percentage of votes to total number of valid votes

			person or by proxy)	cast	voted		cast
Voted in favour of the Resolution	77	37915771	NIL	NIL	77	37915771	83.70%
Voted against the Resolution	12	20292	NIL	NIL	12	20292	13.04%
Total	92	40585053	NIL	NIL	92	40585053	100%
Invalid votes **	3	2648990	NIL	NIL	3	2648990	3.26%

**Item No. 4 - Appointment of Mr. Mahesh Gupta (DIN: 01606647) as a Managing Director of the Company:**

**“RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors (“the Board”) at its meeting held on August 12<sup>th</sup>, 2023 and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’) read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and all other applicable regulatory approvals including the approval of Central Government, as may be required, the approval and/or consent of the members be and is hereby accorded for appointment of **Mr. Mahesh Gupta (DIN: 01606647)**, the Chief Executive Officer (“CEO”) of the Company be and is hereby also appointed as Managing Director of the Company for a period of 5 years from 12<sup>th</sup> August, 2023 till 11<sup>th</sup> August, 2028 holding the position of **Chief Executive Officer and Managing Director** at the same time and the payment of salary, fixed compensation, commission/profit share, annual performance pay, incentives and perquisites (hereinafter referred to as “remuneration”), shall be upon the terms and conditions including remuneration as set out in the agreement entered into and material terms of which are set out in the Explanatory Statement attached hereto and the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement anytime and from time to time in such manner on such terms and conditions as may be agreed in the best interests of the Company and as may be permissible at law.

**RESOLVED FURTHER THAT** the said remuneration shall be subject to increments, as approved by the Board and/or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the remuneration payable to **Mr. Mahesh Gupta (DIN: 01606647)**, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time and/or such approvals as may be granted by the Central Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

	Remote e-voting		E-voting at the AGM		Consolidated voting results		
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	76	37915766	NIL	NIL	76	37915766	82.61%
Voted against the Resolution	13	20297	NIL	NIL	13	20297	14.13%
Total	92	40585053	NIL	NIL	92	40585053	100%
Invalid votes **	3	2648990	NIL	NIL	3	2648990	3.26%

**SPECIAL BUSINESS (Special Resolution)**

**Item No. 5 - Appointment of Mr. Milan Garg (DIN: 09706357) as an Independent Director:**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies





*\* Votes Casted by Promoters/Directors of the Company being interested in the resolutions have not been taken into consideration*

All the Resolutions mentioned in the AGM Notice dated 12<sup>th</sup> August, 2023 as per the details above and stands passed under remote e-voting and e-voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from NSDL in respect of the votes cast through remote E-Voting and voting conducted at the AGM by way of electronic means by the member of the Company. All other relevant records relating to remote E-Voting and electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking you,

Yours faithfully,

**RASNA** Digitally signed  
by RASNA GOYAL  
**GOYAL** Date: 2023.09.30  
15:36:19 +05'30'

(Rasna Goyal)

Proprietor

SCRUTINIZER

FCS: 9096, CP No.: 9209

PRN No.: 2094/2023

FRN No.: I2010WB747300

Place: Kolkata

Dated: 30<sup>th</sup> September, 2023

**UDIN No.: F009096E001133494**



**Lee & Nee**  
Softwares (Exports) Ltd.

# Artificial Intelligence & Business Automation



THIRTY FIFTH

**35TH** Annual  
Reports & Accounts  
2022 - 23



<b>BOARD OF DIRECTORS</b>	:	MAHESH GUPTA	- Chief Executive Officer & Managing Director (w.e.f 12.08.23)
		SAGAR MAL GUPTA	- Non-Executive Director
		ARPITA GUPTA	- Non-Executive Director
		VIKASH KAMANI	- Independent Director
		LEELA MURJANI	- Independent Director
		SUSHIL KUMAR GUPTA	- Independent Director (Upto 12.08.2023)
		SUMAN MURARKA	- Independent Director (w.e.f 12.08.2023)
		MILAN GARG	- Independent Director (w.e.f 12.08.2023)
<b>KEY MANAGERIAL PERSONNEL</b>	:	VIKASH SINGH	- Chief Financial Officer
		PRITIKA GUPTA	- Company Secretary
<b>AUDITORS</b>	:	N.H AGRAWAL & ASSOCIATES CHARTERED ACCOUNTANTS	
<b>BANKERS</b>	:	ICICI BANK LTD. INDUSIND BANK LTD ORIENTAL BANK OF COMMERCE	
<b>REGISTERED OFFICE</b>	:	14B, CAMAC STREET, KOLKATA 700017 TEL : 033-40650374, FAX : 033-40650378 EMAIL : <a href="mailto:investors@lnsel.com">investors@lnsel.com</a> , WEBSITE : <a href="http://www.lninel.com">www.lninel.com</a>	
<b>SOFTWARE DEVELOPMENT CENTRE</b>	:	SOFTWARE TECHNOLOGY PARK SALT LAKE ELECTRONICS COMPLEX BLOCK 'GP', SECTOR V SDF BUILDING, 4 <sup>TH</sup> FLOOR BIDHANNAGAR, KOLKATA 700091	
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	:	MAHESHWARI DATAMATICS PVT. LTD. 23, R.N. MUKHERJEE ROAD, 5 <sup>TH</sup> FLOOR KOLKATA 700001, TEL : (033) 22435029, FAX : (033) 22484787 EMAIL : <a href="mailto:mdpldc@yahoo.com">mdpldc@yahoo.com</a>	
<b>CORPORATE IDENTITY NUMBER (CIN)</b>	:	L70102WB1988PLC04558	



## **LEE & NEE SOFTWARES (EXPORTS) LIMITED**

REGISTERED OFFICE: 14B, CAMAC STREET, KOLKATA - 700 017

TEL: 033-40650374, FAX: 033-40650377

EMAIL: investors@lnsel.com, WEBSITE: www.lnsel.com

CIN: L70102WB1988PLC045587

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 35<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM") of **LEE & NEE SOFTWARES (EXPORTS) LIMITED** will be held on Friday, the 29<sup>th</sup> September, 2023 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following businesses: -

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the following:
  - a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.
2. To appoint a director in place of **Mrs. Arpita Gupta (DIN 02839878)**, who retires by rotation and, being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS:**

#### **3. Appointment of Mr. Mahesh Gupta (DIN: 01606647) as a Director of the Company:**

**To consider, and, if thought fit, to pass, the following resolution as an Ordinary Resolution :**

**"RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made there under (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, and permitted under applicable rules and regulations, **Mr. Mahesh Gupta (DIN: 01606647)**, Chief Executive Officer of the Company, who was appointed as an Additional Director and as a "Managing" Director of the Company by the Board of Directors ("the Board") with effect from August 12, 2023, inter-alia, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying the intention of the member to propose him as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, matters, deeds and things as are usual, ordinary, expedient and necessary to implement the aforesaid resolution."

#### **4. Appointment of Mr. Mahesh Gupta (DIN: 01606647) as a Managing Director of the Company.**

**To consider, and, if thought fit, to pass, the following resolution as an Ordinary Resolution :**

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("the Board") at its meeting held on August 12<sup>th</sup>, 2023 and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("the



Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and all other applicable regulatory approvals including the approval of Central Government, as may be required, the approval and/or consent of the members be and is hereby accorded for appointment of **Mr. Mahesh Gupta (DIN: 01606647)**, the Chief Executive Officer (“CEO”) of the Company be and is hereby also appointed as Managing Director of the Company for a period of 5 years from 12<sup>th</sup> August, 2023 till 11<sup>th</sup> August, 2028 holding the position of **Chief Executive Officer and Managing Director** at the same time and the payment of salary, fixed compensation, commission/profit share, annual performance pay, incentives and perquisites (hereinafter referred to as “remuneration”), shall be upon the terms and conditions including remuneration as set out in the agreement entered into and material terms of which are set out in the Explanatory Statement attached hereto and the Board of the Company be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration and / or agreement anytime and from time to time in such manner on such terms and conditions as may be agreed in the best interests of the Company and as may be permissible at law.

**RESOLVED FURTHER THAT** the said remuneration shall be subject to increments, as approved by the Board and/or Nomination and Remuneration Committee, from time to time, in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the remuneration payable to **Mr. Mahesh Gupta (DIN: 01606647)**, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time and/or such approvals as may be granted by the Central Government.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, matters, deeds and things and execute all such documents, instruments and writings as may be required and to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any officer(s) / authorized representative(s) of the Company to do all such acts, matters, deeds, and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **5. Appointment of Mr. Milan Garg (DIN: 09706357) as an Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Milan Garg (DIN: 09706357)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 12<sup>th</sup> August, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for

appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a **Non-Executive Independent Director** of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 12<sup>th</sup> August, 2023 till 11<sup>th</sup> August, 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. Appointment of Mrs. Suman Murarka (DIN: 09023369) as an Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mrs. Suman Murarka (DIN: 09023369)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 12<sup>th</sup> August, 2023, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a **Non-Executive Independent Director** of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 12<sup>th</sup> August, 2023 till 11<sup>th</sup> August, 2028.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and as hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Regd Office:14B, Camac Street  
Kolkata- 700017

**Date: 12th August 2023**

**By order of the Board  
For LEE & NEE SOFTWARES (EXPORTS) LTD.**

**Pritika Gupta**  
Company Secretary & Compliance Officer  
ACS 27366



**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business, set out at Item Nos. 3 to 6 as special business given in the Notice of the Annual General Meeting (AGM), is annexed hereto. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings, in respect of the Directors seeking appointment/re-appointment at the AGM is furnished as Annexure to the Notice.
2. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020 Circular no.17/2020 dated April 13, 2020 , Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 ("MCA Circulars") and Circular No. 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 and all other relevant circulars issued from time to time, allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facility on or before 30<sup>th</sup> September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 35<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 35thAGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and, therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 35<sup>th</sup> AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting through Board Resolution/ Power of Attorney/ Authority Letter, etc., for participation in the 35<sup>th</sup> AGM through VC/ OAVM facility and e-Voting during the 35<sup>th</sup> AGM and since the 35<sup>th</sup> AGM is being held through VC/ OAVM facility, the Route Map is not annexed in this Notice.

In case of joint holders attending the 35<sup>th</sup> AGM, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote, provided the votes are not already cast by remote e-voting.

4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) read with MCA Circulars, as amended the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 35th AGM. For this purpose, NSDL will be providing facility for voting through remote e-Voting, for participation in the 35thAGM through VC/ OAVM facility and e-Voting during the 35<sup>th</sup> AGM. Members may note that NSDL may use third party service provider for providing participation of the members through VC/ OAVM facility.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.linsel.com](http://www.linsel.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and Calcutta Stock Exchange of India Limited, at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com), respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

6. AGM has been convened through VC/OAVM facility in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, MCA Circular No. 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 and MCA Circular No. 2/2023 dated May 05, 2023.
7. In line with the MCA Circular dated 13<sup>th</sup> January, 2021 and SEBI Circular dated 15<sup>th</sup> January, 2021 the Notice calling the AGM and Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2022-23 will also be made available on the Company's website at [www.Insel.com](http://www.Insel.com), websites of the Stock Exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange India Limited at [www.cse-india.com](http://www.cse-india.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e., [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Electronic copy of the Notice of the 35<sup>th</sup> AGM of the Company, inter-alia, indicating the process and manner of electronic voting ("e-voting") is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023 and Notice of the 35<sup>th</sup> AGM of the Company, may send request to the Company's email address at **[Insel.compliance@gmail.com](mailto:Insel.compliance@gmail.com)** mentioning no./ DP ID and Client ID
9. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
10. Attendance of the members participating in the 35<sup>th</sup> AGM through VC/ OAVM facility using their login credentials shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection without any fee by the members during the AGM. Members seeking to inspect such documents can send an email to [Investors@Insel.com](mailto:Investors@Insel.com).
12. The Register of Members and Share Transfer Book of the Company will remain closed from Saturday, 23.09.2023 to Friday, 29.09.2023 (both days inclusive) for the purpose of AGM.
13. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provision of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed form duly filled-in to RTA. Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., immediately mentioning their name and folio no. to their Depository Participants in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001. In case the shares are held by them in physical form.



15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to the Company's Registrars and Transfer Agents, M/s. Maheshwari Datamatics Pvt Ltd., Kolkata for consolidation into single folio.
16. Members, whose email address, bank account details or mobile number is not registered with the Company or with their respective Depository Participant(s) ['DPs'], and who wish to receive the Notice of the 35<sup>th</sup> AGM and the Annual Report for the financial year 2023 and all other communication sent by the Company, from time to time, can get their email address, bank account details and mobile number registered by following the steps as given below:-
  - a. Members holding shares in physical form may send scan copy of a signed request letter mentioning the folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at [lnsel.compliance@gmail.com](mailto:lnsel.compliance@gmail.com).
  - b. Members holding shares in demat mode may update the email address, bank account details and mobile number through their respective Depository Participant(s)
17. As per Regulation 40 of Securities and Exchange Board of India Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Maheshwari Datamatics Pvt Ltd for assistance in this regard.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form who have not done so are requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their pan details to the Company's share transfer agent Maheshwari Datamatics Pvt Ltd., 23 R. N. Mukherjee Road, 5th Floor, Kolkata 700001.
19. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the RTA by emailing to [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) immediately to receive copies of Annual Report in electronic mode.
20. Shareholders may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [investors@lnsel.com](mailto:investors@lnsel.com).
21. Details of the Director seeking appointment/ re-appointment at the 35<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made there under.
22. Voting through Electronic Means:
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the relevant Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the companies (Management and Administration) amended Rules, 2015 Regulation 44 of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015, and MCA Circulars the Company is pleased to provide members facility to exercise their right to vote during the AGM by electronic means on all the Resolutions Set forth in the notice through e-voting services provided by National Securities Depository Limited (“NSDL”).

- II. The remote e-voting period commences on Tuesday, 26<sup>th</sup> September, 2023 at 9.00 AM and ends on Thursday, 28<sup>th</sup> September, 2023 at 5.00 P.M. During this period Members of the Company holding shares, either in physical form or in dematerialized form, as on the cut-off date i.e., September 22, 2023, may cast their vote electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, September 22, 2023.
- IV. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.
- VI. Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, i.e., September 22, 2023 may obtain the login id and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 224430. In case of Individual Shareholders holding securities in demat mode that acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, 22<sup>nd</sup> September, 2023 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system”.
- VII. The Company has appointed Smt. Rasna Goyal, Practicing Company Secretary (C.P No 9209) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, who will be not in the employment of the Company and shall make, not later than 48 hours of conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, forthwith to the CFO & Company Secretary of the Company for Counter Signature, who shall declare the result of the voting.
- IX. The results declared along with the scrutinizers report shall be placed on the website of the Company [www.lnsel.com](http://www.lnsel.com) and on the website of NSDL [www.evoting.NSDIndia.com](http://www.evoting.NSDIndia.com). The results shall simultaneously be communicated to BSE Limited and CSE India Ltd., where the shares of the Company are listed.



**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 26<sup>th</sup> September, 2023 at 09:00 A.M. and ends on 28<sup>th</sup> September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22<sup>nd</sup> September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 26<sup>th</sup> September, 2023 .

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**




**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> </ol>



Type of shareholders	Login Method
	<p>After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my username &amp; password.</li> <li>After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).



- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csrasnagoyal@gmail.com](mailto:csrasnagoyal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 Aadhaar Card) by email to [lnsel.compliance@gmail.com](mailto:lnsel.compliance@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [lnsel.compliance@gmail.com](mailto:lnsel.compliance@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGHVC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for



e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([Insel.compliance@gmail.com](mailto:Insel.compliance@gmail.com)). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ ask questions during the 35<sup>th</sup> AGM may register themselves as a speaker by sending their request, mentioning their name, demat account number/folio number, e-mail id and mobile number, at [Insel.compliance@gmail.com](mailto:Insel.compliance@gmail.com) latest by 5.00 p.m (IST) on Tuesday, 26<sup>th</sup> September, 2023. The shareholders who do not wish to speak during the AGM but have queries may send their queries, mentioning their name, demat account number/folio number, e-mail id and mobile number, to [Insel.compliance@gmail.com](mailto:Insel.compliance@gmail.com). These queries will be suitably replied to by the Company by e-mail.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.

#### **EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

This Explanatory Statement contains relevant and material information in accordance with applicable provisions of the Act and Rules made thereunder to enable the members holding Equity Shares of the Company to consider and approve the proposed Resolution.

#### **ITEM No.3 & 4: Appointment of Mr. Mahesh Gupta (DIN: 01606647) as a Managing Director of the Company**

The members may note that as part of succession planning, the Board of Directors (the "Board") upon recommendation by Nomination and Remuneration Committee has appointed **Mr. Mahesh Gupta** the Chief Executive Officer ("CEO") of the Company as Managing Director of the Company by the Board, not liable to retire by rotation, subject to the approval of shareholders and approval of the Central Government, if required and all other applicable regulatory approvals, for a period of 5 years with effect 12<sup>th</sup> August, 2023 till 11<sup>th</sup> August, 2028 holding the position of **Chief Executive Officer and Managing Director** at the same time on the terms and conditions as recommended by Nomination and Remuneration Committee and approved by the Board at its meeting held on 12<sup>th</sup> August, 2023 and details as set out in the Agreement entered into between the Company and Managing Director (the "Agreement")

**Mr. Mahesh Gupta** is a Fellow Chartered accountant and MBA. His shareholding in the Company is 1399973 Equity shares of Rs. 10 each.

The material terms and conditions including remuneration (as stipulated in the agreement) are abstracted below :

- 1. Basic / Consolidated Salary** - 75,000/- per month, with annual increment not exceeding 7.5% of the applicable Basic / Consolidated Salary, as may be determined by the Board; Mr. Mahesh Gupta will be eligible to receive first such annual increment effective from 1st October, 2024.
- 2. Performance Bonus** - Not exceeding 300% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.
- 3. Long Term Incentives** - Annual value not exceeding 0.10% of the net profits of the Company for the immediately preceding financial year [computed in accordance with Section 198 of the Companies Act, 2013 ('the Act')], as may be determined by the Board.
- 4. Perquisites** - In addition to the aforesaid Basic / Consolidated Salary, Performance Bonus and Long Term Incentives, Mr. Mahesh Gupta shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, personal accident insurance etc. In accordance with the rules of the Company, the monetary value of such perquisites being limited to 60% of the annual remuneration, for the purposes of which limit perquisites shall be valued as per the provisions of the Income-tax Act, 1961 ('IT Act') and the Rules thereunder, wherever applicable, and in absence of any such provision, perquisites shall be valued at actual cost. However, the following shall not be included in the aforesaid perquisite limit:
  - (a) Rent free accommodation owned / leased / rented by the Company, or Housing Allowance in lieu thereof, as per the rules of the Company.
  - (b) Contributions to Provident Fund and Superannuation Fund up to 20% of salary and contribution to Gratuity Fund up to 8.33% of salary, as defined in the rules of the respective Funds, or up to such other limit as may be prescribed under the IT Act and the Rules thereunder for this purpose.
  - (c) Medical expenses for self and family as per the rules of the Company.
  - (d) Use of chauffeur driven Company car and telecommunication facilities at residence.
  - (e) Encashment of unavailed leave as per the rules of the Company.
  - (f) Costs and expenses incurred in connection with transfer / retirement as per the rules of the Company.
  - (g) Club fees as per the rules of the company.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to Mr. Mahesh Gupta, shall be within the limit prescribed under the Act.

This Explanatory Statement may also be read and treated as disclosure in compliance with the requirements of Secretarial Standard-2 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Agreement between the Company and **Mr. Mahesh Gupta (DIN: 01606647)** is available for inspection by the members of the Company as per the instructions mentioned in the Notes.



The Company has received consent, intimation(s), disclosure(s) as required under the Act, and Rules made there under from **Mr. Mahesh Gupta**, for considering his appointment.

Mr. Mahesh Gupta satisfies the conditions as set out in Sections 196, 197 and Schedule V to the Act, for being eligible for appointment. Upon receiving member's approval, the Company shall make an application to the Central Government, if required seeking approval for appointment of Chief Executive Officer Mr. Mahesh Gupta as the Managing Director of the Company and payment of remuneration in relation thereto. The Board of Directors recommend the ordinary resolutions in relation to the appointment of Managing Director, for the approval of the members of the Company.

Except Mr. Mahesh Gupta, Mrs. Arpita Gupta and Mr. Sagarmal Gupta none of the Directors and Key Managerial Personnel of the Company and/or their relatives, are directly or indirectly concerned or interested, financially or otherwise, in the above resolution. The disclosures as required in terms of Regulation 36 of the SEBI Listing Regulations are provided in the Notice and a Brief Profile of Mr. Mahesh Gupta is provided in Annexure A of this Notice.

The Board recommends the resolutions for approval by the members.

**ITEM No.5: Appointment of Mr. Milan Garg (DIN: 09706357) as an Independent Director:**

In order to further strengthen the composition of the Board, at the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on 12<sup>th</sup> August, 2023, **Mr. Milan Garg (DIN: 09706357)** has been appointed as an Independent Director on the Board of the Company for office for a term of 5 (five) consecutive years commencing from 12<sup>th</sup> August, 2023 to 11<sup>th</sup> August, 2028 and he is not liable to retire by rotation.

The brief profile of **Mr. Milan Garg (DIN: 09706357)** is given below:

Mr. Milan Garg has completed his B.Tech and currently runs his own business. He has functional expertise in sales, marketing, business development, etc.

**Mr. Milan Garg (DIN: 09706357)** is B.tech

In the opinion of the Board, **Mr. Milan Garg (DIN: 09706357)** fulfils the conditions specified in the Companies Act, 2013 (the Act) and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. The Company has received consent from her in form DIR-2, and confirmation that he does not suffer any disqualification under section 164 and 165 of the Act in form DIR-8 and declaration of Independence under section 149 (7) of the Act to the effect that he satisfies the conditions laid down in section 149(6) of the Act. These documents and a letter received from a shareholder under section 160 of the Companies Act, 2023, proposing his name for directorship are available for inspection by the shareholders. **Mr. Milan Garg (DIN: 09706357)** and his relatives may be deemed to be concerned or interested in the passing of the Special Resolution as the same relates to his appointment.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

Except **Mr. Milan Garg (DIN: 09706357)**, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 5.

The Board recommends the resolutions for approval by the members.



**ITEM No.6: Appointment of Mrs. Suman Murarka (DIN: 09023369) as an Independent Director:**

In order to further strengthen the composition of the Board, at the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on 12.08.2023, **Mrs. Suman Murarka (DIN: 09023369)** has been appointed as an Independent Director on the Board of the Company for an office for a term of 5 (five) consecutive years commencing from 12<sup>th</sup> August, 2023 to 11<sup>th</sup> August, 2028 and she is not liable to retire by rotation.

The brief profile of **Mrs. Suman Murarka (DIN: 09023369)** is given below:

**Mrs. Suman Murarka (DIN: 09023369)** is an ACS.

Mrs Suman Murarka is a Professional and is a company secretary. She has functional & Technical expertise in company Law and other statutory Regulations.

In the opinion of the Board, **Mrs. Suman Murarka (DIN: 09023369)** fulfils the conditions specified in the Companies Act, 2013 (the Act) and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. The Company has received consent from her in form DIR-2, and confirmation that he does not suffer any disqualification under section 164 and 165 of the Act in form DIR-8 and declaration of Independence under section 149 (7) of the Act to the effect that she satisfies the conditions laid down in section 149(6) of the Act. These documents and a letter received from a shareholder under section 160 of the Companies Act, 2023, proposing her name for directorship are available for inspection by the shareholders. **Mrs. Suman Murarka (DIN: 09023369)** and her relatives may be deemed to be concerned or interested in the passing of the Special Resolution as the same relates to her appointment.

A draft copy of the letter of appointment as an Independent Director, setting out the terms and conditions is available for inspection by the members.

Except **Mrs. Suman Murarka (DIN: 09023369)**, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6.

The Board recommends the resolutions for approval by the members.



**Annexure- A**  
**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT**  
**THE 35<sup>TH</sup> ANNUAL GENERAL MEETING**

[In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

**Information required under Regulation 36(3) of the SEBI (LODR) Regulation, 2015 and as required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS 2), the particulars of Directors who are proposed to be appointed/ reappointed/ whose terms of remuneration are being fixed at this 35<sup>th</sup> Annual General Meeting, are given below:**

Name of the Director	Mrs. Arpita Gupta	Mr. Mahesh Gupta	Mr. Milan Garg	Mrs. Suman Murarka
<b>DIN No.</b>	02839878	01606647	09706357	09023369
<b>Designation</b>	Non-Executive Director	Managing Director & CEO	Independent and Non-Executive Director	Independent and Non-Executive Director
<b>Date Of Birth and Age</b>	February 24,1982 (41 Years)	February 29,1980 (43 Years)	July 19, 1996 (27 Years)	September 08, 1985 (38 Years)
<b>Date of Appointment</b>	October 24, 2009	August 12,2023	August 12,2023	August 12,2023
<b>Qualification</b>	B.COM, FCA,	FCA,MBA	B.Tech	B.Com, ACS
<b>Expertise in specific functional areas</b>	She is a practicing Chartered Accountant. She is Experienced in Company Law, Auditing, Securities Contract Regulation Act and allied laws regarding listing, FEMA and other direct and indirect taxation. She is having Sixteen years of experience and well versed in Capital Market.	Mr. Mahesh Gupta is a Fellow Chartered accountant and MBA. He is presently the Chief Executive Officer of Lee & Nee Software's (Exports) Limited. and heading the strategy formulation and implementation of Business processes. He is also responsible for Foreign projects or exports business of the Company. He is also the Director in one of the subsidiary companies.	Mr. Milan Garg has completed his B.tech and currently runs his own business. He has functional expertise in sales, marketing, business development, etc.	Mrs Suman Murarka is a Professional and is a company secretary. She has functional & Technical expertise in company Law and other statutory Regulations

<b>Terms and Conditions of appointment</b>	No change in her previous terms of re-appointment as Non-Executive Director, approved by the members.	Appointed for a period of 5 years upon the terms and conditions including remuneration as set out in the agreement entered into.	Appointed for a period of 5 years upon the terms and conditions including remuneration as set out in the agreement entered into.	Appointed for a period of 5 years upon the terms and conditions including remuneration as set out in the agreement entered into.
<b>Details of Remuneration sought to be paid</b>	No change in the terms of remuneration Sitting fees for attending Board Meetings and Committee Meetings, if any, where she is a member and reimbursements of expenses for secretarial work.	Salary, fixed compensation, commission/profit share, annual performance pay, incentives and perquisites (hereinafter referred to as "remuneration"), and reimbursements of secretarial expenses and sitting fee for meetings attended, shall be upon the terms & conditions including remuneration as set out in the agreement entered into.	Director sitting fees for attending the meetings of the Board and its Committees as set out in the agreement entered into.	Director sitting fees for attending the meetings of the Board and its Committees as set out in the agreement entered into.
<b>Directorship held in other Companies (Excluding Foreign Companies and Sec 8 Companies)</b>	Lensel Web Services Private Limited  Rituraj Shares & Securities Limited	Rituraj Shares Broking Pvt. Ltd	Samriddhi INN Holidays Private Limited	Mintsberg Industries Pvt Ltd.
<b>Listed Entities from which he/she has resigned as Director in past 3 years</b>	Nil	Nil	Nil	Nil
<b>Committee Memberships, if any, with position</b>	Member of Nomination And Remuneration Committee and Chairman of Stake holder Relationship Committee of Lee & Nee Softwares (Exports) Ltd.	Nil	Member of Audit Committee	Nil



<b>Committee position held in other listed companies. (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)</b>	Nil	Nil	Nil	Nil
<b>Number of Shares held in the Company</b>	55200 Equity shares of Rs. 10 each	1399973 Equity shares of Rs. 10 each	Nil	Nil
<b>Relationship with other Directors Inter-se and Key Managerial Personnel</b>	Mrs. Arpita Gupta is daughter in law of Mr. Sagar Mal Gupta (Non-Executive Director) and wife of Mr. Mahesh Gupta (Chief Executive Officer).	Mr Mahesh Gupta is Husband of Mrs. Arpita Gupta (Non - Executive Director) and son of Mr. Sagarmal Gupta (Non- Executive Director).	None	None
<b>Number of Meeting of the Board attended during the year</b>	Four Meetings attended during the FY 22-23.	Four Meetings attended during the FY 22-23.	Nil	Nil

Note:

- The details of Board and Committee Meetings attended by these Directors during the year 2022-23 are stated in the Corporate Governance Report which forms part of this Annual Report.
- Sitting Fee is provided to independent directors as per provisions of Companies Act, 2013.

**By order of the Board  
For LEE & NEE SOFTWARES (EXPORTS) LTD.**

**Date: 12<sup>th</sup> August, 2023**  
**Regd Office: 14B, Camac Street**  
**Kolkata- 700017**

**Pritika Gupta**  
**Company Secretary & Compliance Officer**  
**ACS 27366**

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Thirty Fifth (35<sup>th</sup>) Annual Report of your Company together with the Audited (Standalone and Consolidated) Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2023.

The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

### Financial Results

Your Company's financial performance (Standalone and Consolidated) for the financial year ended March 31, 2023 is summarized below:

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	For the financial year ended (Standalone)		For the financial year ended(Consolidated)	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022
<b>Income:</b>				
Revenue from Operations	623.55	543.36	682.62	603.99
Other Income	101.9	65.81	143.64	117.78
<b>Total Income</b>	<b>725.45</b>	<b>609.17</b>	<b>826.26</b>	<b>721.77</b>
<b>Expenses:</b>				
Operating Expenditure	694.45	581.30	789.61	681.54
Depreciation & Amortization Expense	5.02	3.77	6.05	4.18
<b>Total Expenses</b>	<b>699.47</b>	<b>585.07</b>	<b>795.66</b>	<b>685.72</b>
<b>Profit Before Tax (PBT)</b>	<b>25.97</b>	<b>24.10</b>	<b>30.60</b>	<b>36.05</b>
Tax Expense	7.56	6.39	9.79	8.70
<b>Profit for the year(PAT)</b>	<b>18.41</b>	<b>17.71</b>	<b>20.81</b>	<b>27.35</b>
Other Comprehensive Income (Net of tax)	4.07	1.55	0.14	38.96
<b>Total Comprehensive Income for the period</b>	<b>22.48</b>	<b>19.26</b>	<b>20.95</b>	<b>38.96</b>

### Company's Performance:

During the period under review, at consolidated level, the Company achieved revenue of Rs.826.26 lacs EBITDA Rs. 36.65 lacs, PBT of Rs. 30.60 lacs and PAT of Rs. 20.81 lacs as compared to the revenue of Rs. 721.77 lacs, EBITDA Rs. 40.23 lacs, PBT of Rs. 36.05 lacs and PAT of Rs. 27.35 lacs respectively in the previous year.

On an unconsolidated basis (at standalone level), the Company achieved revenue of Rs. 725.45 lacs EBITDA Rs. 30.99 lacs, PBT of Rs. 25.97 lacs and PAT of Rs. 18.41 lacs as compared to the revenue of Rs. 609.17 lacs, EBITDA Rs. 27.87 lacs, PBT of Rs. 24.10 lacs and PAT of Rs. 17.71 lacs respectively in the previous year.

At the Standalone level the sales of the Company have increased by 14.76% as compared to previous year and at the Consolidated level also the sales of the Company has increased by 13.02% as compared to last year.



### **Share Capital**

As on March 31, 2023, paid up share capital of the Company was Rs. 5577.40 lacs divided into 55,774,000 equity shares of Rs.10/- each. There was no change in share capital of the Company during the Financial Year 2022-23.

### **Dividend and Transfer to Reserves**

In terms of the Dividend Distribution Policy, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, equity shareholders of the Company may expect dividend if the Company is having surplus funds and after taking into consideration the relevant internal and external factors as mentioned in the said Policy. Accordingly, considering the cash position, fund requirements for growth of business of your Company and the brought forward losses, the Board of Directors has not recommended any dividend for the financial year ended March 31, 2023. Accordingly, no amount is also proposed to be transferred to the reserves of your Company.

### **Listing with Stock Exchanges**

Your Company confirms that it has paid the Annual Listing Fees for the year 2022-23 to Bombay Stock Exchange Ltd. and The Calcutta Stock Exchange Ltd. where your Company's Shares are listed.

No shares of your Company were delisted during the financial year.

### **Change in the nature of business, if any**

There has been no change in the nature of business of the Company during the financial year 2022-23.

### **Deposits from Public**

Your Company has not accepted any kind of deposit from the public under Chapter V of the Companies Act, 2013 during the year under review and as such no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

### **Particulars of loans, guarantees and investments**

There are no Loans, Guarantees and Investments made under the provisions of Section 186 of the Companies Act, 2013 during the year under review.

### **Material Changes and Commitments, if any, affecting the Financial Position between the end of the Financial Year and date of the report**

There are no material changes or commitments affecting the financial position of the Company, which have occurred between the end of the financial year to which the financial statement relates and the date of this Report.

### **Management Discussion and Analysis Report**

A detailed Management Discussion and Analysis Report as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") forms part of this Annual Report and is annexed as 'Annexure-1'.

### **Human Resource Management**

Attracting, enabling and retaining talent has been the cornerstone of the Human Resource function and the results underscore the important role that human capital plays in critical strategic activities such as growth.

Your Company's focus lies in creating a performance based culture, driven by focused growth and clear career development plan for each employee. A robust Talent Acquisition system enables the Company to balance unpredictable business demands.

### **Quality Initiatives & Achievements:**

The Company successfully achieved annual enterprise-wide ISO certification for ISO 27001:2013 (Quality Management) for Software Development, ERP Solution, Website Development, Medical Transcription, Mobile Application and Digital Marketing.

### **Consolidated Financial Statements**

In accordance with the Companies Act, 2013 ("the Act"), SEBI LODR and Ind-AS-110 on Consolidated Financial Statements, the Audited Consolidated Financial Statements for the financial year ended March 31, 2023 are provided in the Annual Report.

### **Subsidiary companies**

The Company has two subsidiaries namely Lenseel Web Services Private Ltd and Rituraj Shares Broking Pvt. Ltd. as on March 31, 2023. There has been no material change in the nature of business of the subsidiaries.

Pursuant to sub-section (3) of Section 129 of the Companies Act, 2013 a statement containing the salient features of the financial statement of a company's subsidiaries is given in Form No. AOC-1 annexed as '**Annexure 2**', which forms a part of this Annual Report.

During the year no new subsidiary was formed or ceased. Further, the Company has no Joint Venture and Associate during the financial year ended March 31, 2023.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statement of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of Subsidiaries, are available on the website of the Company <https://lnsel.com/investor/>

The annual accounts of the subsidiary companies shall also be kept for inspection by any shareholder in the Head Office of the Company and the respective offices of its subsidiary companies.

The Company has adopted a policy for determining the criteria of 'Material subsidiaries' which can be viewed at the Company's website at the link: (<https://lnsel.com/wp-content/uploads/2020/09/policy-on-material-subsidiaries.pdf>)

### **Details of Significant and Material orders passed by the Regulators /Courts / Tribunals Impacting the going concern status and the Company's operations in future**

During the financial year 2022-23, there was no significant and material orders passed by any Regulators / Courts /Tribunals, which impacts the going concern status and the Company's Operations in future.

### **Directors' Responsibility Statement**

Pursuant to Section 134 (3) (C) and 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **Directors and Key Managerial Personnel**

Your Director Mrs. Arpita Gupta retires at the ensuing Annual General Meeting and being eligible offers herself for reappointment. Additional information and brief profile as required under the SEBI Regulations for the Director seeking reappointment is annexed to the Notice of AGM. The Board of Directors of your Company recommends her reappointment in the Board.



During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses or otherwise incurred by them for the purpose of attending meetings of the Board /Committee of the Company.

Disclosures with respect to the Board composition, Directors and Board meetings held during the financial year are covered under the Corporate Governance report forming part of this report, as per the Provisions of the Companies Act, 2013.

All the declarations were placed before the Board. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order or any other statutory authority.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the company as on March 31, 2023 are; Mahesh Gupta, Chief Executive Officer, Vikash Singh, Chief Financial Officer and Pritika Gupta, Company Secretary.

#### **Independent Directors**

Your Company has laid down procedures to be followed for familiarizing the Independent Directors with your Company, their roles, rights, responsibilities in your Company and to impart the required information and training to enable them contribute significantly to your Company.

All the Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down in section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

The details of the familiarisation programme imparted to the Independent Directors of the Company are uploaded on the website of the Company at <https://lnsel.com/wp-content/uploads/2023/03/familiarization-programme-for-independent-director.pdf>

#### **Board and Committee Meetings**

Four meetings of the board were held during the year. For details of the meetings of the board and its Committees, please refer to the Corporate Governance Report, which forms a part of this report.

#### **Separate Meeting of Independent Directors**

During the year under review, the Independent Directors met on February 11, 2023 without the presence of Non-Independent Directors and members of the Management and, inter alia:

- (i) reviewed the performance of Non-Independent Directors and the Board as a whole;
- (ii) reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- (iii) assessed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively & reasonably perform their duties.

#### **Board Evaluation**

Pursuant to the provisions of the Act and the SEBI Listing Regulations, the Nomination and Remuneration Committee has laid down the criteria for performance evaluation on the basis of which the Board has carried out evaluation of its own performance, the performance of Board Committees and of the Independent Directors individually.

The Independent Directors of the Company, without the participation of Non-Independent Directors and members of management, in their separate meeting held on February 11, 2023, have reviewed the performance of Non-Independent Directors and the Board as a whole. The review of performance of Non-Independent Directors was done, on various parameters, such as, skill, competence, experience, governance, degree of engagement, ideas & planning, attendance, leadership, etc. The Board performance was reviewed on various parameters, such as, adequacy of the composition of the Board, Board culture, appropriateness of qualification & expertise of Board members, process of identification and appointment of Independent Directors, inter-personal skills, ability to act proactively, managing conflicts, managing crisis situations, diversity in the knowledge and related industry expertise, roles and responsibilities of Board members, appropriate utilization of talents and skills of Board members, etc.



The Nomination and Remuneration Committee of the Board, based on the report of the Independent Directors, evaluated the performance of the Non-Independent Directors. The said Committee members also evaluated the performance of the Independent Directors of the Company, based on the reports of the Executive Directors, considering their requisite skills, competence, experience and knowledge of the regulatory requirements relating to governance, such as, roles and responsibilities under the Code for Independent Directors, the Act, the SEBI Listing Regulations, etc.

The Board of Directors of the Company, based on the report of the Independent Directors and the Nomination and Remuneration Committee, evaluated the performance of Board and of individual Directors. The Board also carried out the evaluation of performance of its Committees on various parameters, such as, adequacy of meetings in enhancing the effectiveness of the Committee, existence of a defined set of objectives/ terms of reference, etc.

The result of review and evaluation of performance of Board, its Committees and of individual Directors was found to be satisfactory.

#### **Policy on Appointment of Director and Remuneration**

The Nomination and Remuneration Committee identifies and ascertains the integrity, qualification, expertise, skills, knowledge and experience of the person for appointment as Director and Key Managerial Personnel. The appointment of a Director as recommended by the Nomination and Remuneration Committee requires approval of the Board.

The remuneration determined for Executive/ Independent Directors is subject to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors. The Non-Executive Directors appointed on the Board are paid sitting fees for attending the Board and Board Committee meetings. No other remuneration or commission is paid to the Non-Executive Directors.

The Board has, on the recommendation of the Nomination & Remuneration Committee adopted and framed a Remuneration Policy for the Directors, Key Managerial Personnel and other employees pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations. The said Remuneration Policy forms part of this report and is annexed as 'Annexure-3' to this report. The same is also available on <https://lnel.com/wp-content/uploads/2021/08/remuneration-policy.pdf>

#### **Internal Financial Control System and their adequacy**

The Company has in place adequate internal financial controls with reference to the Financial Statements. The controls are adequate for ensuring the orderly and efficient conduct of the business, including adherence to the Company's policies, the safe guarding of assets, the prevention & detection of frauds & errors, the accuracy and completeness of accounting records and timely preparation of reliable financial information.

#### **Cost Records and Cost Audit**

Maintenance of cost records and requirements of cost audit as prescribed under the provisions of Section 148 (1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

#### **Audit Committee**

The details with respect to the composition of the Audit Committee, the number of meetings held during the Financial Year under review and attendance therein, and the terms of reference has been detailed out in the Corporate Governance Report, which forms part of this Annual Report.

Further, there were no instances wherein the Board had not accepted any recommendation of the Audit Committee.

#### **Nomination and Remuneration Committee**

Details pertaining to constitution of the Nomination and Remuneration Committee of the Board of Directors of the Company, number of meetings held during the period under review, attendance therein and its terms of reference have been stated in the Corporate Governance Report, which forms part of this Annual Report.

#### **Auditors**

##### **Statutory Auditors**

M/s. N H Agrawal & Associates, Chartered Accountants, Kolkata (Firm Registration No. 327511E), were appointed as Statutory Auditors of your Company from the conclusion of Thirty Fourth (34<sup>th</sup>) Annual General Meeting (AGM) till conclusion of Thirty Ninth (39<sup>th</sup>) AGM to be held in the year 2027, as required under Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014.



For the year under review, the statutory auditors have confirmed that they satisfy the independence criteria required under the Companies Act, 2013.

The Auditors' Report contains 'Unmodified Opinion' on the financial statements (Standalone and Consolidated) of your Company, for the year ended 31st March, 2023 and there are no qualifications reservations or adverse remarks in their report.

#### **Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board of Directors of the Company has re-appointed Mrs. Rasna Goyal, a Practicing Company Secretary in Practice (CP No.-9209) to conduct the Secretarial Audit Report of the Company for the financial year 2022-23. The Secretarial Audit Report in Form MR-3, for the financial year ended March 31, 2023 is annexed as '**Annexure-4-(a)**' to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

Lensel Web Services Pvt Ltd., material subsidiary of your Company, has undertaken its secretarial audit for the financial year ended March 31, 2023 by Mrs. Rasna Goyal, a Practicing Company Secretary in Practice (CP No.-9209) as '**Annexure-4-(b)**' to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

In line with the Circular dated February 08, 2019 issued by the Securities and Exchange Board of India, Annual Secretarial Compliance Report for the year ended March 31, 2023 confirming compliance of all applicable SEBI Regulations, Circulars and Guidelines by the Company was issued by Rasna Goyal, Practicing Company Secretaries and filed with the Stock Exchanges. The same is available on the website of the Company at [www.linsel.com](http://www.linsel.com).

#### **Qualifications in Audit Reports**

The statutory auditor's report and the secretarial audit report do not contain any qualifications, reservations, or adverse remarks or disclaimer. Secretarial audit report is attached to this report.

#### **Risk Management Policy**

The Company has systems for Internal Audit and Enterprise Risk assessment and mitigation. As part of the Annual Internal Audit Plan, the audit plan is approved by the audit committee. Further, on a quarterly basis summary of key findings is presented to the Audit committee. With increasing globalization and unprecedented changes in business environment, the Company on a periodic basis identifies these uncertainties and after assessing them, formulates short-term and long-term action plans to mitigate any risk which could materially impact the Company's long-term goals and vision.

In the opinion of the Board there is no such risk which may threaten the present existence of the Company.

#### **Secretarial Standards**

The Directors state that the applicable Secretarial Standards, i.e. SS-1 and SS -2, relating to 'Meetings of the Board of Directors' and 'General Meeting' respectively, have been duly followed by the Company.

#### **Vigil Mechanism/Whistle Blower Policy**

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors, employees and others who are associated with the Company in confirmation with Section 177(9) of the Act and Regulation 22 of Listing Regulations to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Policy provides for adequate safeguards against victimization of Employees/ Directors who avail the mechanism. The company affirms that no person has been denied access to the Audit Committee in this respect. The said policy has been uploaded on the website of the Company at <https://linsel.com/wp-content/uploads/2020/09/vigil-mechanismwhistle-blower-policy.pdf>

#### **Related Party Transactions**

All contracts / arrangements / transactions entered by the Company during the financial year 2022-23 with related parties were in the ordinary course of business and on an arm's length basis .During the financial year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the company's policy of Materiality of Related Party Transactions except those, provided in Form AOC-2 are not applicable for the year under review.

The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link <https://linsel.com/wp-content/uploads/2019/08/policy-on-related-party-transactions.pdf>

The Directors draw attention of the members to Note no .22 to the standalone financial statement which sets out related party disclosures.

### **Corporate Social Responsibility Initiatives**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

### **Annual Return**

Pursuant to Section 92(3), read with Section 134(3)(a), of the Act, a copy of the Annual Return of the Company as on the Financial Year ended 31 March, 2022, in Form No. MGT-7, can be accessed on the website of the Company [https://Insel.com/wp-content/uploads/2023/08/extract-of-ar-form\\_mgt\\_7-1.pdf](https://Insel.com/wp-content/uploads/2023/08/extract-of-ar-form_mgt_7-1.pdf)

Further, pursuant to Section 92(3) of the Act, the Annual Return of the Company as on the Financial Year ended 31 March, 2023, will be duly uploaded on the website of the Company, at <https://Insel.com/investor/>, upon filing of the same with the Registrar of Companies, under Section 92(4) of the Act.

### **Particulars of Employees and related disclosures**

There are no employees falling within the provisions of section 134(3)(q) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **Future Prospects**

Your Company has had steady growth in both domestic as well as international markets this year. Your Company has special focus on further expanding its ERP & Mobile Application within India in coming years. It has also expanded its digital transformation business in the overseas market by adding more business partners from various countries. The Company anticipates getting good volume of business in the coming year both from international as well as domestic market.

**Cloud Solutions** : continues to show an increasing demand as most organizations are working remotely and hence moving to cloud to run their operations. Cloud is increasingly becoming an integral part of the business across all sectors.

Your company has also been involved with Cloud Solutions. We are partners with world leaders like AWS (Amazon Web Services) and Microsoft Azure for offering robust cloud solutions to its customers.

**E-commerce** has come a long way since last few years. The way the world consumes has now shifted in favor of the minimum-risk and minimum-exposure advantage of online shopping., global e-commerce sales for 2023 is \$5.8 Trillion in 2023. Your company is actively helping companies to increase their sales by building their own ecommerce platforms.

India adds the highest number of internet users per year, vs. any other country in the world. More importantly, over 60% of consumers access the internet via their smart phones.

Big business firms look for a product that helps them to tap in among the target audience, to help them compete with other business and stay ahead of them. Our skilled, proficient and experience mobile application team will help to plan, design, develop and deliver a customized application to suit customers' business needs.

We look forward to continuing to enhance our expertise in this area to adhere to the continued demands of the market.

### **Following are few services that your company plans to offer in the coming years:**

- Your Company is also planning to expand itself as a staffing company in various big IT companies working in the area of SAP & Oracle Applications.
- Your Company is now focused on further expanding Enterprise Applications business both in domestic as well as in overseas market.
- Your Company is focusing on getting more Government projects in the areas of ERP and Mobile Applications.
- Your company is also planning to venture into new and emerging technologies like IoT, Robotics and Artificial Intelligence.

Your Company is constantly striving to keep pace with changing demands of corporations and adapt to new fields of innovation, improved performance with a continued sense of commitment to a higher standard. Your Company is committed to handle new roles and responsibilities and is open to accept new challenges on a global basis by virtue of its strengthened business model. In addition, there are continuous efforts at improving efficiency and delivering excellence in project execution with the help of business automation tools.



#### **Employee Stock Option Scheme**

Presently, the Company does not have any Employee Stock Option/Purchase Scheme.

#### **Policy on Prevention of Sexual Harassment**

Your Company has in place a policy on prevention of sexual harassment at work place in accordance with the provisions of Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013. The policy aims at prevention of harassment of women employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. During the year under review there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

#### **Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings And Outgo Pursuant To Provisions Of Section 134 Of The Companies Act, 2013 Read With The Companies (Accounts) Rules, 2014.**

The Statement pursuant to section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Company's (Accounts) Rules 2014 is annexed as '**Annexure-5**' forming part of this report.

#### **Corporate Governance**

The Corporate Governance Report, in terms of Regulation 34(3), read with Schedule V, of the SEBI Listing Regulations, forms part of this Annual Report. The Company has obtained a certificate from the Statutory Auditors' of the company regarding compliance of conditions and the same forms part of this annual report and annexed as '**Annexure-6**'.

#### **Other Disclosures**

- a) Your Company has not issued shares with differential voting rights and sweat equity shares during the year under review.
- b) There are no proceedings initiated/pending against your Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the business of the Company.
- c) There were no instances where your Company required the valuation for one time settlement or while taking the loan from the Banks or Financial institution.

#### **Acknowledgments**

Your Directors place on record their appreciation for the help and co-operation received by them from ICICI Bank Ltd, Indusind Bank, Oriental Bank of Commerce, State Government of West Bengal and Department of Electronics & Department of Telecommunication under Ministry of Information & Technology Government of India, specially Software Technology Parks of India, WEBEL (West Bengal Electronics Industry Development Corporation Limited).

Your Directors also place on record their appreciation for the dedicated services rendered by the employees of your Company at all levels and thank the Company's customers, vendors, investors and academic partners for their continuous support. Our consistent growth is possible because of their hard work, solidarity, co-operation and support.

For and on behalf of the Board of Directors

Place: Kolkata

Dated: 12<sup>th</sup> August, 2023

**Ajay Kumar Agarwal**

Executive Director

## Annexure-1

### Management Discussion and Analysis Report:

The Company operates in areas of IT & ITES like software development and solutions, implementation, support, maintenance, training and staffing in the following segments of software services.

#### ERP:

Enterprise resource planning (ERP) is business process management software that provides seamless communication and real-time data for businesses, and is an extremely helpful tool that centralizes all islands of information and streamlines it to multiple departments in an enterprise. The most fundamental advantage of ERP is that the integration of a myriad of business processes saves time and expense. Management can make decisions faster and with fewer errors. Data becomes visible across the organization.

The global ERP Software market size was valued at USD 53.77 billion in 2022 and is expected to surpass USD 123.42 billion by 2030, registering a CAGR of 11.1% during the forecast period (2023- 2030).With the rise of SaaS, ERP programs have become more affordable, easier to implement, and simpler to maintain. This makes it faster for small businesses to get their share of the benefits that these tools have to offer.

#### SAP:

Your company is a Partner of SAP, the market share leader in ERP. SAP has evolved to become a market leader in end-to-end enterprise application software, database, analytics, intelligent technologies, and experience management. A top cloud company with 280 million users worldwide, SAP helps businesses of all sizes and in all industries to operate profitably, adapt continuously, and achieve their purpose. Your company promoted SAP Business One which is an ERP for Small to Medium Size Enterprises.

#### BizERP for Manufacturing Sector

Your company has developed a cloud based ERP Solution for manufacturing & trading industries. It comprises of all the modules that is required for any business to operate. It has been deployed in many industries like Steel, Fabrication, FMCG, Industrial Products, Leather etc. This is developed using the dot net platform which is highly secured. The company is continuously making enhancements to this product so that it can be reached out to various other companies.

#### PayBiz - HRMS & Payroll Solutions:

PayBiz is a web based solution to manage HRMS & Payroll. It includes many modules including Employee Life Cycle, Attendance, Leave, Recruitment, Staff Loan, Income Tax calculation along with many statutory and MIS reports. Your Company continues to offer this solution and it has been deployed successfully in many big corporates and government organizations.

Your company is fostering its collaboration with **SPINE Technologies** who is pioneer in the HRMS & Payroll Solution. It offers all the modules on SaaS model. It is a very robust product and we are representing them as their Channel Partner for Eastern India. The company has acquired many reputed customers in this year and looks forward to many more customers in the coming years.

#### Digital Marketing:

The company offers Digital Marketing services to many clients in India as well as overseas. There is a huge demand for these services in the entire world. The company offers Search Engine Optimisation, Social Media Optimisation and Google Adwords services to its clients. There is a huge growth of business in this area.

#### Mobile Applications:

India adds the highest number of internet users per year, vs. any other country in the world. More importantly, over 60% of consumers access the internet via their smart phones.

Big business firms look for a product that helps them to tap in among the target audience, to help them compete with other business and stay ahead of them. Our skilled, proficient and experience mobile application team will help to plan, design, develop and deliver customized applications to suit customers' business needs.



At Lee & Nee Softwares (Exports) Ltd, we have expertise in developing mobile applications for different platform and Mobile devices such as Android Application Development, iOS Mobile Apps Development and Hybrid Mobile Development.

The Company has successfully implemented and deployed various mobile applications on Android and IOS platform. It looks forward to expand its business further in coming years.

**Cloud Solutions:**

Your company has also been involved with Cloud Solutions. We are partners with world leaders like AWS (Amazon Web Services) and Microsoft Azure for offering robust cloud solutions to its customers.

**IT staffing and Training Services:**

Your Company has ventured into IT staffing and training services in the last few years. It is trying to expand itself as a staffing company in various big IT companies working in the area of SAP & Oracle Applications.

**Artificial Intelligence:**

Your company is also planning to venture into new and emerging technologies like IoT, Robotics and Artificial Intelligence.

**Challenges faced by the IT Industry**

IT industry challenges are complex and will require innovative solutions. Organizations that are able to overcome these challenges will be well-positioned for success in the years to come. challenges include:

**Skills Gap:** There is a shortage of skilled IT workers, which is making it difficult for organisations to find the talent they need. This is especially true for certain specialised skills, such as cloud computing and cybersecurity.

**Cybersecurity:** The number and sophistication of cyber attacks are increasing, and organisations are struggling to keep up. Cyberattacks can have a devastating impact on organisations, including financial losses, reputational damage, and regulatory fines. To overcome such concerns in today's global IT scenario, an increasing number of IT-BPO companies in India have gradually started to emphasize on quality to accept global standards such as ISO 9001 (for quality management) and ISO 27000 (for information security). Today, centers based in India account for the largest number of quality certifications achieved by any single country.

**Remote Workplace:** Working remotely can present unique challenges due to the lack of a manager or teammates to consult or to provide immediate responses or sources.

**Infrastructure Costs:** Large investments are made in acquiring assets that can support, govern, and handle heavy data loads. However, there are threats to these arrangements too; hacking and preventing the theft of data requires powerful firewalls and software. This is an added cost to the IT industry.

**Risks of Outsourcing:** As more companies opt for outsourcing due to a talent shortage or cost reduction, outsourcing has created some challenges, including security threats, legal complications, cultural issues, and time zone issues.

**Currency Risks:** The Company has made a well defined currency hedging Policy which helps in controlling risk arisen from currency fluctuations and volatility.

**Competition Risks:** The ever-increasing competition poses a key risk in terms of acquiring client business as well as human talent.

Lee & Nee Softwares (Exports) Ltd. has enhanced its value in the proposition of its customers by way of deepening its domain expertise, technological capabilities and customer engagement. On the human capital front, Lee & Nee Softwares (Exports) Ltd. brand equity and best in class HR principles and practices has made it a preferred employer.

**Other Challenges:** High attrition rates in the IT-BPO segment is a major concern for companies. With attrition rates ranging between 25-40 percent, attrition is a big challenge. Apart from a loss of skill sets, the cost of recruitment and training represent an additional expenditure for Indian IT-BPO firms.

Shortage of quality and employable talent and rising costs in the major IT hubs are also challenges that need to be addressed. The Company has to ensure that it acquires good talent and retains it in order to constitute its major competitive edge. The Company maintains excellent work environment and competitive package for this purpose.

These are the days when technology takes no time to become obsolete. Thus, to be at par with its competitors the company has to ensure that it constantly updates and upgrades its technology.

The grave challenges facing the Indian IT-BPO industry include a slackening of demand from major markets, reduction in larger contracts, stiff work permit regulations in some critical regions and competition from other emerging economies on trained resources.

**Growth:**

The share of the IT-BPM sector in the GDP of India is 7.4%. The IT and BPM industries' revenue is estimated at US\$ 245 billion in FY 2023. The domestic revenue of the IT industry is estimated at \$51 billion, and export revenue is estimated at \$194 billion. Indian IT sector continues to be a net hirer. A lot of these hires were in jobs that were being created due to the adoption of newer technologies and not in the traditional jobs.

**Segment-wise or Product-wise performance:**

In view of the identical geographical location and the same product, i.e. ITES, there is hardly any need for separate segmental reporting.

**Future Outlook:**

The Indian IT industry will continue to do well over the long term, as any new technological advancement will have its fair share of IT services. The growth rates will differ from year to year, but the trend will remain upward. Skill enhancement and adaptation will remain the keys to the success and growth of the Indian IT services industry.

Recently, the IT sector in India has shifted in favour of more advanced technologies like cloud computing, AI, and the IoT. The government has launched several initiatives to promote the development of these technologies in the country, including the NeGP (National e-Governance Plan), the Digital India initiative and the National Cyber Security Policy.

Overall, favourable government initiatives, a sizable pool of qualified workers, and rising demand for digital technology are projected to fuel the Indian IT sector's continued strong growth in the years to come. Yet, the industry may encounter difficulties, including skill gap, rapidly evolving technologies, increased manpower prices, and heightened international competition.

**Internal Control System and their adequacy:**

Lee & Nee has deployed adequate Internal Control Systems (ICS) in place to ensure a smooth functioning of its business. The processes and the systems are reviewed constantly and changed to address the changing regulatory and business environment.

The Control Systems provide a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets.

The ERP system which the Company had implemented has helped in further strengthening the internal control systems that are in place.

The existing internal control systems and their adequacy are frequently reviewed and improved upon to meet the changing business environment. The external auditors as well as the internal auditors periodically review the internal control systems, policies and procedures for their adequacy, effectiveness and continuous operation for addressing risk management and mitigation strategies.

**Discussion on financial performance with respect to operational performance:**

At the Standalone level the sales of the Company have increased by 14.76% as compared to previous year. The international sales of the company continues to increase steadily. We have started working with many new international partners from USA, Ireland, Australia and New Zealand. We have also added new partners in the UK Market.



The Company has identified new avenues of software business like Artificial Intelligence & Business Automation Tools. Your company is planning to partner with reputed and established companies to offer ERP & CRM software solutions. It is looking forward to work in the areas of ERP Solutions, HRMS & Payroll solutions, and Digital Marketing as there is huge potential in these areas and is now focused on further expanding Enterprise Applications business both in domestic as well as in overseas market. The Company has further developed niche products for specific industry verticals. The Company anticipates getting good volume of business in the coming year both from international as well as domestic market.

**Material Development in Human Resources/Industrial Relation Front, including No. of people employed:**

The total number of permanent employees of the Company as on 31<sup>st</sup> March, 2023 was 72.

Attracting, enabling and retaining talent has been the cornerstone of the Human Resource function and the results underscore the important role that human capital plays in critical strategic activities such as growth. The Company's focus lies in creating a performance based culture, driven by focused growth and clear career development plan for each employee. A robust Talent Acquisition system enables the Company to balance unpredictable business demands.

It is very difficult to source skilled persons. Therefore, the role of human resource management is critical and strategic to build up human capital to create organizational competitive advantages. Today's customers are highly quality conscious and look towards value for the money. Quality is customer satisfaction built through employee participation.

Company has created the blue print for the strategic attraction of talent, and it has acted upon retention of talent by continuous training program.

The Company's human resource practice has helped in motivating employees and enhancing their commitment and greater involvement in the overall quality improvement.

Your Company treats its "human resources" as one of its most important assets and believes that its middle management is particularly critical to its business, as they are responsible for managing teams, understanding its client's expectations and its contractual obligations to clients, ensuring consistent and quality service delivery and deploying the company's process excellence framework. The Company continuously invests in its HR to create a favorable work environment that encourages innovation which enables it to retain skilled and a highly professional workforce.



**Form AOC-1**

**(Pursuant to the first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

**STATEMENT CONTAINING SILENT FEATURES OF THE FINANCIAL STATEMENT OF  
SUBSIDIARIES OR ASSOCIATES OR JOINT VENTURES**

**Part "A": Subsidiaries**

**(All amount in Rupees Lacs, unless otherwise stated)**

Particulars	Lensel Web Services Pvt. Ltd	Rituraj Shares Broking Pvt. Ltd
	As on 31.03.2023	As on 31.03.2023
The date since when subsidiary acquired	01-04-2013	01-04-2013
Reporting period of the subsidiary concerned	01-04 2022 to 31-03-2023	01-04 2022 to 31-03-2023
Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A	N.A
Share Capital		
Authorised Capital	10.00	50.00
Issued, Subscribed and fully paid up Capital	10.00	36.20
Reserves & Surplus	73.06	353.72
Total Assets	651.55	401.75
Total Liabilities (Excluding Share Holders Fund)	568.49	11.83
Investments	3	64.01
Turnover	81.39	19.42
Profit/(Loss) Before Taxation	1.67	2.98
Provision for Taxation	-1.73	-0.48
Profit/(Loss) after Taxation	-0.06	2.50
Proposed Dividend (%)	NIL	NIL
% of Shareholding	100%	100%

**Notes:**

The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations - Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year - Not Applicable

**Part "B": Associates and Joint Ventures**

The Company does not have any Associate or Joint Venture during the Financial Year 2022-23.

For and on behalf of the Board of Directors of  
**Lee & Nee Softwares (Exports) Ltd.**

**Ajay Kumar Agarwal**  
Director  
(DIN: 01265141)

**Arpita Gupta**  
Director  
(DIN: 02839878)

Place: Kolkata

**Mahesh Gupta**  
Chief Executive Officer

**Vikash Singh**  
Chief Financial Officer

**Pritika Gupta**  
Company Secretary

 Date: 12<sup>th</sup> August, 2023

### Annexure-3

#### **Remuneration Policy for Board Members, Key Managerial Personnel and Other Employees**

The Nomination and Remuneration Committee of LEE & NEE SOFTWARES (EXPORTS) LTD herein below recommends to the Board of Directors for adoption of the Nomination and Remuneration Policy for the directors, Key Managerial Personnel and other employees of the company as set out below.

The objective of the Company's remuneration policy is driven by the success and performance of the individual employee and the Company. Through its level and composition of remuneration, the Company endeavors to attract, retain, develop and motivate a high performance workforce. The Company follows a composition mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process.

#### **1) Remuneration to Executive Directors:**

- a) The Remuneration to be paid to Executive Directors shall be governed as per the provisions of the Companies Act, 2013 and Rules made thereunder. The same shall be determined by the Committee and recommended to Board for approval.
- b) Remuneration structure of the Executive Directors shall include fixed pay & allowances, if any.
- c) The Committee may recommend an increase in existing remuneration structure to the Board, within the limits as approved by the Shareholders.
- d) The Executives will be entitled to customary non-monetary benefits such as company cars, phone and such other fixed entitled benefits;
- e) A Director may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, as permissible under Applicable law;
- f) Minimum remuneration: If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

#### **2) Remuneration to Non- Executive / Independent Directors:**

- a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration for attending the Board as well as the Committee meetings, as permissible under the provisions of Companies Act, 2013 and Rules made thereunder as amended from time to time.
- b) The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- c) All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

- d) An independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or Committee thereof and profit related commission, as may be permissible by the Applicable law.

3) **Remuneration to Key Managerial Personnel (KMP) and Senior Management Personnel:**

- a) **“Key Managerial Personnel”** means key managerial personnel as defined under Section 2(55) of the Companies Act, 2013 and amendments made from time to time. It includes the following personnel in the Company;
- i) The Chief Executive Officer or the Managing Director or the Manager,
  - ii) The Company Secretary,
  - iii) The Chief Financial Officer and
  - iv) The Whole-time director

**“Senior Management”** means personnel of the Company who are members of its management team excluding the Board of Directors.

- b) The remuneration to Key Managerial Personnel and Senior Management Personnel shall consist of fixed pay, incentive pay and reimbursement of expenses that are incurred by them in the performance of duties. The same shall be reviewed/decided on an annual basis or earlier if deemed necessary, by the Nomination and Remuneration Committee as per provisions of the Companies Act, 2013 in conjunction with the Company's rules and policies.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

**IMPLEMENTATION**

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

The Committee may Delegate any of its powers to one or more of its members.

**POLICY REVIEW**

This policy is purely at the discretion of the Nomination and Remuneration Committee and it reserves its right to recommend modifications in this Policy to the Board as per applicable laws and regulations, at any time without assigning any reason whatsoever.

Place: Kolkata

Date: 12<sup>th</sup> August, 2023

**For and on behalf of the Board of Directors**

**Vikash Kamani**  
**Chairman**



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For The Financial Year Ended 31<sup>st</sup> March, 2023**

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

To,  
The Members,  
Lee and Nee Softwares (Exports) Limited,  
14B, Camac Street,  
Kolkata-700017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Lee and Nee Softwares (Exports) Limited** (hereinafter called the "Company") bearing CIN No. -L70102WB1988PLC045587. 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 and as per the explanations given to us and the representations made by the Management, 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, 2023 ("**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 **Lee and Nee Softwares (Exports) Limited** for the financial year ended on 31<sup>st</sup> March, 2023 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable during the Audit Period**)

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the Audit Period)**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities and Security Receipts) Regulations, 2008; **(Not Applicable 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, 2021; **(Not Applicable during the Audit Period)**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable during the Audit Period)**
  - (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable during the Audit Period)**
  - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) Information Technology Act, 2000 and the rules made thereunder.

As informed by the management, there are no other specific laws applicable to the company.

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 generally complied with the laws applicable to the Company.

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

- (i) The Secretarial Standards pursuant to Section 118(10) of the Act issued (SS-1 & SS-2) by The Institute of Company Secretaries of India complied generally.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited, Calcutta Stock Exchange Limited.

During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. as mentioned hereinabove.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

**I further report that,**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.



2. 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.
3. All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that as per the explanations given to us and the representations made by the Management and relied upon by us 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, as per the explanations given to us there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. as referred to above.

**Note: This Report is to be read with our letter of even date which is annexed as Annexure A which forms an integral part of this report.**

**For Rasna Goyal**  
**Practicing Company Secretary**

**Place: Kolkata**

**Date: 12<sup>th</sup> August, 2023**

**UDIN: F009096E000782781**  
**C.P No. 9209, FCS No. 9096**  
**PRN No.: 2094/2023**  
**FRN No.: I2010WB747300**

**'Annexure A'**

To,  
The Members,  
Lee and Nee Softwares (Exports) Limited,

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Rasna Goyal**  
**Practicing Company Secretary**

**Place: Kolkata**  
**Date: 12<sup>th</sup> August, 2023**

**UDIN:F009096E000782781**  
**C.P No. 9209, FCS No. 9096**  
**PRN No.: 2094/2023**  
**FRN No.: I2010WB747300**



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

**For The Financial Year Ended 31<sup>st</sup> March, 2023**

[Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015]

To,  
The Members,  
Lensel Web Services Private Limited  
14B, Camac Street,  
Kolkata-700017

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Lensel Web Services Private Limited** (hereinafter called the "Company" being the wholly owned subsidiary of **M/s. Lee & Nee Software(Exports) Limited**). 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 and as per the explanations given to us and the representations made by the Management, 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, 2023 ("**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 **M/s. Lensel Web Services Private Limited** wholly owned subsidiary of **M/s. Lee & Nee Software (Exports) Limited** for the financial year ended on 31<sup>st</sup> March, 2023 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 to the extent applicable to the Company;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(NOT APPLICABLE)**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company;
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(NOT APPLICABLE);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(NOT APPLICABLE);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities and Security Receipts) Regulations, 2008 **(NOT APPLICABLE);**
  - (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 **(NOT APPLICABLE);**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(NOT APPLICABLE);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(NOT APPLICABLE);**



- (i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**NOT APPLICABLE**);
- (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**NOT APPLICABLE**)
- (vi) Information Technology Act, 2000 and the rules made thereunder.

As informed by the management, there are no other specific laws applicable to the Company.

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 generally complied with the laws applicable to the Company.

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

- (i) The Secretarial Standards (SS-1 & SS-2) issued by The Institute of Company Secretaries of India complied generally.

During the Audit period under review and as per representations and clarifications provided by the management, I confirm that the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned herein above.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

**I further report that,**

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.
2. 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.
3. All decisions at the Board Meetings carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that as per the explanations given to us and the representations made by the Management and relied upon by us 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, as per the explanations given to us there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. as referred to above.

**Note : This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.**

**For Rasna Goyal**  
**Practicing Company Secretary**

**Place: Kolkata**  
**Date: 12<sup>th</sup> August, 2023**

**UDIN: F009096E000863180**  
**C.P No. 9209, FCS No. 9096**  
**PRN No.: 2094/2023**  
**FRN No.: I2010WB747300**



**'Annexure A'**

To,  
The Members,  
Lensel Web Services Private Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practice, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Rasna Goyal**  
**Practicing Company Secretary**

**Place: Kolkata**  
**Date: 12<sup>th</sup> August, 2023**

**UDIN: F009096E000863180**  
**C.P No. 9209, FCS No. 9096**  
**PRN No.: 2094/2023**  
**FRN No.: I2010WB747300**

**Annexure-5**
**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to provisions of Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.**
**A. CONSERVATION OF ENERGY**

As a part of continued efforts towards energy conservation, some of the important energy conservation initiatives taken during the year 2022-23 in different areas are as under:

**a) The Steps taken or impact on conservation of energy**

Company is ever mindful of the need for energy conservation, not only as a method of cost reduction, but also because it is a global imperative. We have ensured that the following measures are institutionalized across all our facilities:

- i. Optimal cooling of work areas and data centers.
- ii. Switching off computers when not in use.
- iii. Utilization of lights and standalone air conditioners only when required.
- iv. Minimal usage of ACs and lights during weekend.

**b) The steps taken by the company for utilizing alternate source of energy & Capital investment on energy conservation equipments**

At present, Company has not utilize any alternate source of energy and emphasize on the Conservation of energy and be frugal in utilizing the energy.

**c) Impact of these measures:**

Taking effective measures in saving energy has significantly benefitted the Company.

**B. TECHNOLOGY ABSORPTION**

- i) Your Company is developing its capabilities in I. T. Enabled Services as well as an ERP vending, Implementation, supporting and training services.
- ii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - a) The details of technology imported - Nil
  - b) The year of import - Not Applicable
  - c) Whether the technology is fully absorbed - Not Applicable
  - d) If not fully absorbed, areas where absorption has not taken place, and the reason thereof - Not Applicable
- iii) The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology. Company has not incurred any expenses for research and development.

<b>C.</b>	<b>a) FOREIGN EXCHANGE EARNING :</b>	Rs. 305.38 Lacs (previous year Rs. 219.27 Lacs)
	<b>b) FOREIGN EXCHANGE OUTGOING :</b>	Rs. Nil (Previous year Rs. Nil)

**For and on behalf of the Board of Directors of  
Lee & Nee Softwares (Exports) Ltd.**

Place: Kolkata

Date: 12<sup>th</sup> August, 2023

Ajay Kumar Agarwal  
Director

(DIN: 01265141)

Arpita Gupta  
Director

(DIN: 02839878)

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2022-23**

Your Company complies with the requirements of the guidelines on Corporate Governance stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and hereby presents the following Corporate Governance Report for the Financial Year 2022-23 based on the said requirements and its sound Corporate Governance principles and practices.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The pillars of successful corporate governance are accountability, fairness, transparency, assurance, leadership and stakeholder management. All six are critical in successfully running an entity and forming solid professional relationships among its stakeholders which include Board of Directors, managers, employees, customers, regulators and most importantly, shareholders.

### **1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Corporate Governance is a reflection of the company's value system encompassing the company's culture, policies and relationships with the shareholders. The Company is committed to a system of good corporate governance, as it firmly believes that good corporate governance signifies good corporate practices aimed at increasing value for its shareholders, customers, employees, the government and all other stakeholders. Corporate governance of the Company accords high importance for compliance with laws, rules and regulations at all times. The Company's internal control measures ensure the reliability of financial statements.

The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

### **2. BOARD OF DIRECTORS:**

#### **A. Composition of Board**

Your Company has an energetic, engaged, experienced, diverse, and well-informed Board. Your Company's Board of Directors comprises an optimum combination of professionals with expertise, diversity and independence. The Company has also adopted a policy on Board Diversity. The diverse Board with distinct experience, thought, perspective, skill sets, gender, and expertise ensures constructive deliberations and effective decision-making. Your Company's Board of Directors comprises of an optimum combination of executive and non-executive directors. They play a key role in providing direction in terms of strategy, target setting and performance evaluation of the top management.

- i) As on 31<sup>st</sup> March, 2023, the Board has 6 (Six) Directors, out of which 1 (One) Director is Executive and 2 (two) are Non-Executive Directors. One Executive Director is the Chairman of the Board. All 3 (Three) of Non-Executive Directors are Independent Directors including 1 (one) woman Independent Director.
- ii) All the Independent Directors, with their diverse knowledge & expertise provide valuable contribution in the deliberations and decisions of the Board, maintaining the requisite independence. The Composition of the board is in conformity with the Regulation 17 of the Listing Regulations read with Section 149 of the Companies Act, 2013 ("the Act"). The Board of Directors confirms that they meet the criteria of Independence as mandated by Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management. The maximum tenure of each Independent Director is in compliance with the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, the Independent Directors have included their names in the databank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. None of the Directors is related to each other except Mr. Sagar Mal Gupta & Mrs. Arpita Gupta.

The Board is of the opinion that all the Independent Directors of the Company fulfill the conditions specified under Listing Regulations and are independent of the management of the Company. Further, all the Directors have confirmed that they are neither debarred nor disqualified from being appointed or continuing as Director by the Securities and Exchange Board of India (SEBI)/the Ministry of Corporate Affairs (MCA) or any such statutory authority. In the opinion of the board, the Independent Directors fulfill the conditions specified in the applicable regulations and are independent of the management.

Your Company had also issued formal appointment letters to the Independent Directors in the manner provided under the Act and the SEBI LODR. The terms and conditions of the appointment of Independent Directors have been displayed on the website of the Company and can be accessed through the link: <https://lnsel.com/wp-content/uploads/2020/09/terms-and-conditions-of-appointment-of-independent-directors.pdf>

The profiles of Directors can be found on <https://lnsel.com/wp-content/uploads/2020/09/brief-profiles-of-directors.pdf>.

- iii) None of the Directors on the Board holds directorships in more than seven listed companies or ten public companies or as Independent Director in more than seven listed companies. Further, none of them is a member of more than ten committees or Chairperson of more than five committees across all the public companies in which he or she is a Director. None of the Directors are related to each other.

#### B. Board Meetings

Four Meetings of the Board of Directors were held during the year ended on 31<sup>st</sup> March 2023. At least 1 (one) Board Meeting was held in every quarter and the time gap between any 2 (two) Board Meetings did not exceed 120 days between any two consecutive meetings as prescribed under the SEBI Listing Regulations and the Act.

The said meetings were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 15<sup>th</sup> November 2022 & 11<sup>th</sup> February 2023.

The necessary quorum was present for all the meetings.

During the Financial Year 2022-23, information as mentioned in Schedule II Part A of the Listing Regulations has been placed before the Board for its consideration. The Board obtained declarations from the respective functional heads confirming the compliances with all applicable laws during the Financial Year under review.

#### C. Attendance of Directors, Directorships and other details

- (i) None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director on more than seven listed entities. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2023 have been made by the Directors. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he / she is a Director.
- (ii) The names, designation and categories of the Directors and their shareholdings in the Company as of 31st March, 2023 are furnished below:

Name of the Director & DIN	Designation	Category	Equity Shareholding in the Company
Mr. Ajay Agarwal (DIN : 01265141)	Executive Director	Executive Director	Nil
Mr. Sagar Mal Gupta (DIN : 00536428)	Director	Non-Executive Director	1193817
Mrs. Arpita Gupta (DIN : 02839878)	Director	Non-Executive Director	55200
Mr. Vikash Kamani (DIN : 06875355)	Director	Independent Director/ Non Executive	Nil
Mr. Sushil Kumar Gupta (DIN : 00535958)	Director	Independent Director / Non Executive	Nil
Miss Leela Murjani (DIN : 02413222)	Director	Independent Director/ Non Executive	Nil



Details of the Directors attendance during the Financial Year 2022-23 and at the last Annual General Meeting, number of Directorships in other Indian companies and committee memberships/ Chairpersonship and held by them in Indian Public Companies and Directorship held in other Listed Company as of 31st March, 2023 are furnished below:

- (iii) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year under review and at the last Annual General Meeting, name of other listed entities in which the Director is a director and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies and Directorship held in other Listed Company as on March 31, 2023 are given herein below:

Name of the Director	No. of Meeting Held during the tenure	No. of Board Meetings attended	Whether Attended last Annual General Meeting held on 29 <sup>th</sup> Sept., 2022	No. of Directorships held in other Indian Companies	No. of Committee Membership/ Chairmanship held in other Public Companies (including in the Company)		Directorship in other Listed Company
					Chairman	Member	Category of Directorship
Mr. Ajay Agarwal	4	4	Yes	0	-	-	0
Mr. Sagar Mal Gupta	4	4	Yes	1	-	2	0
Mrs. Arpita Gupta	4	4	Yes	2	1	1	0
Mr. Vikash Kamani	4	4	Yes	1	2	-	0
Mr. Sushil Kumar Gupta	4	4	Yes	9	-	1	0
Miss Leela Murjani	4	4	Yes	1	-	2	0

- (iv) The information as mentioned in Part A of Schedule II of SEBI Listing Regulations has been placed before the Board for its consideration during the Financial year 2022-23. The Board periodically reviews compliance reports of all laws applicable to the Company, as prepared by the Company.
- (v) During the year a separate meeting of the independent directors was held on 11<sup>th</sup> February, 2023 as required under Regulation 25(3) of the SEBI Listing Regulations.
- (vi) During the year, the Board has carried out an Annual Evaluation of the performance of Independent Directors and the Board of Directors.
- (vii) **Familiarization Programmes for Board Members**  
The familiarization programmes comprise of a combination of written information, presentations and activities, including meetings to enable them to familiarize with the Company management, operations & practices. The details on familiarization programmes can be accessed on the Company's Website link: <https://lnsel.com/wp-content/uploads/2021/08/familiarization-programme-for-independent-director.pdf>
- (viii) Details of equity shares of the Company held by the Directors as on March 31, 2023 are given below:

Name	Category	Number of equity shares
Mr. S.M.GUPTA	Non-Executive Director	1193817
Mrs. ARPITA GUPTA	Non-Executive Director	55200
Miss LEELEA MURJANI	Independent Director/Non-Executive	286094

The Company has not issued any convertible instruments.

(ix) **Board Skill Matrix**

Your Board had cautiously considered and identified an optimised mix of the Skills, Expertise, Competencies essentially required by the Company in the context of its sector. This was so done to ensure functioning of the business effectively and it has been confirmed that the Board has the required skills defined in the matrix provided below.

These attributes primarily and broadly are:

- i. General Management of Corporate Affairs, Corporate Governance;
- ii. General Information Technology and related fields; General IT Knowledge
- iii. Law, Taxation, Finance related;
- iv. Behavioural science;
- v. Strategy Management;
- vi. Leadership Abilities

Director	Area of Expertise/Skills/Competence					
	Corporate Governance	General IT Knowledge	Law/Tax/Finance	Behavioral Science	Strategy Management	Leadership Abilities
Mr. S.M. Gupta	✓	✓	✓	✓	✓	✓
Mr. Vikash Kamani	✓	✓	✓	✓	✓	✓
Mr. Ajay Agarwal	✓	✓	✓	✓	✓	✓
Miss Leela Murjani	✓	✓	✓	✓	✓	✓
Mrs. Arpita Gupta	✓	✓	✓	✓	✓	✓
Mr. Sushil Kumar Gupta	✓	✓	✓	✓	✓	✓

(x) **Compensation paid to the Directors for the period April 2022 to March 2023**

Name of Directors	Sitting fees	Total
1. Mrs. Arpita Gupta	Waived	Waived
2. Mr. Ajay Kumar Agarwal	Waived	Waived
3. Mr. Sagar Mal Gupta	Waived	Waived
4. Mr. Vikash Kamani	Waived	Waived
5. Mr. Sushil Kumar Gupta	8000	8000
6. Miss Leela Murjani	8000	8000

1. Sitting Fees constitute fees paid to Non-executive directors for attending Board and Committee Meetings.
2. The Company did not have any pecuniary relationship or transaction with the Non-Executive Directors during the year ended 31<sup>st</sup> March, 2023 save and except the sitting fees accepted by the two directors.

**3. COMMITTEES OF THE BOARD:**

The Committees of the Board play an indispensable role in the governance structure of the Company. These Committees are set up under the formal approval of the Board to carry out clearly defined roles that are considered to be performed by Members of the Board, as a part of good governance practice. The minutes of the meetings of all Committees are placed before the Board for noting. Special invitees are invited to join the meetings of the Committee as considered appropriate by the Chairman of the respective Committee.



These Committees review, discuss and monitor the activities falling within their terms of reference, the details of which are provided below :

**(A) AUDIT COMMITTEE**

**Qualified & Independent Audit Committee**

A qualified and Independent Audit Committee has been set up by the Board in compliance with the requirements of Regulation 18 of SEBI Listing Regulations read with section 177 of the Act.

**A. Meeting of Audit Committee**

The Committee has met 4 times in the financial year ended 31st March 2023 and the gap between the two meetings did not exceed 120 days as prescribed under the SEBI Listing Regulations.

The said committee meeting held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 15<sup>th</sup> November 2022 & 11<sup>th</sup> February 2023. The minutes of the meeting of the Audit Committee is reviewed and noted by the Board.

The necessary quorum was present for all the meetings. The Committee Meetings are attended by the Chief Executive Officer, Chief Financial Officer, representatives of the Statutory Auditor and Internal Auditor. The Company Secretary acts as the Secretary of the Audit Committee.

All the recommendations of the Audit Committee have been accepted by the Board of Directors.

The Composition of the Committee and the attendance at the meetings of the Committee is given below.

Name of Member	Category	Position	No of Meeting held	No of Meeting attended
1. Mr. Vikash Kamani	Independent, Non-Executive	Chair Person	4	4
2. Mr. Sushil Kumar Gupta	Independent, Non-Executive	Member	4	4
3. Mr. S.M Gupta	Non-Executive	Member	4	4

The previous Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2022 and was attended by Vikash Kamani, the chairman of the Audit Committee.

**Terms of Reference**

The roles, responsibilities and the terms of reference of the Audit Committee inter-alia include the following:

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

Recommendation for appointment, reappointment, remuneration and terms of appointment of Auditors of the Company.

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

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

Review compliance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively;

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

- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.



- Changes, if any, in accounting policies and practices and reasons for the same.
- Major accounting entries involving estimates based on the exercise of judgement by management.
- Significant adjustments made in the financial statements arising out of audit findings.
- Compliance with listing and other legal requirements relating to financial statements.
- Disclosures of any related party transactions.
- Modified opinion (s) in the draft audit report.

Reviewing with the management, the quarterly, half yearly and annual financial statement and Auditor's Report there on before submission to the Board for approval.

Reviewing with the management the financial statements of subsidiaries and in particular the investments made by each of them.

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

Review and monitoring the auditor's independence and performance, and effectiveness of audit process.

Approval or any subsequent modification of transaction of the company with related parties .

Scrutiny of inter-corporate loans and investments.

Valuation of undertakings of assets of the company, where ever it is necessary.

Evaluation of internal financial controls and risk management systems.

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

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

Discussion with the internal auditors of any significant findings and follow-up thereon.

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

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

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

To review the functioning of the Whistle Blower Mechanism.

Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;

Review the financial statements, internal audit reports, related party transactions and such other information as required under the Act or the Listing Regulations.

Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary.

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

Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition to the above, the Audit Committee discharges all such other duties and functions generally indicated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the Rules made thereunder.

## **(B) NOMINATION AND REMUNERATION COMMITTEE**

### **Qualified & Independent Nomination & Remuneration Committee**

The Nomination and Remuneration Committee of the Company is constituted in the line with the provisions of Regulation 19 of SEBI Listing Regulations, read with section 178 of the Act.



### Meetings of the Nomination & Remuneration Committee

During the Financial Year 2022-23, the committee meetings were held on 26<sup>th</sup> May 2022, 10<sup>th</sup> August 2022, 15<sup>th</sup> November 2022 & 11<sup>th</sup> February 2023.

The composition of the Committee is as follows:

Name of the members	Category	Position	No. of Meeting Held	No. of Meeting Attended
1. Mr. Vikash Kamani	Independent, Non-Executive Director	Chairperson	4	4
2. Mrs. Arpita Gupta	Non-Executive Director	Member	4	4
3. Miss Leela Murjani	Independent, Non-Executive Director	Member	4	4

The previous Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2022 and was attended by Vikash Kamani, the chairman of the Nomination & Remuneration Committee. The Company Secretary acts as the Secretary to the Nomination and Remuneration Committee.

### Terms of Reference

The role of the Committee of the Company includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, a policy relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and based on such evaluation, prepare a description of the role and capabilities required of an independent director.  
The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may;
  - a) use the services of external agencies, if required;
  - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of Independent Directors, Committees of Board and the Board of directors;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. Recommend to the Board, all remuneration, and payable to senior management.
7. Recommending whether to extend or continue the terms of appointment of the independent directors, on the basis of the report of performance evaluation of Independent Directors;
8. To perform such other function as may be delegated by the Board of Directors from time to time.

In addition to the above, the Nomination and Remuneration Committee discharges such duties and functions generally indicated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Rules made thereunder.

### Board Annual Evaluation

Pursuant to the provisions of the Act and SEBI Listing Regulations, the Board of Directors in consultation with the Nomination & Remuneration Committee has carried out the annual performance evaluation of its own performance, Committees of the Board and Individual Director. The performance of the Board was evaluated by the Board itself after seeking inputs from all the directors on the basis of the criteria such as structure & composition of Board Culture, the effectiveness of Board processes, functioning, execution and performance of specific duties, obligations and governance etc.

The performance of Committees was evaluated by the Board after seeking inputs from respective committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings and quality of recommendation to the Board, etc.

The Board and the Nomination & Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, the performance of Non-Independent Directors, the performance of the Board as a whole and the performance of the Chairman were evaluated, taking into account the views of executive directors and non-executive directors. The performance evaluation of the Independent Directors was carried out by the entire Board. All the Directors expressed their satisfaction with the evaluation process.

#### **Performance Evaluation Criteria for Independent Directors:**

Pursuant to the provisions of the SEBI Listing Regulations and as per the requirement of Schedule IV of the Act, the criteria and the brief details of the performance evaluation carried out of Independent Directors has been given in the Board's Report.

#### **Succession Planning**

The Company has implemented an effective mechanism for succession planning which focuses on orderly succession of Board of Directors, Key Managerial Personnel and Senior Management Personnel and other senior officers. Company's succession planning aligns talent management with the Company's objectives and endeavors to mitigate the critical risks such as Vacancy, Readiness and transition. The Nomination and Remuneration Committee implements this mechanism in concurrence with the Board.

#### **Remuneration of Directors:**

The details of remuneration paid to the directors for the FY 2022-23 is as follows:

<b>Name of the Director</b>	<b>Salary (including allowances)</b>	<b>Performance Linked Incentive</b>	<b>Perquisites</b>	<b>Contribution to P.F, Superannuation and Gratuity</b>	<b>Sitting Fees</b>
Mr. Sagarmal Gupta	-	-	-	-	-
Mr. Ajay Kumar Agarwal	-	-	-	-	-
Mrs. Arpita Gupta	-	-	-	-	-
Ms .LeelaMurjani	-	-	-	-	0.08
Mr. VikashKamani	-	-	-	-	-
Mr. Sushil Kumar Gupta	-	-	-	-	0.08

### **(C) STAKEHOLDERS RELATIONSHIP COMMITTEE**

#### **Qualified & Independent Stakeholders Relationship Committee**

The Stakeholders Relationship Committee (SRC) of the Board of Directors meets the criteria laid down under Section 178 of the Companies Act, 2013, read with Regulation 20 of the SEBI Listing Regulations.

#### **Meetings of the Stakeholder Relationship Committee**

During the Financial Year 2022-23, the committee meetings was held on 11<sup>th</sup> February 2023.

The Composition of the Stakeholders Relationship Committee is as follows:

<b>Name of the members</b>	<b>Category</b>	<b>Position</b>	<b>No. of Meeting Held</b>	<b>No. of Meeting Attended</b>
1. Mrs. Arpita Gupta	Non-Executive Director	Chairman	1	1
2. Mr. S.M.Gupta	Non-Executive Director	Member	1	1
3. Miss Leela Murjani	Independent, Non-Executive Director	Member	1	1

The previous Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2022 and was attended by Mrs. Arpita Gupta, the chairman of the Stakeholders' Relationship Committee. The Company Secretary acts as the Secretary to the Stakeholders' Relationship Committee.

#### **A) Terms of Reference**

The roles, responsibilities and the terms of reference of the Stakeholders' Relationship Committee inter-alia include the following:



1. Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.
5. All such complaints directly concerning the shareholders/ investors as stakeholders of the Company;
6. To review, approve or delegate transfer, transmission, transposition and mutation of shares/securities, including issue of duplicate certificates and new certificates on split/ sub-division/ consolidation/ renewal, and to deal with all related matters;
7. To review the dematerialization and re-materialization of securities of the Company and such other related matters.

**Other Details:**

M/s. Maheshwari Datamatics Pvt. Ltd. has been appointed as the Company's share transfer agent to expedite the process of share transfer both physical and demat segment.

The total number of complaints received and replied to the satisfaction of shareholders. There were no complaints pending as on 31<sup>st</sup> March, 2023.

**Number of complaints:**

Details of Investor complaints received and redressed during the year 2022-23 are as follows:

Opening	Received	Resolved	Pending
NIL	NIL	NIL	NIL

**RISK MANAGEMENT**

In terms of the requirement of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has taken adequate measures to mitigate various risk encountered. In the opinion of the Board there is no such risk which may threaten the present existence of the Company.

**Compliance Officer:**

Mrs. Pritika Gupta, Company Secretary, act as the Compliance Officer of the Company.

**4. GENERAL BODY MEETINGS**

(i) The details of the Annual General Meeting of the Company, held in last 3 years are as under:-

Financial Year	Date	Time	Venue
2019-20	September 29, 2020	11 A.M	AGM held through Other Audio Visual Mean(OAVM) facility. Deemed venue- 14B, Camac Street, Kolkata 700017. OAVM facility provided by National Securities Depositories Ltd.
2020-21	September 29, 2021	11 A.M	AGM held through Other Audio Visual Mean(OAVM) facility. Deemed venue- 14B, Camac Street, Kolkata 700017. OAVM facility provided by National Securities Depositories Ltd.
2021-22	September 29, 2022	11 A.M	AGM held through Other Audio Visual Mean(OAVM) facility. Deemed venue- 14B, Camac Street, Kolkata 700017. OAVM facility provided by National Securities Depositories Ltd.

- (ii) No extraordinary general meeting of the members was held during Financial Year 2023.
- (iii) No Special Resolution was passed in the previous AGMs held in 2020, 2021 and 2022.
- (iv) No Postal Ballot was conducted during the Financial Year 2023.

- (v) None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution conducted through postal ballot.
- (vi) None of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any such statutory authority.

A Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

## 5 DISCLOSURES

### (A) Disclosure on materially significant related party transactions:

There are no materially significant related party disclosures i.e. transactions that may have potential conflict with the interests of the Company at large. The board has approved a policy for related party transactions which has been uploaded on the Company's website: <https://Insel.com/wp-content/uploads/2019/08/policy-on-related-party-transactions.pdf>

### (B) Compliances by the Company of Capital Market Guidelines

During the last three years, there were no instances of non-compliance, by the Company no penalty or strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

### (C) Whistle Blower Policy

The Company has laid down a Whistle Blower Policy, which includes Vigil Mechanism as defined under Regulation 22 of the SEBI Listing Regulations for Directors, employees and others who are associated with the Company to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The policy provides adequate safeguards against victimization of employees/directors who avail the mechanism. The Company affirms that no person has been denied access to the Audit Committee in this respect. The said policy has also been put on the website of the company :<https://Insel.com/wp-content/uploads/2020/09/vigil-mechanismwhistle-blower-policy.pdf>

(D) The Company has complied with all the mandatory requirements specified in SEBI Listing Regulations relating to Corporate Governance. The Company has adopted the following non-mandatory requirements specified in SEBI Listing Regulations.

- a) The Auditors have not qualified the financial statements of the Company.
- b) Separate posts of Chairman and CEO.
- c) The Chief Internal Auditor reports to the chairman of the Audit Committee.

### (E) Subsidiary Companies

There are two non-listed subsidiary Companies. The Audit Committee of the listed holding company reviews the Consolidated Financial Statements of the Company as well as the Financial Statements of the Subsidiaries, including the investments made by the unlisted subsidiary companies.

The minutes of the Board Meetings of the unlisted subsidiary companies has been placed at the board meeting of the listed holding companies. The management periodically brings to the attention of the Board of Directors of the listed holding company, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary companies.

The Company has a material unlisted subsidiary company, LenseL Web Services Pvt Ltd.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following :<https://Insel.com/wp-content/uploads/2020/09/policy-on-material-subsidiaries.pdf>

### (F) Policy on Determination of Materiality for Disclosures

Pursuant to Regulation 30 of SEBI Listing Regulations, the Company has adopted this policy. It has been disclosed on the Company's website (<https://Insel.com/wp-content/uploads/2020/09/policy-for-determining-materiality.pdf>)

### (G) Policy on Archival and Preservation of Documents

Pursuant to Regulation 9 of SEBI Listing Regulations, the Company has adopted this policy. It has been disclosed on the Company's website (<https://Insel.com/wp-content/uploads/2020/09/archival-policy.pdf>)

(H) **Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a Reconciliation share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit report confirms that the total paid-up capital is in agreement with the total number of shares in physical form and in dematerialized form shares held with NSDL and CDSL.

(I) **Code of Conduct**

The Board has formulated following code of Conduct of the Company and the same has also been posted on the website of the Company <https://lnsel.com/investor/>

1. Code of conduct for the Board members and senior management.
2. Code of conduct to Regulate, Monitor & Report Trading by Insiders.
3. Code of Practice & Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

All Board members and senior management personnel have affirmed compliance with the applicable Code of Conducts for the year under review. A declaration to this effect by the CEO, forms part of this report.

(J) **Fees paid to the Statutory Auditors**

The total payment of Statutory audit fees on a consolidated basis, comprising of remuneration for audit of the Company & its subsidiaries to N. H Agrawal & Auditors, Statutory Auditors of the company is Rs. 0.26 Lacs.

(K) **Dividend Distribution Policy**

In terms of the Dividend Distribution Policy, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, considering the insufficiency of profits to cover the brought forward loss of earlier years and the cash position, fund requirements for growth of business of the Company, the Board of Directors has not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2023.

(L) **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018**

The Company has put in place a policy against sexual harassment complaint. As per the policy, any employee may report his/her complaint to the Committee by various modes, i.e. in person, through email, in writing or by calling on mobile number. We affirm that adequate access was provided to any complainant who wished to register a complaint under the policy, during the year.

(M) **Adherence to Accounting Standards**

In the preparation of financial statement, the Company has followed the applicable Indian Accounting Standards (IND AS) issued by the Institute of Chartered Accountants of India to the extent applicable and to the best of its knowledge; there are no deviations in the accounting treatment that require specific disclosure.

(N) **Proceeds from public issues, rights issues, preferential issues etc.:**

The Company did not raise any money through any issue during this year.

(O) **CEO/CFO Certification**

The Chief Executive Officer and the Chief Financial Officer of the Company have given certification on financial reporting and internal controls to the Board as specified in Part B of Schedule II to the SEBI LODR on an annual basis. The said certificate forms part of this Annual Report.

(P) During the financial year ended March 31, 2023, the Board of Directors has accepted recommendations of the committees of the Board.

(Q) The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule of the SEBI Listing Regulations:

- a. Shareholder Right The Company has not sent half yearly financial performance including summary of the significant events to each household of the shareholders, since the results were published in the newspaper "The Financial Express".

- b. Chairman of the Board- The Company does not maintain separate office for Chairman at the Company's expenses.
- c. Reporting of Internal Auditor- The Internal Auditor attends Audit Committee meeting every quarter and reports to Audit Committee.

#### 6) MEANS OF COMMUNICATION

The quarterly, half yearly and annual results of the Company are sent and uploaded to the Stock Exchanges immediately after they are approved by the Board of Directors and communicated to the investors through publication in newspapers in English and vernacular languages.

The Financial results are generally published in "The Financial Express".

The results are also placed at website of the Company: [www.lnsel.com](http://www.lnsel.com).

A management discussion and analysis report is a part of the Company's annual report.

#### 7) GENERAL SHAREHOLDERS INFORMATION

##### (i) Annual General Meeting for Financial Year 2022-23

Date: 29<sup>th</sup> September, 2023

Time: 11:00 A.M.

Venue: Due to the continued COVID-19 pandemic and the need to follow social distancing norms, the Ministry of Corporate Affairs vide its circular no. 02/2021 dated January 13, 2021 and SEBI vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and other relevant circulars has permitted to hold the AGM through VC/OAVM. Hence, the meeting will be held through VC/OAVM.

##### (ii) Financial Calendar

Year ending: March 31

Annual General Meeting in: September, 2023

##### Financial Reporting;

Results for quarter ended June 30, 2023 On or before 14-08-2023

Results for quarter ending Sept. 30, 2023 On or before 14-11-2023

Results for quarter ending Dec. 31, 2023 On or before 14-02-2024

Results for year ending Mar. 31, 2024 (Audited) On or before 30-05-2024

(iii) **Date of book closure/ record date:** 23<sup>rd</sup> day of September 2023 to 29<sup>th</sup> day of September, 2023 (Both days inclusive).

(iv) **Dividend payment date:** No dividend has been recommended by the Board of Directors for the financial year 2022-23.

(v) **Corporate Identification Number (CIN) -** L70102WB1988PLC045587

##### (vi) Registered Office:

14B, Camac Street, Kolkata 700 017

##### (vii) Registrar and Share Transfer Agents

Share transfer, dividend payment and all other investor related matters are attended to and processed by our Registrar and Transfer Agents, i.e. Maheshwari Datamatics Pvt. Ltd having their office at::

Maheshwari Datamatics Pvt. Ltd.

23, R.N.Mukherjee Road, 5<sup>th</sup> Floor

Kolkata 700 001

Telephone No. 22435029/2248-2248

Fax no. 22484787

E-mail [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in)

##### (viii) Stock Code:

BSE Ltd. 517415

Demat ISIN Nos. INE791B01014



**(ix) Investors' Complaints may be Addressed to:**

Share Transfer agents at the above mentioned address and /or to the Director, Stakeholders Relationship Committee.

Lee & Nee Softwares (Exports) Ltd.  
14B, Camac Street, Kolkata 700 017.

**(x) Listing of Securities:**

**Name of the Stock Exchange:**

The Bombay Stock Exchange Ltd.

The Calcutta Stock Exchange Ltd.

Listing Fees as applicable have been paid.

**Distribution of Shareholding:**

The shareholding distribution of Equity Shares as on 31<sup>st</sup> March, 2023 is given below:

Sl No.	No. of Equity shares held	No. of shareholders	% of shareholders	No. of shares	% of shareholding
1	1 to 500	25668	85.3977	3744632	6.7139
2	501 to 1000	2149	7.1498	1792899	3.2145
3	1001 to 2000	1123	3.7362	1710782	3.0674
4	2001 to 3000	370	1.231	948403	1.7004
5	3001 to 4000	181	.6021	658348	1.1804
6	4001 to 5000	173	.5756	815391	1.462
7	5001 to 10000	231	.7686	1689052	3.0283
8	Above 10000	162	.539	4441449	79.633
	<b>GRAND TOTAL</b>	<b>30057</b>	<b>100.0000</b>	<b>5577400</b>	<b>100.0000</b>

**Category of Shareholders (as on 31.03.2023)**

Category	No. of shareholders	No. of Shares	% of holding
PROMOTER	10	38812873	69.59
NRI	59	137625	0.25
FII -	-	-	-
OCB -	-	-	-
IFI -	-	-	-
IMF -	-	-	-
BANK -	-	-	-
EMPLOYEES	-	-	-
BODIES CORPORATE	71	105387	0.19
CLEARING MEMBER	20	45245	0.08
PUBLIC	29506	16672870	29.89
TRUST	-	-	-
<b>GRAND TOTAL</b>	<b>29666</b>	<b>55774000</b>	<b>100.000</b>



**Market Price Data:**

(All amount in Rupees Lacs, unless otherwise stated)

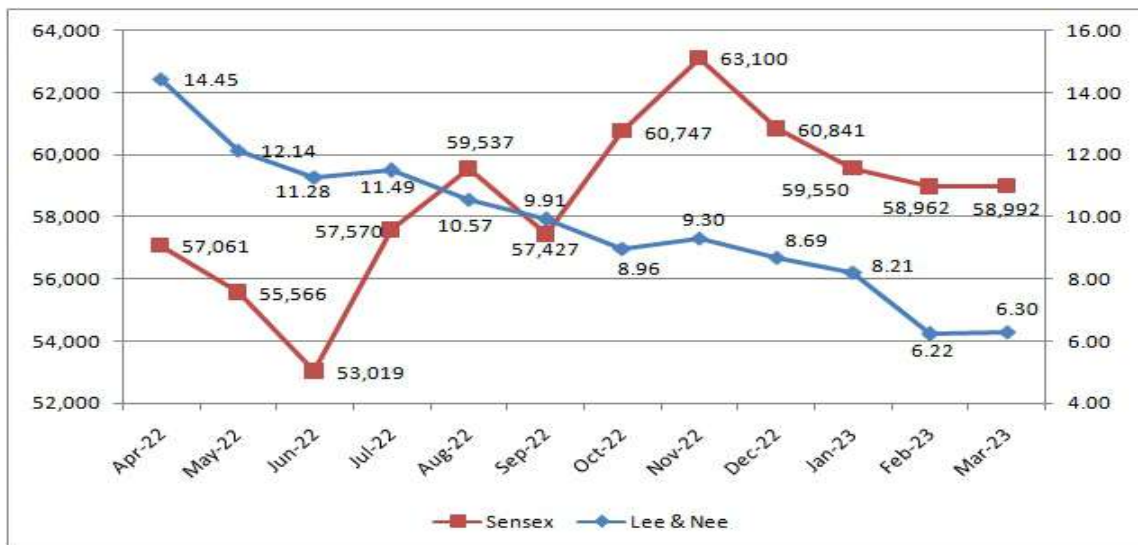
The details of high/low market price of the share at Calcutta Stock Exchange is not available as the trading platform of the Calcutta Stock Exchange is not in operation and the details of high/low market price of the share at the Mumbai Stock Exchange are as under:

Quotation at Bombay Stock Exchange

Month	High	Low	No. of shares
April '22	18.65	14.20	1575276
May '22	15.64	10.00	915255
June '22	13.00	7.70	839098
July '22	12.89	10.10	508825
August '22	12.66	10.00	671347
September '22	11.42	9.46	776310
October '22	10.49	8.89	404335
November '22	9.88	8.46	476084
December '22	10.33	7.00	1015938
January '23	9.97	7.90	479073
February '23	8.55	6.06	476378
March '23	8.65	5.97	590195

Source: [www.bseindia.com](http://www.bseindia.com)

**Share Price Performance in comparison to broad based indices**





**Dematerialization of Shares:**

Your Company has entered into agreement with National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL) for dealing in Equity Shares of the Company in dematerialized form. Your Company has been allotted (ISIN No. INE 791B01014). Nearly 97% i.e. 54117022 Equity Shares of Total Equity Capital is held in dematerialized form with NSDL and CDSL as on 31<sup>st</sup> March, 2023.

**Share Transfer System:**

As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form. Members holding shares in physical form are advised to avail the facility of dematerialization. These provisions are not applicable for transmission (i.e. transfer of title of shares by way of inheritance/ succession) and transposition (i.e. re-arrangement/ interchanging of the order of name of shareholders) cases.

**Outstanding GDR /ADR /Convertible Bonds:**

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence, as on March 31, 2023, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

**Plant Location**

SDF Building, Salt lake Electronics Complex, 4<sup>th</sup> Floor, Block GP, Sector V, Kolkata-91.

**Address for Correspondence**

M/s. Lee & Nee Softwares (Exports) Ltd.  
14B, Camac Street, Kolkata- 700 017  
Ph: 4065 0374  
Email: [investors@lnsel.com](mailto:investors@lnsel.com)

On behalf of the Board of Directors  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal	Arpita Gupta
Director	Director
(DIN : 01265141)	(DIN : 02839878)

Place: Kolkata

Date: 12<sup>th</sup> August, 2023

## **CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To The Members of  
**Lee & Nee Softwares (Exports) Limited**

We have examined the compliance of conditions of Corporate Governance by Lee & Nee Softwares (Exports) Limited (“the Company”) for the year ended on March 31, 2023, as stipulated in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company, to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Place: Kolkata  
Date: August 12, 2023

For N H AGRAWAL & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm's Registration Number: 0327511E

Nitin Hukumchand Agrawal  
Partner  
Membership Number: 129179  
UDIN: 23129179BGVWTE7436



## CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To  
The Board of Directors  
**LEE & NEE SOFTWARES (EXPORTS) LIMITED**  
Kolkata

*Dear Board Members,*

We, Mahesh Gupta, Chief Executive Officer and Vikash Singh, Chief financial Officer of Lee & Nee Softwares(Exports) Ltd, in terms of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby certify that:

- A. We have reviewed financial statements and the cash flow statement, of the Company for the year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief:
- 1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - 2) These statements together present a true and fair view of the Company' saffairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the yearended 31<sup>st</sup> March, 2023 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, wherever applicable deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee for the year ended 31<sup>st</sup>March, 2023, there are:
- i) No significant changes in internal control over financial reporting during the year.
  - ii) No significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements, and
  - iii) No instances of significant fraud of which we have become aware and there has been no involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Kolkata

Date: 12<sup>th</sup> August, 2023

Mahesh Gupta  
Chief Executive Officer

Vikash Singh  
Chief Financial Officer

## **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

*[Regulation 34, read with Schedule V(D), of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]*

This is to confirm that the Company has laid down and adopted Code of Conduct for all Board Members and senior management personnel of the Company. The Code of conduct is available on the Company's website.

I hereby declare that the Company has obtained affirmation from all the members of Board of Directors and Senior Management Personnel of the Company that they have complied with the 'Code of Conduct of the Company for Board of Directors and Senior Management Personnel' in respect of Financial Year ended 31<sup>st</sup> March, 2023.

Place: Kolkata  
Date: 12<sup>th</sup> August, 2023

MAHESH GUPTA  
Chief Executive Officer  
PAN No.: ADGPG0686B

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To  
**The Members**  
**Lee & Nee Softwares (Exports) Limited**  
 14B, Camac Street, Kolkata -700017  
 West Bengal, India

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Lee & Nee Softwares (Exports) Limited** having **CIN: L70102WB1988PLC045587** and having registered office at **14B, Camac Street, Kolkata -700017, West Bengal, India** produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Paragraph-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number(DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR NO.	Name of Director	Director Identification Number (DIN)	Date of appointment in Company
1	<b>Mrs. Arpita Gupta</b>	02839878	24/10/2009
2	<b>Mr. Sagar Mal Gupta</b>	00536428	15/12/1991
3	<b>Ms. Leela Murjani</b>	02413222	25/07/2014
4	<b>Mr. Sushil Kumar Gupta</b>	00535958	25/07/2014
5	<b>Mr. Ajay Kumar Agarwal</b>	01265141	29/04/2004
6	<b>Mr. Vikash Kamani</b>	06875355	25/04/2014

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata  
 Date: 11<sup>th</sup> August, 2023

**Rasna Goyal**  
 Practising Company Secretary  
 C.P No. 9209, FCS No. 9096  
 PRN No.: 2094/2022  
 FRN No.: I2010WB747300  
**UDIN:F009096E000782770**

## INDEPENDENT AUDITOR'S REPORT

To,  
 The Members of M/s Lee & Nee Softwares (Exports) Ltd.

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying Standalone Financial Statements of **M/s LEE & NEE SOFTWARES (EXPORTS) LTD (CIN:L70102WB1988PLC045587)** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, notes to the Standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the 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, 2023, its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules there under, 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 on the standalone financial statements.

#### **Key Audit Matters**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**We have determined the matters described below to be the key audit matters to be communicated in our report:-**

Description of Key Audit Matters	How the matter was addressed in our audit
<p><b>Revenue Recognition- Fixed Price Contracts</b></p> <p>The Company inter alia engages in Fixed-price contracts wherein, revenue is recognized based on the percentage of work completed. This is estimated by the Company on the basis of the completion of milestones and activities as agreed with the customers. Therefore, the revenue is recognized on completion and certified milestone by the customers after obtaining the "sign up" from the customer. (Refer Note 2.3(g) to the standalone financial statements).</p>	<p>In view of the significance of the matter we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence:</p> <p>Obtained an understanding of key internal controls over recording of activities completed and of general IT controls for the project management tool. Performed walk through of the underlying process and documented the controls and assessed the effectiveness of their design and implementation. Also performed tests to assess whether the controls were operating as designed.</p>

	<p>Involved IT specialists to assess whether the project management tool captured activities completed in the correct period and whether the related milestone was derived from a system that is operating effectively.</p> <p>Selected a sample of contracts, using a mix of quantitative &amp; qualitative criteria, and performed the following procedures for each contract selected:</p> <ul style="list-style-type: none"> <li>○ Inspecting key terms, including transaction price, deliverables, performance obligations, timetable, set out in the contract;</li> <li>○ Inquired of the relevant project managers about key aspects and the progress of the contracts, including the estimated total contract costs, key project risks, amendments, contingencies and billing schedules;</li> <li>○ verified project management tool for budgeted efforts and related milestones and verified accuracy of milestones based on actualization of efforts for delivered projects and past data;</li> <li>○ verified the details of activities completed with those stated in the customer contract and as confirmed by the project manager including agreeing the respective activities performed according to the project management tool with customer report/confirmations which forms the basis of milestone completion;</li> <li>○ tested on a sample basis the underlying invoices in respect of fixed price contracts and related cash receipts; and</li> <li>○ Verified the ageing analysis and perform analytical procedures, based on revenue trends, to assess the movements in accruals.</li> </ul>
--	--

**Information other than the Financial Statements and Auditors Report thereon.**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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. The figures of the year ended 31st March, 2022 are based on the annual financial statements that were audited by the erstwhile auditors whose report dated 26th May, 2022 expressed an unmodified opinion. Our opinion is not modified in respect of this matter.



### **Responsibilities of Management for the Standalone Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), financial performance (profit or loss including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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 standalone financial statements.

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

Identify and assess the risks of material misstatement of the standalone 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 control 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 with reference to standalone financial statements 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 in the standalone financial statements made by the management.

Conclude on the appropriateness of Management and Board of Directors 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the Financial Statements

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section 143 (11) of the Act, we give in the Annexure 'A' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, 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 purposes 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 Standalone 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 standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2021, as amended.
  - e. On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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 'B'.
  - g. 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 does not have any pending litigations which would impact its financial position in its Standalone Financial Statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. The Company did not have any amount which had fallen due and required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. (a) The Management has represented that, to the best of its knowledge and belief, Other than as disclosed in notes to accounts in Note No.4.3 and 7.4 no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Board of Directors of the company have not proposed any dividend for the year. Hence compliance in accordance with section 123 of the Act is not applicable.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

h. With respect to the other matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, no managerial remuneration has been paid/ provided to its directors during the year by the Company.

**For N H AGRAWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 0327511E**

**Place: Kolkata**

**Date: 26<sup>th</sup> May, 2023**

**Nitin Hukumchand Agrawal**  
**Partner**  
**Membership Number: 129179**  
**UDIN: 23129179BGVWPY3907**



### ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE **ON THE STANDALONE FINANCIAL STATEMENTS OF LEE & NEE SOFTWARES (EXPORTS) LTD.**)

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that;

- i) a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Company has a regular program of physical verification of its Property, Plant and Equipment, by which all Property, Plant and Equipment are verified by the management according to the program of periodical physical verification in a phased manner which in our opinion is reasonable having regard to the size of the Company and the nature of its Property, Plant and Equipment assets. According to the information & explanations given to us, no material discrepancies were noticed on such physical verification.
- c) According to the information and explanations given to us and the records examined by us, the Company does not have any immovable property. Hence reporting under clause (i)(c) of paragraph 3 of the order is not applicable to the Company.
- d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- e) As per information and explanations provided to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) The Company is in the business of providing software services and does not have any physical inventories. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.
- (iii) (a) The Company has granted unsecured loans to Company. The aggregate amount during the year and balance outstanding as at March 31, 2023 with respect to such loans , guarantees and securities are as per the table given below:

	(Amount in Rs. Lacs)
A. Aggregate amount granted / provided during the year	
- Subsidiaries	-
- Joint Ventures	-
- Others	242.28
B. Balance outstanding (gross) as at balance sheet date in respect of above cases	
- Subsidiaries	566.71
- Joint Ventures	-
- Others #	1147.79

#The Company has not provided any guarantee or security to any other entity during the year.

- b) 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 the loans given are prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has not been stipulated but it is repayable on demand and is regular.

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the loan is repayable on demand; hence clause of overdue for more than ninety days does not apply in respect of loans given.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.
- (f) The company has granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. The aggregate amount of loans or advances either repayable on demand or without specifying any terms or period of repayment are provided below:

**(Amount in Rs. Lacs)**

	All parties including related parties*	Promoters	Related Party
Aggregate of Loans			
- Repayable on Demand	1147.79	NIL	566.71
Total Loan	1147.79	NIL	566.71
Percentage of Loans to Total loans	67%	NIL	33%

\*The amounts reported are gross amounts including interest accrued (wherever applicable), without considering provision made.

- (iv) In our opinion and according to the information and explanations given to us, the Company has not given loans, guarantees, security or made any investment which needs to comply with the section 185 and 186 of the Companies Act, 2013 during the year.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits during the year from the public within the meaning of directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under. Hence, Clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Goods and Service Tax, Cess and other statutory dues with the appropriate authorities to the extent applicable.
- According to information and explanations given to us, no undisputed amounts payable in respect of the Provident Fund, Employees State Insurance, Goods and Service Tax, Income Tax and Cess and other statutory dues were in arrears as at 31<sup>st</sup> March, 2023 for a period of more than six months from the date they became payable.
- b) According to information and explanation given to us, there are no dues in respect of Goods and Service Tax, Income Tax, Sales Tax, Service Tax, Custom Duty, Duty of excise, Value Added Tax and Cess which have not been deposited with the appropriate authorities to the extent applicable on account of any dispute.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) In our opinion and according to the information and explanations given to us;
- (a) The Company has not taken any loans or other borrowings from any lender. Hence, reporting under clause 3(ix)(a) of the Order is not applicable.



- (b) The Company has not been declared a willful defaulter by any bank or financial institution or any other lender.
- (c) The Company has not taken any term loans during the year and there are no outstanding term loans at the beginning of the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) During the year, the Company has not taken any funds on a short term basis. Accordingly, this clause is not applicable.
- (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised any loans on the pledge of securities held in its subsidiary during the year and hence reporting on clause 3(ix) (f) of the Order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer(including debt instruments) during the year. Accordingly, Clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under subsection (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) The Company is not a Nidhi Company. Accordingly, Clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to 31st March, 2023.
- (xv) In our opinion and according to the information and explanation given to us, during the year the Company has not entered into any non-cash transactions with any of its directors or directors of its holding company, subsidiary company, or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi) (a), (b), (c)& (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. M/s. Sonu Jain & Associates has not been re-appointed as auditor after the completion of audit term of 5 years as required under the companies Act, 2013. We the M/s. N. H. Agrawal & Associates has taken into consideration the issues, objections or concerns raised by the outgoing auditor.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of

the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

Place: Kolkata

Date: 26<sup>th</sup> May, 2023

**For N H AGRAWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 0327511E**

**Nitin Hukumchand Agrawal**  
**Partner**  
**Membership Number: 129179**  
**UDIN: 23129179BGVWPY3907**



## **ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT**

(REFERRED TO IN PARAGRAPH 2(f) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF LEE & NEE SOFTWARES (EXPORTS) LTD.)

### **Report on the Internal Financial Controls over Financial Reporting 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 Lee & Nee Softwares (Exports) Ltd. ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's Management and the Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal controls 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 respective 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.

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our Audit. We conducted our Audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control system over financial reporting and their operating effectiveness. Our audit of Internal Financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting include 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 standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone 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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For N H AGRAWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 0327511E**

Place: Kolkata

Date : 26<sup>th</sup> May, 2023

**Nitin Hukumchand Agrawal**  
**Partner**  
**Membership Number: 129179**  
**UDIN: 23129179BGVWPY3907**



**STANDALONE BALANCE SHEET AS AT 31st March 2023**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Notes	As At '31 March 2023	As At '31 March 2022
<b>I. ASSETS</b>			
<b>Non-Current Assets</b>			
(a) Property, Plant and Equipment	3.1	10.24	7.5
(b) Goodwill	3.2	2439.35	2439.35
(c) Intangible Assets	3.3	0.74	0.74
(d) Financial Assets			
(i) Investments	4.1	958.12	980.56
(ii) Trade receivable	4.2	81.46	81.46
(iii) Loans	4.3	1703.85	1512.29
(iv) Other financial assets	4.4	3.45	3.24
(e) Deferred Tax Assets (net)	5	4.41	-
(f) Other non-current assets	6	190.83	240.94
<b>Total Non -Current Assets</b>		<b>5392.45</b>	<b>5266.08</b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Trade receivables	7.1	26.49	28.35
(ii) Cash and cash equivalents	7.2	97.49	37.61
(iii) Bank Balances other than (ii) above	7.3	1.07	1.00
(iv) Loans	7.4	10.65	21.39
(v) Other financial Assets	7.5	0.18	0.20
(b) Current Tax Assets (net)	8	3.28	20.06
(c) Other Current Assets	9	36.54	137.20
<b>Total Current Assets</b>		<b>175.70</b>	<b>245.81</b>
<b>TOTAL ASSETS</b>		<b>5568.15</b>	<b>5511.89</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	10	5577.4	5577.40
(b) Other equity	11	(151.02)	(173.50)
<b>Total Equity</b>		<b>5426.38</b>	<b>5403.905</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	12	0.01	5.57
(b) Other Non Current liabilities	13	6.09	-
<b>Total Non-Current Liabilities</b>		<b>6.10</b>	<b>5.57</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
Trade payables	14		
Dues to micro enterprises and small enterprises		30.78	6.26
Dues to creditors other than micro enterprises and small enterprises		33.45	20.51
(b) Other current liabilities	15	71.44	75.65
<b>Total Current Liabilities</b>		<b>135.67</b>	<b>102.42</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>5,568.15</b>	<b>5,511.89</b>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements	1 to 31		

In terms of our report attached  
**For N H Agrawal & Associates**  
**Chartered Accountants**  
**Firm's Registration Number: 0327511E**

NITIN HUKUMCHAND AGRAWAL  
Partner  
Membership Number: 129179  
Place: Kolkata  
Date : 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal  
Director  
(DIN : 01265141)  
  
Vikash Singh  
Chief Financial Officer

Arpita Gupta  
Director  
(DIN : 02839878)  
  
Pritika Gupta  
Company Secretary

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 March 2023

(Amount in Rupees Lacs, unless otherwise stated)

Particulars	Note	For 'Year ended 31 March 2023 Amount (₹)	For 'Year ended 31 March 2022 Amount (₹)
I. Revenue from operations	16	623.55	543.36
II. Other income	17	<u>101.90</u>	<u>65.81</u>
<b>III. Total Income (I + II)</b>		<b><u>725.45</u></b>	<b><u>609.17</u></b>
<b>IV. Expenses</b>			
Purchase (Software & Service)		120.40	105.65
Employee benefits expense	18	287.53	267.53
Depreciation and amortization expense	19	5.02	3.77
Other expenses	20	<u>286.52</u>	<u>208.12</u>
<b>Total expenses</b>		<b><u>699.47</u></b>	<b><u>585.07</u></b>
<b>V. Profit/(Loss) before tax (III - IV)</b>		<b><u>25.97</u></b>	<b><u>24.10</u></b>
<b>VI. Tax expense:</b>			
(1) Current tax		11.68	6.39
(2) Tax Expenses of Prior Years		(0.09)	-
(3) Deferred tax		<u>(4.03)</u>	<u>-</u>
		<b><u>7.56</u></b>	<b><u>6.39</u></b>
<b>VII. Profit/(loss) for the period (V-VI)</b>		<b><u>18.41</u></b>	<b><u>17.71</u></b>
<b>VIII. Other comprehensive income</b>			
<b>(i) Items that will not be reclassified to statement of profit and loss</b>			
Remeasurement gain /(loss) on defined benefits plan		2.96	-
Tax impact on above		(0.77)	-
Changes in Fair Value of Equity Instruments through Other Comprehensive Income		0.73	1.55
Tax impact on above		1.15	-
<b>(ii) Items that will be reclassified to statement of profit and loss</b>		-	-
Fair Value on Debt Instruments		-	-
Tax impact on above		-	-
<b>Other comprehensive income (net of tax )</b>		<b><u>4.07</u></b>	<b><u>1.55</u></b>
<b>IX. Total comprehensive income for the year</b>		<b><u>22.48</u></b>	<b><u>19.26</u></b>
<b>X. Earning per equity share :</b>			
(1) Basic		0.04	0.03
(2) Diluted		0.04	0.03
Summary of significant accounting policies	2		
The accompanying notes are an integral part of these standalone financial statements	1 to 31		

In terms of our report attached  
**For N H Agrawal & Associates**  
**Chartered Accountants**  
**Firm's Registration Number: 0327511E**

NITIN HUKUMCHAND AGRAWAL  
 Partner  
 Membership Number: 129179  
 Place: Kolkata  
 Date : 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal Director (DIN : 01265141)	Arpita Gupta Director (DIN : 02839878)
Vikash Singh Chief Financial Officer	Pritika Gupta Company Secretary



### STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 March 2023

(All amount in Rupees Lacs, unless otherwise stated)

Description	For the year ended 31.03.2023		For the year ended 31.03.2022	
	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
<b>A Cash Flow from Operating Activities</b>				
Profit Before Tax		25.97		24.10
Adjustments:				
Depreciation and amortisation	5.02		3.77	
Interest Income	(92.81)		(64.36)	
Other Income	(8.98)		(1.45)	
		<u>(96.77)</u>	<u>(68.64)</u>	
<b>Operating Profit/ (Loss) before working capital changes</b>		<b>(70.80)</b>		<b>(62.04)</b>
(b) Working Capital changes:				
Decrease/ ( Increase) in trade receivables	1.86		6.50	
Decrease/ (Increase) in Loans	10.74		287.68	
Decrease/ (Increase) in other current assets	100.59		(94.37)	
Increase/ ( Decrease) in Trade Payables	37.46		1.44	
Increase/ ( Decrease) in other current liabilities	(4.21)		(2.30)	
Increase/ ( Decrease) in provisions	-	146.44	-	198.95
Cash generated from Operating Activities		<u>75.64</u>		<u>161.01</u>
Income Taxes Paid		(7.17)		(6.39)
<b>Net Cash from Operating Activities</b>	<b>Total of (A)</b>	<b><u>68.47</u></b>		<b><u>154.62</u></b>
<b>B Cash Flow from Investing Activities</b>				
Purchase of Fixed Aseets	(7.77)		(3.21)	
Purchase/Sale of Investment	26.13		(279.45)	
Decrease/(Increase) in Non Current Loans	(191.56)		(256.31)	
Decrease/(Increase) in Other Financial Assets (current)	16.80		(0.10)	
Decrease/(Increase) in Other Financial Assets (Non current)	(4.62)		(0.05)	
Decrease/(Increase) in Other Non Current Assets	50.11		315.20	
Decrease/(Increase) in Other financial liabilities	(5.56)		(2.41)	
Decrease/(Increase) in Other Non current liabilities	6.09		-	
Interest received	92.81		64.36	
Other income	8.98		1.45	
<b>Net Cash from Investing Activiites</b>	<b>Total of (B)</b>	<b><u>(8.59)</u></b>		<b><u>(160.52)</u></b>
<b>C Cash Flow from Financing Activities</b>				
		-		-
		-		-
	<b>Total of (C)</b>	<b><u>-</u></b>		<b><u>-</u></b>
<b>Net (decrease)/increase in cash and cash equivalents (A+B+C)</b>		<b><u>59.88</u></b>		<b><u>(5.90)</u></b>
Add: Cash and Cash Equivalents at the begining of the year		<u>37.61</u>		<u>43.51</u>
Cash and Cash equivalents at the end of the year		<b><u>97.49</u></b>		<b><u>37.61</u></b>

The accompanying notes are an integral part of these standalone financial statements 1 to 31

Note: The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS'7) -Statement of Cash Flow.

In terms of our report attached  
**For N H Agrawal & Associates**  
Chartered Accountants  
Firm's Registration Number: 0327511E

NITIN HUKUMCHAND AGRAWAL  
Partner  
Membership Number: 129179  
Place: Kolkata  
Date : 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal  
Director  
(DIN : 01265141)

Arpita Gupta  
Director  
(DIN : 02839878)

Vikash Singh  
Chief Financial Officer

Pritika Gupta  
Company Secretary

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 March, 2023**
**A. Equity share capital**

(All amount in Rupees Lacs, unless otherwise stated)

**1. Current Reporting Period**

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
5577.40	-	-	-	5577.40

**2. Previous Reporting Period**

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
5577.40	-	-	-	5577.40

**B. Other equity**

Particulars	Reserves and Surplus				Other comprehensive income (OCI)	Total
	Securities premium Reserve	General reserve	Capital reserve	Retained earnings		
<b>As at 1 April 2021</b>	-	-	0.10	(195.68)	2.82	(192.76)
Profit for the year	-	-	-	17.71	1.55	19.26
Remeasurements of post-employment benefit obligations, net of tax	-	-	-	-	-	-
<b>As at 31 March 2022</b>	-	-	0.10	(177.97)	4.37	(173.50)
<b>Changes in equity for the period ended 31 March 2023</b>						
<b>As at 31 March 2022</b>	-	-	0.10	(177.97)	4.37	(173.50)
Profit for the year	-	-	-	18.41	1.88	20.29
Remeasurements of post-employment benefit obligations, net of tax	-	-	-	2.19	-	2.19
<b>As at 31 March 2023</b>	-	-	0.10	(157.37)	6.25	(151.02)

This is the Statement of Changes in Equity referred to in our report of even date.

As per our report of even date attached

**For N H Agrawal & Associates**  
**Chartered Accountants**  
**Firm's Registration Number: 0327511E**

 NITIN HUKUMCHAND AGRAWAL  
 Partner  
 Membership Number: 129179  
 Place: Kolkata  
 Date : 26th May, 2023

 For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

 Ajay Kumar Agarwal  
 Director  
 (DIN : 01265141)

 Vikash Singh  
 Chief Financial Officer

 Arpita Gupta  
 Director  
 (DIN : 02839878)

 Pritika Gupta  
 Company Secretary



## Summary of significant accounting policies and other explanatory information on standalone financials for the year ended 31 March 2023

### Significant Accounting Policies

#### 1. General Information :

- a) Lee & Nee Softwares (Exports) Ltd is Company limited by shares, incorporated and domiciled in India. It is an IT Enabled Service Company based in Kolkata. With over 35 years of experience. It is engaged in business of developing , designing , manufacturing , processing , assembling computer software and hardware products and allied products and providing ERP solutions and services for website design and development, mobile application development and digital marketing all over the globe. The Company is listed in Bombay Stock Exchange and Calcutta Stock Exchange Ltd.

The Financial Statements for the year ended 31 March 2023 were approved by the Board of Directors on 26<sup>th</sup> May 2023.

#### b) Statement of Compliance

The financial Statements have been prepared in accordance with the Indian Accounting Standards ("IND AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

#### 2.1 Basis of Preparation:

- a) The financial statements have been prepared on going concern under historical cost basis except for certain financial assets and liabilities which are measured at fair value.

#### b) Functional and Presentation Currency

The Financial Statements have been prepared in Indian Rupees (INR), which is also the Company's functional currency. The Financial Statements have been rounded off to nearest lacs, up to two places of decimals, unless otherwise stated.

#### 2.2 Use of Estimates and Judgements:

The preparation of the financial statement management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities, income and expenses and disclosures relating to the contingent assets and liabilities on the date of the Financial Statement. Although these estimates are based upon management's best knowledge of current events and actions, actual results could be differed from these estimates.

#### **Critical accounting judgements and key sources of estimation uncertainty: Key assumptions:**

#### a) Useful lives of depreciable and amortisable assets:-

The Company reviews the estimated useful lives of depreciable or amortisable assets at each reporting period, based its expected utility of those assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain items of property, plant and equipment. To make the sale, obsolescence considering past trend. Inventories are written down to NRV when such NRV is lower than their cost.

#### b) Defined benefit Obligation:-

The present value of defined benefit obligation which includes gratuity is determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increase and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date.

#### c) Recognition and measurement of provisions, liabilities and contingencies:-

Provision and liabilities are recognized in the period when it becomes probable that there will be a future outflow of

funds resulting from past operations or events that can be reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

Contingencies in the normal course may be arise from litigation and other claims. Potential liabilities that are possible but not probable of crystalizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes to accounts but are not recognized.

**d) Income Taxes:-**

The Company's tax jurisdiction is India. Significant judgements are involved in determining the provisions for income taxes including amount expected to be paid or recovered for uncertain tax positions.

**e) Fair value measurements:-**

When the fair value of the financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on the quoted prices in the active markets, their fair value is measured using the valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**2.3 Significant Accounting Policies:**

**a) Overall Considerations :-**

The financial statements have been prepared using significant accounting policies and measurement basis as summarised below:-

**b) Current versus non-current classification:-**

The company presents assets and liabilities in the balance sheet on current and non-current classification:-

- a) The asset/liability is expected to be realised/settled in normal operating cycle;
- b) The asset is intended for sale or consumption;
- c) The asset/liability is held primarily for purpose of trading;
- d) The asset/liability is expected to be realised/settled within twelve months after reporting period;
- e) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after reporting date;
- f) In the case of a liability, there is no unconditional right to defer settlement of the liability for at least twelve months after reporting date;

All other assets and liabilities are classified as non-current.

**c) Cash Flow Statement:-**

Cash Flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of the transactions of no-cash nature, any deferrals or accruals past or future operating cash receipts or payments and any items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing & financing activities of the Company is segregated.

**d) Property, Plant and Equipment and Intangible Assets:-**

**Property, Plant and Equipment**

**Recognition:-**

Property, Plant and Equipment are stated as cost less accumulated depreciation and impairment, if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

**Subsequent measurement (depreciation and useful lives):-**

The Company depreciates property, plant and equipment on a pro-rata basis over their estimated useful lives using

the straight line method. The estimated useful lives of the assets prescribed under the Schedule II of the Act, are as follows:

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that the future economic benefits associated with these will flow and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in net profit in Statement of Profit and Loss when incurred. The costs and related accumulated depreciation are eliminated from the financial statements upon sale or upon retirement of the asset and resultant gains or losses recognised in the Statement of Profit and Loss.

**De-recognition:-**

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Profit and Loss, when the asset is de-recognised.

**e) Taxation**

Tax expense recognised in the Statement of Profit or Loss comprises the sum of the current tax and deferred tax except the ones recognised in Other Comprehensive Income or directly in Equity.

**i) Current Income Tax**

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period. Current Income Tax relating to items recognised outside the profit or loss is recognised either in Comprehensive Income or in Equity.

Current Income Tax for the current and prior periods is recognised at the amounts expected to be paid to or received from the tax authorities, using the tax rates and the tax laws enacted or substantively enacted by the Balance Sheet date.

The Company off sets current tax assets and liabilities , where it has legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis , or to realise the asset and settle the liability simultaneously.

**ii) Deferred Tax**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on the tax rate (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised in respect of the temporary differences between the carrying amount of assets and liabilities for the financial reporting purposes and the corresponding amounts used for taxation purposes (i.e. tax base).

Deferred tax assets are recognised to the extent possible that the taxable profit will be available against which the deductible temporary differences can be utilized.

Entire deferred tax asset to be utilized. Any reduction is reversed to the extent possible that it becomes probable that sufficient taxable profit will be available.

Deferred tax relating to the items recognised outside the Statement of Profit and Loss is recognised either in other comprehensive income or in equity. Deferred tax assets and liabilities are offset when there is legally enforceable right to set off the non-current assets against non-current liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its non-current assets and liabilities on a net basis.



iii) **Minimum Alternate Tax**

Minimum Alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. MAT Credits are in form of unused tax credits that are carried forward by the Company for a specified period of time. Accordingly, MAT Credit Entitlement has been grouped with deferred tax assets (net). Correspondingly, MAT Credit Entitlement has been grouped with deferred tax in Statement of Profit and Loss.

f) **Provisions, contingent liabilities and contingent assets:-**

**Provisions**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event and 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. The expense relating to provision is presented in the statement of profit and loss. Provisions are reviewed at each balance sheet date.

**Contingent Liabilities**

A contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that is not recognised because it is probable that an outflow resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**Contingent Assets**

Contingent Assets are neither recognised nor disclosed. However, when realisation of the income is virtually certain, related asset is recognised.

**Commitments**

Commitments include the amount of the purchase order (net of advances) issued to the parties for completion of assets. Commitments are reviewed at each reporting period.

g) **Revenue Recognition**

The Company derives revenue primarily from Information Technology Services and Solutions. Revenue is recognised when company transfers control over a product or a service to a customer.

**Time and Material Contract**

It is recognised based on time /effort spent and billed to clients

**Maintenance Contract**

It is recognised on a pro-data basis over the period when such services is rendered

**Fixed Price Contracts**

Revenues from fixed price contract are recognised using the “percentage of completion” method. Percentage of completion is determined on project costs incurred to date as percentage of total estimated project costs required to complete the milestone wise project. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognised only to extent of contract cost incurred for the completion milestone of the contract.

**Sale of software products and licences**

Revenue from maintenance contracts is recognised on a pro-rata basis over the period which service is rendered.

**Interest Income**

Interest Income is recorded using Effective Interest Rate (EIR) for all the instruments measured at amortised cost. EIR

is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets or to the amortised cost of financial liability.

### **Dividend Income**

Dividend Income is recognised when right to receive is established.

#### **h) Employee Benefits Expense**

##### **1. Short Term Employee Benefits**

Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which related services are rendered.

##### **2. Defined Contribution Obligations:-**

Gratuity (Un-funded): - The cost is determined using the projected unit credit method with the actuarial valuation being carried at each balance sheet date by independent actuary. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of related obligation.

The net interest cost is calculated by applying the discount rate to the balance sheet of the defined benefit obligation. This cost is calculated in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains or losses arising from experience adjustment, demographic adjustments and changes in actuarial assumptions are recognised in the period, in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Profit or Loss as past service cost.

#### **i) Earnings Per Share:-**

Basic earnings per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net Profit or Loss for the year attributable to the equity shareholders and weighted average number of share outstanding if any are adjusted for the effects of all dilutive potential equity shares.

#### **j) Financial Instruments:-**

A financial instrument is any contract that gives rise to financial asset of one entity and a financial liability or equity instrument of another equity.

##### **Financial Assets**

##### **Initial Recognition and Measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade Receivables are initially measured at the transaction price. Regular way of purchase and sale of financial assets are accounted for at trade date.

##### **Subsequent Measurement**

For the purposes of subsequent measurement, financial assets are classified in three categories.

- Amortised Cost
- Fair Value through Other Comprehensive Income (FVTOCI)
- Fair Value through Profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

**Measured at Amortised Cost:** A financial asset is measured at amortised cost if it is held within a business model whose objective is achieved by both collecting contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

**Measured at FVTOCI:** A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well at each reporting date at fair value. Fair value measurement is recognised in Other Comprehensive Income.

**Measured at FVTPL:** A financial asset which is not classified in any of the above categories are measured at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

#### **De-recognition**

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

#### **Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for the measurement and recognition of impairment loss for financial assets.

ECL is the weighted average of the difference between all the contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider:

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### **Trade Receivables**

In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12 month ECL are the portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date, ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecast of future economic conditions.

#### **Financial Assets**

In respect of other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12- month expected credit losses, else at an amount equal to the lifetime expected credit losses.

While making the assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make the assessment, Company compares the risk of a default occurring on the financial asset

as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

### **Financial Liabilities**

#### **Initial Recognition and Measurement**

Financial liabilities are initially recognised at fair value plus any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

#### **Subsequent Measurement:**

For the purpose of subsequent measurement, financial liabilities are classified in following categories: -

- Fair Value through Profit or loss (FVTPL)
- Amortised Cost

**Measured at FVTPL:** A financial liability is classified as at FVTPL. It is classified as held for trading or it is derivative or it is designated as such on initial recognition. Financial liabilities as at FVTPL are measured at fair value and net gains and losses, including any interest expense is recognised in profit and loss.

**Measured at Amortised:** Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method.

#### **Derecognition**

The Company derecognizes a financial liability (or a part of financial liability) only when the obligation specified in the contract discharged or cancelled or expires.

#### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

#### **k) Impairment of non- financial assets:-**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to the individual cash-generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**l) Fair Value:-**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and or disclosure purposes in the financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 inputs are unobservable inputs for the asset or liability.

**m) Event after reporting date:-**

Where the events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**n) Investment in subsidiaries:-**

Investment in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. On disposal of the investments, the difference between net disposal proceeds and the carrying amount is recognized in the Statement of Profit and Loss.

**o) Segment Reporting:-**

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. As per requirement of Ind AS 108 "Segment Reporting" no disclosures are required to be made since the Company's activities consists of a single business segment.

**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023**
**3.1 Property, Plant and Equipment**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Buildings (Leasehold Premises)	Computers	Printer	Access Control System	Air Condition	Electrical Fitting	Mobile Phone	UPS	Head Sets	Other Equipment	Furniture and Fixtures	Total
<b>Gross Block</b>												
As at 01 April 2021	61.88	36.04	9.45	0.16	8.38	0.60	0.68	0.26	0.67	2.52	4.10	124.74
Add : Additions	-	-	-	-	0.28	-	1.54	-	-	-	-	1.82
Less : Disposals / Write off	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>61.88</b>	<b>37.43</b>	<b>9.45</b>	<b>0.16</b>	<b>8.66</b>	<b>0.60</b>	<b>2.22</b>	<b>0.26</b>	<b>0.67</b>	<b>2.52</b>	<b>4.10</b>	<b>126.56</b>
Add : Additions	-	5.11	0.11	-	-	-	0.34	-	-	0.67	1.54	7.77
Less : Disposals / Write off	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	<b>61.88</b>	<b>42.54</b>	<b>9.56</b>	<b>0.16</b>	<b>8.66</b>	<b>0.60</b>	<b>2.56</b>	<b>0.26</b>	<b>0.67</b>	<b>3.19</b>	<b>5.64</b>	<b>134.33</b>
<b>Accumulated Depreciation / Amortization /</b>												
As at 01 April 2021	61.88	31.99	8.98	0.15	5.52	0.28	0.61	0.25	0.64	2.46	3.92	116.68
Depreciation charge for the year	-	2.14	-	-	1.32	0.08	0.23	-	-	-	-	3.77
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2022</b>	<b>61.88</b>	<b>34.13</b>	<b>8.98</b>	<b>0.15</b>	<b>6.84</b>	<b>0.36</b>	<b>0.84</b>	<b>0.25</b>	<b>0.64</b>	<b>2.46</b>	<b>3.92</b>	<b>120.45</b>
Depreciation charge for the year	-	2.77	0.08	-	0.75	0.06	0.68	-	-	0.29	0.40	5.03
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	<b>61.88</b>	<b>36.90</b>	<b>9.06</b>	<b>0.15</b>	<b>7.59</b>	<b>0.42</b>	<b>1.52</b>	<b>0.25</b>	<b>0.64</b>	<b>2.75</b>	<b>4.32</b>	<b>125.48</b>
<b>Net book value</b>												
At 31 March 2023	-	5.64	0.50	0.01	1.07	0.18	1.04	0.01	0.03	0.44	1.32	10.24
At 31 March 2022	-	3.30	0.47	0.01	1.82	0.24	1.38	0.01	0.03	0.06	0.18	7.50

**3.2 Goodwill**

Particulars	Goodwill
<b>Gross Carrying Value</b>	
Balance as at 01 April 2021	2,439.35
Add : Additions	-
Less: Disposals	-
<b>At 31 March 2022</b>	<b>2,439.35</b>
Add : Additions	-
Less: Disposals	-
<b>At 31 March 2023</b>	<b>2,439.35</b>
<b>Accumulated Amortization</b>	
Balance as at 01 April 2021	-
Add : Depreciation for year	-
Less: Disposals	-
<b>At 31 March 2022</b>	<b>-</b>
Add : Depreciation for year	-
Less: Disposals	-
<b>At 31 March 2023</b>	<b>-</b>
<b>Net book value</b>	
At 31 March 2023	2,439.35
At 31 March 2022	2,439.35

**3.3 Other Intangible Assets**

Particulars	Computer Software
<b>Gross Carrying Value</b>	
Balance as at 01 April 2021	14.79
Add : Additions	-
Less: Disposals	-
<b>At 31 March 2022</b>	<b>14.79</b>
Add : Additions	-
Less : Disposals / Write off	-
<b>At 31 March 2023</b>	<b>14.79</b>
<b>Accumulated Amortization</b>	
Balance as at 01 April 2021	14.05
Add : Depreciation for year	-
Less: Disposals	-
<b>At 31 March 2022</b>	<b>14.05</b>
Add : Depreciation for year	-
Less: Disposals	-
<b>At 31 March 2023</b>	<b>14.05</b>
<b>Net book value</b>	
At 31 March 2023	0.74
At 31 March 2022	0.74

(All amount in Rupees Lacs, unless otherwise stated)

**(i) Disclosures related to Title deeds of Immovable Properties not held in name of the Company**

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Title deeds held in the name of	Whether title deed holder is promoter, director or relative of promoter/director or employee of promoter/director	Title deeds held in the name of
Property, plant and equipment	Freehold Land	—	NA	NA	NA	NA
	Leasehold Building	—				
Investment property	Land Building	—	NA	NA	NA	NA
Non-current asset held for sale	Land Building	—	NA	NA	NA	NA

**4.1 Investments (non-current)**

Particulars	Amortised Cost	Fair Value		Others	Total
		Through Profit and Loss	Through Other Comprehensive Income		
<b>As at 31 March 2023</b>					
Equity Instruments-Quoted	-	-	40.47	-	40.47
Equity Instruments-Unquoted	332.64	-	-	-	332.64
Debentures-Unquoted	0.04	-	-	-	0.04
Mutual Fund	-	17.63	-	-	17.63
Investment in Partnership	567.34	-	-	-	567.34
<b>TOTAL</b>	<b>900.02</b>	<b>17.63</b>	<b>40.47</b>	<b>-</b>	<b>958.12</b>

Particulars	Amortised Cost	Fair Value		Others	Total
		Through Profit and Loss	Through Other Comprehensive Income		
<b>As at 31 March 2022</b>					
Equity Instruments-Quoted	-	-	1.46	-	1.46
Equity Instruments-Unquoted	332.64	-	-	-	332.64
Debentures-Unquoted	0.04	-	-	-	0.04
Mutual Fund	-	105.35	-	-	105.35
Investment in Partnership	541.06	-	-	-	541.06
<b>TOTAL</b>	<b>873.74</b>	<b>105.35</b>	<b>1.46</b>	<b>-</b>	<b>980.55</b>

4.1(a) Investments	Face Value	No. of Shares		Amount	
		As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Investments in Equity Instruments (Quoted - fully paid up) Carried at Fair Value Through OCI					
Alan Scot Industries Ltd.	10.00	200.00	-	0.11	-
Ansal Housing Ltd	4.15	10,000.00	-	0.33	-
Atv Projects India Ltd	8.84	8,000.00	-	0.56	-
Grm Overseas Ltd	2.00	2,750.00	-	5.05	-



(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Face Value	No. of Shares		Amount	
		As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
Hatsun Agro Products Ltd	1.00	25.00	-	0.21	-
Hindustan Adhesives Ltd	10.00	1,045.00	-	2.04	-
Indowind Energy Ltd	10.00	100.00	-	0.01	-
Jyoti Structures Ltd	2.00	5,000.00	-	0.26	-
Kapil Raj Finance Ltd	10.00	10,929.00	-	1.99	-
Kalyani Steel Ltd	5.00	750.00	-	2.22	-
Libas Consumer Products Limited	10.00	9,980.00	-	1.61	-
Liberty Shoes Ltd	10.00	150.00	-	0.29	-
Medicamen Biotech Ltd	10.00	533.00	-	3.49	-
Mstc Ltd	10.00	500.00	-	1.26	-
Omaxe Ltd	10.00	149.00	-	0.07	-
Pnb Housing Finance Ltd	10.00	20.00	-	0.10	-
Ptc Industries Ltd	10.00	41.00	-	0.96	-
Rattan India Power Limited	10.00	20,000.00	-	0.59	-
Shipping Corporation of India Ltd	10.00	1,000.00	-	0.94	-
Shivalik Rasayan Ltd	5.00	310.00	-	2.08	-
Sicagen India Ltd	10.00	5,000.00	-	1.52	-
Southern Petrochemicals Ltd	10.00	7,000.00	-	3.96	-
Suven Life Sciences Ltd	1.00	100.00	-	0.05	-
Suyog Telematics Ltd	10.00	107.00	-	0.37	-
SWELECTES	10.00	1,000.00	-	2.85	-
Swelect Energy Systems Limited		-	-	-	-
TCS		-	-	-	-
Triton Valves Ltd	10.00	67.00	-	0.97	-
Vadilal Enterprises Ltd	10.00	55.00	-	1.98	-
Venus Remedies Ltd	10.00	500.00	-	0.81	-
Vipul Ltd	1.00	11,151.00	-	1.23	-
RHFL (9.15%)		110.00	-	0.86	-
Hindustan Construction Ltd.	1.00	100.00	100.00	0.01	0.02
Hindustan Motor Ltd.	5.00	100.00	100.00	0.01	0.01
PCS Data Products Ltd.	10.00	50.00	50.00	-	-
Century Extrusions Ltd.	1.00	200.00	200.00	0.02	0.02
ICICI Ltd	2.00	181.00	181.00	1.59	1.32
NTC Industries Ltd. (R.D.B. Industries Ltd.)	10.00	100.00	100.00	0.07	0.09
<b>Aggregate amount of Quoted investments</b>		<b>97,303.00</b>	<b>731.00</b>	<b>40.47</b>	<b>1.46</b>

Particulars	Face Value	No. of Units		Amount	
		As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
<b>Investments in Debentures (Quoted-fully paid-up) Carried at Fair Value Through Cost</b>					
- Finolex Pipe Ltd.	2.00	25.00	25.00	0.04	0.04
<b>Aggregate amount of Investment in Debenture (Quoted)</b>	<b>2.00</b>	<b>25.00</b>	<b>25.00</b>	<b>0.04</b>	<b>0.04</b>



(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Face Value	No. of Shares		Amount	
		As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
<b>Investments in Equity Instruments (unquoted - fully paid up)</b>					
<b>Measured at Cost</b>					
- Enkay Texofood Ltd.		106.00	106.00	0.02	0.02
- Neena Consultants Ltd		100.00	100.00	0.01	0.01
- Philips India Ltd.		100.00	100.00	0.08	0.08
<b>Investments in Equity Instruments in Subsidiaries (Unquoted Fully Paid Up)</b>					
<b>Measured at Cost</b>					
- LenseL Web Services (P) Ltd.	100.00	10,000.00	10,000.00	36.15	36.15
- Rituraj Share Broking Pvt. Ltd.	100.00	36,200.00	36,200.00	296.38	296.38
<b>Aggregate amount of unquoted investments</b>		<b>46,506.00</b>	<b>46,506.00</b>	<b>332.64</b>	<b>332.64</b>

Particulars	No. of Units		Amount	
	As at 31 March 2023	As at 31 March 2022	As at 31 March 2023	As at 31 March 2022
<b>Investments in Quoted Mutual Fund Carried at Fair Value Through FVPTL</b>				
- HDFC Ultra Short term Fund	11,689.57	41,476.38	1.51	5.09
- Kotak Low Duration Fund Standard Plan Growth	52.89	486.14	1.51	13.26
- Edelweiss Balanced Advantage Fund	34,788.81	173,829.11	12.59	61.81
- ICICI Prudential ultra short term fund	4,264.13	22,494.19	1.01	5.04
- Aditya Birla sun life balanced Advantage fund	-	27,857.64	-	20.15
- Axis ultra Short term fund Regular (G)	7,942.86	-	1.01	-
<b>Aggregate amount of Investment in Mutual Fund</b>	<b>58,738.25</b>	<b>266,143.46</b>	<b>17.63</b>	<b>105.35</b>

Particulars	As at	As at
	31 March 2023	31 March 2022
<b>Investments in Partnership Firm</b>		
- M.M.International	567.34	541.06
- (Other Partner: Mahesh Gupta) (Share of Profit - 50%), (Total Capital: Rs. 102.34 lacs)		
<b>Aggregate amount of Partnership Firm</b>	<b>567.34</b>	<b>541.06</b>
<b>TOTAL</b>	<b>958.12</b>	<b>980.56</b>

#### 4.1.1 Details of Subsidiaries in accordance with IND AS 112 "Disclosure of Interest in other entities"

Name of the Company	Country of Incorporation	Portion of Ownership Interest/voting rights held by the Company	
		As at 31 March, 2023	As at 31 March, 2022
<b>Subsidiaries</b>			
LenseL Web Services (P) Ltd.	India	99.00%	99.00%
Rituraj Share Broking Pvt. Ltd.	India	99.72%	99.72%



#### 4.2. Trade Receivable (non - current)

(All amount in Rupees Lacs, unless otherwise stated))

Particulars	As at 31 March, 2023	As at 31 March, 2022
Unsecured, Considered good	81.46	81.46
<b>TOTAL</b>	<b>81.46</b>	<b>81.46</b>

#### Trade Receivables as on 31 March, 2023

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	81.46	81.46
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>						<b>81.46</b>	<b>81.46</b>

#### Trade Receivables as on 31 March, 2022

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	81.46	81.46
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>						<b>81.46</b>	<b>81.46</b>

#### 4.3. Loans (non - current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
<b>Unsecured, Considered good</b>		
i) Other Loans (Interest Accrued There On)	1,147.79	905.51
ii) Inter Corporate Deposit	556.06	606.78
<b>TOTAL</b>	<b>1,703.85</b>	<b>1,512.29</b>

\* The Company has given inter corporate deposit to its 100% subsidiary Lenseal Web Services Pvt Ltd. Which is repayable on demand

#### 4.4. Other Financial Assets (non - current)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Security Deposit	3.45	3.24
<b>TOTAL</b>	<b>3.45</b>	<b>3.24</b>

**5. Deferred Tax Assets (net)**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March, 2023	As at 31 March, 2022
Deferred Tax Assets (net)	4.41	-
<b>TOTAL</b>	<b>4.41</b>	

**(a) Deferred tax asset/liability (net)**

Particulars	As at 31 March, 2023	As at 31 March, 2022
<b>a) Major Components of Deferred Tax Liability/Assets</b>		
<b>Deferred Tax Liability</b>		
Property Plant & Equipment	2.66	-
Fair Value Changes	1.01	-
Post Employment Benefits	-	-
<b>Gross Deferred Tax Liabilities</b>	<b>3.67</b>	<b>-</b>
<b>(b) Deferred tax Assets(net)</b>		
Property Plant & Equipment	3.89	-
Post Employment Benefits	4.19	-
<b>Gross Deferred Tax Assets</b>	<b>8.08</b>	<b>-</b>
<b>Net Deferred Tax Liability/(Assets)</b>	<b>(4.41)</b>	<b>-</b>

**b) The gross movement in deferred tax account for the year ended 31 March 2023 and 31 March 2022**

Particulars	As at 31 March, 2023	As at 31 March, 2022
Net Deferred Tax Asset/(Liability) at the beginning of the year	-	
Gross Deferred Tax Liabilities	3.67	
Gross Deferred Tax Assets	(8.08)	
<b>Net Deferred Tax Asset/(Liability) at the end of the year</b>	<b>(4.41)</b>	<b>-</b>

**c) Reconciliation of effective tax rate**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<b>Profit Before Tax</b>	25.97	24.10
Tax Rate	26.00%	26.00%
<b>Expected Income Tax Expenses</b>	6.75	6.27
Income tax Expenses of prior years	(0.09)	-
Expenses disallowed	0.91	0.13
<b>Income tax Expenses recognised in statement of profit and loss</b>	<b>7.56</b>	<b>6.39</b>

**6. Other non-current assets**

Particulars	As at 31 March, 2023	As at 31 March, 2022
<b>Unsecured, considered good</b>		
i) Deposits with government and other	-	0.12
ii) Capital Advances	190.83	240.82
<b>TOTAL</b>	<b>190.83</b>	<b>240.94</b>



(All amount in Rupees Lacs, unless otherwise stated)

**7.1. Trade Receivable (Current)**

Particulars	As at 31 March 2023	As at 31 March 2022
Unsecured, considered good	26.49	28.35
<b>TOTAL</b>	<b>26.49</b>	<b>28.35</b>

**Trade Receivables as on 31 March, 2023**

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	23.70	-	2.79	-	-	26.49
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>	-	23.70	-	2.79	-	-	26.49

**Trade Receivables as on 31 March, 2022**

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 year	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	27.61	-	0.61	0.05	0.08	28.35
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>	-	27.61	-	0.61	0.05	0.08	28.35

**7.2. Cash and cash equivalents**

Particulars	As at 31 March 2023	As at 31 March 2022
i) Balances with banks in current accounts	88.70	27.68
ii) Balance with Bank in deposit account	-	-
iii) Cash on Hand	8.79	9.93
<b>TOTAL</b>	<b>97.49</b>	<b>37.61</b>

**7.3. Bank Balances other than (ii) above**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
Deposits with more than 12 months Maturity (Includes Rs. 0.66 lacs ( 31st March 2022- Rs.0.62 lacs) held as margin money deposit for bank guarantee)	1.07	1.00
<b>TOTAL</b>	<b>1.07</b>	<b>1.00</b>

**7.4. Loans (Current)**

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Unsecured, Considered good</b> Inter Corporate Deposit	10.65	21.39
<b>TOTAL</b>	<b>10.65</b>	<b>21.39</b>

\* The Company has given inter corporate deposit to its 100% subsidiary Rituraj Shares Broking Pvt Ltd. which is repayable on demand

**7.5. Other Financial Assets(Current)**

Particulars	As at 31 March 2023	As at 31 March 2022
Security Deposit	0.18	0.20
<b>TOTAL</b>	<b>0.18</b>	<b>0.20</b>

**8. Current tax Assets ( net)**

Particulars	As at 31 March 2023	As at 31 March 2022
Current Tax Assets ( net)	3.28	20.06
<b>TOTAL</b>	<b>3.28</b>	<b>20.06</b>

**9. Other current assets**

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Unsecured, considered good</b>		
i) Deposits with government and others	-	0.16
ii) Minimum Alternate Tax Credit entitlement	4.88	4.79
iii) Employee Advances	1.25	-
iv) Other Advances ( Trade Adv)	0.68	101.79
v) IGST	29.73	30.46
<b>TOTAL</b>	<b>36.54</b>	<b>137.20</b>

**10. Equity share capital**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>AUTHORIZED:</b>		
60,000,000 (Previous years : 60,000,000 )Equity Shares of Rs.10 each	6,000.00	6,000.00
<b>TOTAL</b>	<b>6,000.00</b>	<b>6,000.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID-UP CAPITAL</b>		
55,774,000 (Previous years : 55,774,000) Equity Shares of Rs.10 each	5,577.40	5,577.40
<b>TOTAL</b>	<b>5,577.40</b>	<b>5,577.40</b>

**(A) Movement in equity share capital:**

Particulars	Number of shares	Amount
_ Balance at March 31, 2022	55,774,000	5,577.40
Movement during the year	-	-
<b>Balance at March 31, 2023</b>	<b>55,774,000</b>	<b>5,577.40</b>

**(B) The details of shareholders holding more than 5% as at 31 March 2023 and 31 March 2022**

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	% holding	No. of Shares	% holding
SUNITA GUPTA	8,573,533	15.37	8,573,533	15.37
RAJ KUMARI AGARWAL	5,229,418	9.38	5,229,418	9.38
NEENA GUPTA	4,801,772	8.61	4,801,772	8.61
HARESH COLLECTIONS PVT LTD	10,269,410	18.41	10,269,410	18.41
RITURAJ SHARES & SECURITIES LIMITED	7,110,225	12.75	7,242,959	12.99

**(C) Shares held by promoters**

Name of the shareholder	Shareholding as at 31 March 2023		Shareholding as at 31 March 2022		% Change during the Year
	No. of Shares	% holding	No. of Shares	% holding	
<b>Promoter Name</b>					
S M GUPTA	1,193,817	2.14	1,193,817	2.14	-
<b>Promoters Group</b>					
SUNITA GUPTA	8,573,533	15.37	8,573,533	15.37	-
RAJ KUMARI AGARWAL	5,229,418	9.38	5,229,418	9.38	-
NEENA GUPTA	4,801,772	8.61	4,801,772	8.61	-
MAHESH GUPTA	1,399,973	2.51	1,399,973	2.51	-
SAGARMAL GUPTA	6,200	0.01	6,200	0.01	-
LEENA HARSHAL AGRAWAL	173,326	0.31	173,326	0.31	-
ARPITA GUPTA	55,200	0.10	55,200	0.10	-
HARESH COLLECTIONS PVT LTD	10,269,410	18.41	10,269,410	18.41	-
RITURAJ SHARES & SECURITIES LIMITED	7,110,225	12.75	7,242,959	2.99	0.24

**(D) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs 10/- per share. Each holder of equity shares is entitled to one vote per share. Dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in ensuring AGM. In the event of the liquidation of the company, the holders of the equity shares will be entitled to any of the remaining assets of the company after distribution of all preferential allotments in proportion to the no. of equity shares held by them.

**11. Other equity**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
<b>Reserves and surplus</b>		
i) Capital Reserve	0.10	0.10
ii) Retained Earnings	(157.37)	(177.97)
iii) Equity instruments through other comprehensive income	6.25	4.37
<b>TOTAL</b>	<b>(151.02)</b>	<b>(173.50)</b>

**(i) Capital Reserve**

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	0.10	0.10
Movement during the year	-	-
<b>Closing balance</b>	<b>0.10</b>	<b>0.10</b>

**(ii) Retained earnings**

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	(177.97)	(195.68)
Profit for the year	18.41	17.71
Remeasurements of post-employment benefit obligations, net of tax	2.19	-
<b>Closing balance</b>	<b>(157.37)</b>	<b>(177.97)</b>

**(iii) Equity instruments through other comprehensive income**

Particulars	As at 31 March 2023	As at 31 March 2022
Opening balance	4.37	2.82
Movement during the year	1.88	1.55
<b>Closing balance</b>	<b>6.25</b>	<b>4.37</b>

**12. Other Financial Liabilities (non - current)**

Particulars	As at 31 March 2023	As at 31 March 2022
Others ( Trade Payables)	0.01	5.57
<b>TOTAL</b>	<b>0.01</b>	<b>5.57</b>



**13. Other Non current Liabilities**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
Other Non current liabilities	6.09	-
<b>TOTAL</b>	<b>6.09</b>	<b>-</b>

**14. Financial liabilities (Trade Payables)**

Particulars	As at 31 March 2023	As at 31 March 2022
Dues to micro enterprises and small enterprises	30.78	6.26
Dues to creditors other than micro enterprises and small enterprises	33.45	20.51
<b>TOTAL</b>	<b>64.23</b>	<b>26.77</b>

**Trade Payables as on 31st March, 2023**

Particulars	Outstanding for following periods from the due date of payments					
	Not due	Less than 1 year	1-2 years	2-3 year	More than 3 years	Total
(i) MSME	-	30.78	-	-	-	<b>30.78</b>
(ii) Others	-	33.45	-	-	-	<b>33.45</b>
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	-	<b>64.23</b>	-	-	-	<b>64.23</b>

**Trade Payables as on 31st March, 2022**

Particulars	Outstanding for following periods from the due date of payments					
	Not due	Less than 1 year	1-2 years	2-3 year	More than 3 years	Total
(i) MSME	-	6.26	-	-	-	<b>6.26</b>
(ii) Others	-	20.42	0.08	0.01	-	<b>20.51</b>
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
Total	-	<b>26.68</b>	<b>0.08</b>	<b>0.01</b>	-	<b>26.77</b>

Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information received by the company from the suppliers regarding the status under the Act.



(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March 2023	As at 31 March 2022
a) Principal & Interest amount remaining unpaid but not due as at year end	30.78	6.26
b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remaining unpaid as at year end	-	-
e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

### 15. Other current liabilities

Particulars	As at 31 March 2023	As at 31 March 2022
i) Advances from customers	1.32	2.73
ii) Statutory liabilities	33.55	34.45
iii) Employee benefits payable	22.90	19.97
iv) Other outstanding Liability	13.67	18.50
<b>TOTAL</b>	<b>71.44</b>	<b>75.65</b>



**Summary of significant accounting policies and other explanatory information  
or the year ended 31 March 2023**

**16. Revenue from operations**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Sale of Software Services (ITES)		
- Exports	305.38	219.28
- Domestic	318.17	324.08
<b>TOTAL</b>	<b>623.55</b>	<b>543.36</b>

**17. Other income**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
i) Interest Income:		
- from others	92.81	64.24
- from Bank Deposits	0.11	0.12
ii) Other Non Operating Income		
- Other Income (includes share of profit of M.M. International:0.05 lacs )	8.98	1.45
<b>TOTAL</b>	<b>101.90</b>	<b>65.81</b>

**18. Employee benefits expense**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries, wages and bonus	272.44	257.59
Contribution to provident and other funds	11.38	0.28
Staff welfare expenses	3.71	9.66
<b>TOTAL</b>	<b>287.53</b>	<b>267.53</b>

**19. Depreciation and amortization expense**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation of property, plant and equipment	5.02	3.77
<b>TOTAL</b>	<b>5.02</b>	<b>3.77</b>

**20. Other expenses**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Power & Fuel	6.77	4.35
Maintenance Exp.	2.59	2.59
<b>Repairs &amp; Maintenance</b>		
- Others	4.62	2.68
Rent ,Rates & taxes	0.26	0.16
Advertisement & Publicity	0.86	0.89
Business Promotion Exp.	52.06	22.32
Professional and Consultancy Fees	0.42	0.16
Consultancy Charges	21.09	4.19
Cost to Investment Exp	0.50	-
<b>Communication Exp</b>		
- Telephone Exp.	4.77	1.94
- Bandwidth Charges	-	2.13
Bank Charges & Commission	0.10	0.13
Customer Support	29.80	25.50
Software Development Exp	104.42	89.06
Travelling Exp	11.57	3.84
Paypal Charges	1.45	1.26
Referral Fee Paid	24.13	17.09
Renovation Expenses	-	8.80
Income Tax	0.16	0.16
Other Expenses	8.98	14.65
Printing and Stationery	5.40	
<b>Statutory Expenses</b>		
- Printing & Stationery AGM	0.06	-
- Share Transfer Fees	0.75	0.58
- Other Statutory Expenses	5.27	5.16
<b>Payment to Auditor</b>		
<b>(a) To statutory auditors</b>		
-Statutory audit fee	0.15	0.15
-Internal Audit Fee	0.30	0.30
-Tax audit fee	0.05	0.05
<b>(b) To others</b>		
-Certification and taxation matters	-	-
<b>TOTAL</b>	<b>286.52</b>	<b>208.12</b>



**Summary of significant accounting policies and other explanatory informations for the year ended 31 March 2023**

**21. Commitments and Contingents Liabilities**

(All amount in Rupees Lacs, unless otherwise stated)

The Commitments and Contingent Liabilities during the year is NIL (PY is NIL)

**22. Related Party Disclosure**

**Information on Related Party transactions as required by Ind AS-24 for the year ended 31 March 2023**

**(a) (i) List Of Related Parties**

Name of the Related Party	Relationship
Ajay Kumar Agarwal	Executive Director
Sagar Mal Gupta	Non-Executive Director
Arpita Gupta	Non-Executive Director
Vikash Kamani	Independent Director
Sushil Kumar Gupta	Independent Director
Leela Murjani	Independent Director
Mahesh Gupta	Chief Executive Officer
Vikash Singh	Chief Financial Officer
Pritika Gupta	Company Secretary

**ii) Relative of Key Management Personnel**

Name of the Related Party	Relationship
Leena Consultancy	Enterprise over which key Managerial Personnel is able to exercise significant influence
Rituraj Shares and Securities Ltd	Enterprise over which key Managerial Personnel is able to exercise significant influence
Rituraj Shares and Securities	Enterprise over which key Managerial Personnel is able to exercise significant influence

**iii) Subsidiary Company**

Name	Relationship
Lensel Web Services Pvt Ltd	Wholly Owned Subsidiary
Rituraj Shares Broking Pvt Ltd	Wholly Owned Subsidiary

**(b) Related Party Transaction**

Name of Related Party	Nature of Transaction	Year Ended 31 March 2023	Year Ended 31 March 2022
Vikash Singh	Remuneration	2.64	2.64
Pritika Gupta	Remuneration	1.68	1.68
Leela Mujrani	Director Sitting Fees	0.08	0.08
Mahesh Gupta	Reimbursement	4.80	4.80
Rituraj Shares and Securities Ltd	Loans and Advances	-76.34	76.34
Sushil Kumar Gupta	Director Sitting Fees	0.08	0.08

Note: During the year ended no amounts written off and written back from/to related parties

**(c) Balance with related parties**

(All amount in Rupees Lacs, unless otherwise stated)

Name of Related Party	Nature of Balance	As at 31 March 2023	As at 31 March 2022
Lensel Web Services Pvt Ltd	Loans and Advances	556.06	606.78
Rituraj Shares Broking Pvt Ltd	Loans and Advances	10.65	21.39
Leena Consultancy	Receivables	46.83	46.83
Rituraj Shares and Securities	Receivables	34.63	34.63
Rituraj Shares and Securities Ltd	Receivables	-	76.34
Pritika Gupta	Payables	0.22	0.14

**23. Earning Per share**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Net profitable attributable to equity shareholders	22.48	19.26
Weighted average number of equity shares outstanding during the year	55,774,000	55,774,000
Earnings per share basic and diluted (in INR)	<b>0.04</b>	<b>0.03</b>
Face Value of Equity Share	10.00	10.00

**24. Financial Risk Management**

The Company's operational activities expose to various financial risks i.e. market risk, credit risk and risk of liquidity. The Company realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. This note explains the sources of the risk which the entity is exposed and how the entity manages the risk and the related impact on the financial statements.

**(a) Market Risk**

Market Risk is the risk of potential adverse change in the Company's income and the value of the net worth arising from the movement in foreign exchange rates, interest rates or other market prices. The Company recognises that the effective management of market risk is essential to the maintenance of stable earnings and preservation of shareholder value. The objective of market risk management to manage and control market risk within acceptable parameters, while optimising the overall returns.

**(b) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of borrowings and equity.

**(c) Price Risks**

Price risk is the risks that the fair value of a financial instrument will fluctuate due to changes in the market traded price. It arises from the financial assets such as investment in equity instruments such as bond, mutual funds etc. The Company is exposed to price risk mainly from investments carried at FVOCI which are valued using quoted prices in active markets. A sensitivity analysis demonstrating the impact on change in the market prices of these instruments from the prices existing as at reporting date is given below:-



(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Investments carried at FVOCI valued using quoted prices in active market	0.73	1.55
	<b>0.73</b>	<b>1.55</b>

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
INR -increase by 10%	0.07	0.16
INR -decrease by 10%	(0.07)	(0.16)

**(d) Credit risk**

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to the credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at cost. The Company continuously monitors defaults of customers and their counterparties and incorporates this information into credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortised cost excluding deposits of rent. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place to ensure the amounts are within the defined limits.

Assets are written off when there is no reasonable expectation of recovery, such as debtor declaring bankruptcy or litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in Statement of Profit and Loss.

**(i) Trade Receivables:-**

The Company establishes an allowance for impairment that represents its estimates of incurred losses in respect of trade receivables. The allowance account in respect of trade and other receivables is used to record impairment losses unless the Company is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

As the Company does not hold any collateral, the maximum expense to credit risk for each class of financial instrument is the carrying amount of that class of financial instrument presented on the statement of financial position. Impairment of trade receivables is based on expected credit loss model (simplistic approach) depending upon the historical data, present financial conditions of customers and anticipated regulatory changes. Company does not hold any collateral in respect of such receivables

**(ii) Financial Instruments and Cash Deposits:-**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at cost excluding deposits on rent. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure amounts are within specified limits.

**(iii) Credit risk exposure**

This risk is common to all investors who invest in bonds and debt instruments and it refers to a situation where a particular bond/debenture issuer is unable to make the expected principal payment interest rate payment, or both. Similarly, a lender bears the risk that the borrower may default in the payment of contractual interest or principal on its debt obligation, or both. The entity continuously monitors defaults of the customers and other counterparties and incorporates this information into its credit risk control.

(All amount in Rupees Lacs, unless otherwise stated)

**(e) Liquidity risk**

Liquidity risk is the risk that the company will face in meeting its obligation associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious liquidity strategy , with positive cash balance through out the years ended 31 March 2023 and 31 March 2022. Cash flow from operating activities provides funds to service the financial liabilities on a day-to day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an going basis to meet operational requirements . Any short term surplus cash generated over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable instruments with appropriate maturities to optimise the returns on the investments while ensuring the sufficient liquidity to meet it liabilities.

Maturity profile of financial liabilities

The table below analyse the Company's financial liabilities into relevant maturity based on their contractual maturities

As at 31 March 2023	0-1 year	1-5 year	>5 years	Total
Other Financial Liabilities (non-current)	0.01	-	-	0.01
Trade Payables	64.23	-	-	64.23
	<b>64.24</b>	-	-	<b>64.24</b>

As at 31 March 2022	0-1 year	1-5 year	>5 years	Total
Other Financial Liabilities (non-current)	5.57	-	-	5.57
Trade Payables	26.68	0.09	-	26.77
	<b>32.25</b>	<b>0.09</b>	-	<b>32.34</b>

**(f) Capital Management**

For the purpose of the Company's capital management , capital includes issued equity share capital, share premium and all other equity reserves attributable to equity share holders of the company. The primary objective of the capital management is to maximise shareholder value's.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders , return on capital to shareholders or issue of new shares.

**25. Segment Reporting**

As per the requirements of IND AS-108, " Segment Reporting" , no disclosures are required to be made since the Company activities consists of a single business segment i.e. Information & Technology.

**26. Corporate Social Responsibility is not applicable to the Company.**

(All amount in Rupees Lacs, unless otherwise stated)

**27 Fair Value Measurement**

## a) Valuation principles

The fair value of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transactions between market participants at the measurement date.

## b) The carrying value and fair value of financial instruments are as follows:-

Particulars	Note	As at 31 March 2023	As at 31 March 2022
<b>Financial assets</b>			
<b>a) Measured at amortised cost</b>			
(i) Cash and Cash equivalents	7.2	97.49	37.61
(ii) Bank Balances other than cash and cash equivalents	7.3	1.07	1.00
(iii) Trade receivables	4.2 & 7.1	107.95	109.81
(iv) Loans	4.3 & 7.4	1,714.50	1,533.68
(v) Investment in unquoted equity shares	4.1	0.11	0.11
(vi) Investment in debentures	4.1	0.04	0.04
(vii) Investment in subsidiary	4.1	332.53	332.53
(viii) Investment in partnership	4.1	567.34	541.06
(ix) Other Financial Assets	4.4 & 7.5	3.63	3.44
		<b>2,824.66</b>	<b>2,559.28</b>
<b>b) Measured at fair value through OCI</b>			
(i) Investment in quoted equity shares	4.1	40.47	1.46
(ii) Investment in unquoted equity shares			
		<b>40.47</b>	<b>1.46</b>
<b>c) Measured at fair value through PL</b>			
(i) Investment in mutual fund	4.1	17.63	105.35
		<b>17.63</b>	<b>105.35</b>
<b>Total Financial Assets</b>		<b>2,882.76</b>	<b>2,666.09</b>
<b>Financial Liabilities</b>			
Other Financial Liabilities (non-current)	12	0.01	5.57
Trade Payables	14	64.23	26.77
<b>Total Financial Liabilities</b>		<b>64.24</b>	<b>32.34</b>

## c) Fair value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used, in determining the fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath:

Level 1:- Quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2:- Inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly or indirectly

Level 3:- Inputs for assets or liabilities that are not associated on observable market date (unobservable input).



**(i) Recognised and measure at fair value**

The following table provides the fair value measurement hierarchy of the Company's financial assets / liabilities

As at 31 March 2023 (All amount in Rupees Lacs, unless otherwise stated)

Particulars	Level 1	Level 2
Investment in equity shares	40.47	
Investment in mutual funds	17.63	

As at 31 March 2022

Particulars	Level 1	Level 2
Investment in equity shares	1.46	
Investment in mutual funds	105.36	

**(ii) The following methods and assumptions were used to estimate the fair value:-**

- (a) Long term fixed rates receivables/ borrowings are evaluated by the Company based on the parameters such as interest rates and credit worthiness of the customers and the risk characteristic of the financed project. Based on the evaluations , allowances are taken into account for the expected losses of these receivables.
- (b) The fair value of the loans from banks and financial liabilities as well as other non-current financial liabilities is estimated by discounting future cash flows using the rates currently available for debt on similar terms , credit risk and remaining maturities. Their valuation requires managment to use observable inputs in the model , management regularly assesses a range of reasonably possible for those significant unobservable inputs and determines the impact on the total fair value.



(All amount in Rupees Lacs, unless otherwise stated)

**28. Post Retirement Benefit Obligation**

**As per Actuarial Valuation as on 31 March 2023 and 31 March 2022 recognised in the financial statement in respect of Employee Benefit Expense**

**(a) Amount recognised in Balance Sheet**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>Gratuity:-</b>		
1) Present Value of Obligation	8.33	9.17
2) Fair Value of Plan Assets	-	-
3) (Surplus)/ Deficit	8.33	9.17
4) Effect of Assets Celling, if any	-	-
5) Net Assets / (Liability)	8.33	9.17

**(b) Expense recognised in Statement of Profit & Loss & Other Comprehensive Income (OCI)**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>i) Expenses recognized in the Statement of Profit &amp; Loss</b>		
1) Current Service Cost	1.59	1.74
2) Interest Cost	0.53	1.06
3) Past Service Cost		-
<b>Net Impact on Profit &amp; loss (before tax)</b>	<b>2.12</b>	<b>2.80</b>
<b>ii) Expenses recognized in the Other Comprehensive Income</b>		
1) Actuarial (gains)/ losses arising from change in financial assumption	-0.28	-0.36
2) Actuarial (gains)/ losses arising from change in experience adjustment		
3) Actuarial (gains)/ losses arising from change for Plan Liabilities	-2.68	-12.63
4) Actuarial (gains)/ losses arising from change in demographic assumptions	-	
<b>Net Expense recognised in Other comprehensive Income (before tax)</b>	<b>-2.96</b>	<b>-12.99</b>

**(c) Movement in the present value of defined benefit obligations:**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>Gratuity:-</b>		
1) Defined Benefit Obligation, Beginning of Period	9.17	19.36
2) Current Service Cost	1.59	1.74
3) Interest Cost	0.53	1.06
4) Actuarial (Gains)/Losses	-2.96	-12.99
5) Actual Benefits Paid	-	
6) Defined Benefit Obligation, End of Period	<b>8.33</b>	<b>9.17</b>

**(d) Actuarial Assumption**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>Financial Assumption</b>		
Discount Rate	7.50%	5.75%
Salary Escalation Rate	5.00%	5.00%
<b>Demographic Assumption</b>		
Mortality Rate	IAM 2012-14	IAM 2012-14
Withdrawal rates, based on age (per annum)		
Up to 30 Years	3.00%	3.00%
31 to 44 Years	2.00%	2.00%
44 to 60 Years	1.00%	1.00%

**(e) Sensitivity Analysis**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
Defined Benefit Obligation	8.33	9.17

Particular	31 March 2023		31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%) (% change compared to base due to sensitivity)	2.00%	2.00%	2.00%	2.00%
Salary Growth Rate (-/+1%) (% change compared to base due to sensitivity)	2.00%	2.00%	2.00%	2.00%

The Sensitivity analysis above have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period & may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumption constant. when calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods & types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

**Note :** Disclosure for both 31.03.2023 & 31.03.2022 given on the basis of Ind AS-19.



(All amount in Rupees Lacs, unless otherwise stated)

**29. Statement of Ratio Analysis**

SI No	Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	Change (Greater than 25%)	Reasons
(i)	Current Ratio	Current Assets	Current Liabilities	1.30	2.40	-46.04%	
(ii)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	-	-	-	
(iii)	Debt Service Coverage Ratio	Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Interest and lease payments + Principal repayments	-	-	-	
(iv)	Return on Equity Ratio	Net profit after tax	Average Net Worth/ Shareholder's Equity	0.00	0.00	-	
(v)	Inventory turnover ratio	Cost of goods sold	Average Inventory	-	-	-	
(vi)	Trade Receivable Turnover Ratio	Net Sales	Average Accounts Receivable	5.73	4.81	19.16%	
(vii)	Trade payables turnover ratio	Net Credit Purchases	Average Accounts Payable	2.65	2.99	-11.61%	
(viii)	Net capital turnover ratio	Net Sales	Working Capital	15.65	3.79	312.93%	Increase in net sales
(ix)	Net profit ratio	Profit after Tax	Net Sales	0.03	0.03	-9.42%	
(x)	Return on Capital employed	Earning Before Interest and Tax	Capital Employed	0.00	0.00	-	
(xi)	Return on Investment	Interest Income	Cost of Investment	-	-		

**30 Other Additional Regulatory Information as per Schedule III**

- (a) Disclosure in relation to undisclosed income : The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period ending 31st March, 2023 and also for the period ending 31st March, 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (b) Relationship with Struck off Companies : The Company do not have any transactions with company's struck off during the period ending 31st March, 2023 and also for the period ending 31st March, 2022.
- (c) Details of Benami Property held : The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company during the period ending 31st March, 2023 and also for the period ending 31st March, 2022 for holding any Benami property.
- (d) Registration of charges or satisfaction with Registrar of Companies (ROC) : The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period, during the period ending 31st March, 2023 and also for the period ending 31st March, 2022.
- (e) Details of Crypto Currency or Virtual Currency : The Company have not traded or invested in Crypto currency or Virtual Currency during the period ending 31st March, 2023 and also for the period ending 31st March, 2022.
- (f) Utilisation of Borrowed Fund & Share Premium :
- I. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - II. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 31** Financials have been prepared after incorporating adjustments for regrouped/ rearranged retrospectively , where necessary, to conform to the current year's presentation.

As per our report of even date attached

**For N H Agrawal & Associates**  
**Chartered Accountants**  
**Firm's Registration Number: 0327511E**

Nitin Hukumchand Agrawal  
 Partner  
 Membership Number: 129179

Place: Kolkata  
 Date : 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal Director (DIN : 01265141)	Arpita Gupta Director (DIN : 02839878)
--	--

Vikash Singh Chief Financial Officer	Pritika Gupta Company Secretary
---	------------------------------------



## INDEPENDENT AUDITOR'S REPORT

To,

The Members of M/s Lee & Nee Softwares (Exports) Ltd.

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **M/s LEE & NEE SOFTWARES (EXPORTS) LTD** (hereinafter referred to as 'the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated statement of Cash Flows and the Consolidated Statement of Changes In Equity for the year then ended, and notes to the Consolidated Financial Statements, including a Summary of the Significant Accounting Policy information and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and gives 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 consolidated state of affairs of the Group as at March 31, 2023, and its consolidated profit (including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act 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 obtained by us is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

#### Key Audit Matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

#### Information Other than the Financial Statements and Auditor's Report Thereon

- The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Consolidated financial statements and our auditor's report thereon.
- Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion there on.

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

If, based on the work we 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. The figures of the year ended 31st March, 2022 are based on the annual financial statements that were audited by the erstwhile auditors whose report dated 26th May, 2022 expressed an unmodified opinion. Our opinion is not modified in respect of this matter.

#### **Responsibility of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Holding Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these Consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective management and Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the group each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the management and Board of Directors of the Holding Company, as aforesaid.

In preparing the Consolidated financial statements, the respective management and Board of Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective management and Board of Director either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group are also responsible for overseeing the financial reporting process of the Group and of each entity.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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 Consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud 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 control 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 whether the Holding Company has adequate internal financial controls and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and Board of Directors of the Holding company.

- Conclude on the appropriateness of management's and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication. We have nothing to report in this regard.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, associate companies and joint ventures, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
- 2.A. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable 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 purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.



- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and Consolidated Statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding company as on 31st March, 2023 taken on record by the Board of Directors of the Holding Company, and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on 31 March 2023, none of the directors of the Group's companies incorporated in India is disqualified as on 31st March, 2023 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 Holding and its Subsidiary Companies incorporated in India and the operating effectiveness of such controls, refer to our separate report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- B.** 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 Group does not have any pending litigations which would impact its financial position in its Consolidated Ind AS Financial Statements.
  - ii. The Group did not have any material foreseeable losses long-term contracts including derivative contracts during the year ended 31st March 2023.
  - iii. The Group did not have any amount which had fallen due and required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
    - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
    - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
  - (b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:
    - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or
    - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
  - (c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (iv)(a) & (iv) (b) contain any material mis-statement.



- v. The Holding Company and its subsidiaries incorporated in India has not declared or paid any dividend during the year and has not proposed final dividend for the year.
  - vi As proviso to Rule 3(1) of the Companies(Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, its subsidiaries, associates and joint ventures incorporated in India, hence reporting under this clause is not applicable.
- C. With respect to the matter to be included in the Auditors' report under Section 197(16) of the Act:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**Place: Kolkata**

**Date: 26<sup>th</sup> May, 2023**

**For N H AGRAWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 0327511E**

**Nitin Hukumchand Agrawal**  
**Partner**  
**Membership Number: 129179**  
**UDIN: 23129179BGVWPZ7498**

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS'  
OF OUR REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF LEE & NEE  
SOFTWARES (EXPORTS) LTD.)

3.(xxi). With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks included in the Consolidated financial statements.

**Place: Kolkata**  
**Date: 26<sup>th</sup> May, 2023**

**For N H AGRAWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 0327511E**

**Nitin Hukumchand Agrawal**  
**Partner**  
**Membership Number: 129179**  
**UDIN: 23129179BGVWPZ7498**



## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR'S REPORT**

(REFERRED TO IN PARAGRAPH 1 (f) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' OF OUR REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF LEE & NEE SOFTWARES (EXPORTS) LTD.)

### **Report on the Internal Financial Controls over Financial Reporting under clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2023, we have audited the internal financial controls over financial reporting of Lee & Nee Softwares (Exports) Ltd. (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries (incorporated in India) together referred to as “the Group”) as of that date.

#### **MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls over financial reporting based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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.

#### **AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our Audit. We conducted our Audit in accordance with the Guidance Note and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of Internal Financial controls over financial reporting included obtaining an understanding of internal financial over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls over financial reporting.

#### **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A Company's internal financial controls over financial reporting are a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated 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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls over financial reporting criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

**For N H AGRAWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm's Registration Number: 0327511E**

**Place: Kolkata**  
**Date : 26<sup>th</sup> May, 2023**

**Nitin Hukumchand Agrawal**  
**Partner**  
**Membership Number: 129179**  
**UDIN: 23129179BGVWPZ7498**

**CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2023**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Notes	As at	
		31 March 2023	31 March 2022
<b>I. ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	3.1	13.78	11.52
(b) Goodwill	3.2	2,439.35	2,439.35
(c) Intangible Assets	3.3	0.74	0.74
(d) Financial Assets			
(i) Investments	4.1	650.64	714.51
(ii) Trade receivable	4.2	295.68	295.68
(iii) Loans	4.3	1,423.88	1,218.32
(iv) Other financial assets	4.4	3.52	15.31
(e) Deferred Tax Assets	5	8.07	-
(f) Other non-current assets	6	<u>523.73</u>	<u>552.78</u>
<b>Total Non -Current Assets</b>		<b><u>5,359.39</u></b>	<b><u>5,248.21</u></b>
<b>Current Assets</b>			
(a) Financial Assets			
(i) Investments	7.1	41.95	145.28
(ii) Trade receivables	7.2	27.12	28.88
(iii) Cash and cash equivalents	7.3	163.43	72.76
(iv) Bank balance other than cash and cash equivalents	7.4	1.07	0.99
(v) Loans	7.5	82.47	-
(vi) Other financial assets	7.6	0.18	0.20
(b) Current Tax Assets (net)	8	4.45	28.62
(c) Other Current Assets	9	<u>42.11</u>	<u>143.01</u>
<b>Total Current Assets</b>		<b><u>362.78</u></b>	<b><u>419.74</u></b>
<b>TOTAL ASSETS</b>		<b><u>5,722.17</u></b>	<b><u>5,667.95</u></b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	10	5,577.40	5,577.40
(b) Other Equity	11	<u>(10.59)</u>	<u>(31.54)</u>
<b>Total Equity</b>		<b><u>5,566.81</u></b>	<b><u>5,545.86</u></b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Other financial liabilities	12	0.02	5.56
(b) Other Non Current Liabilities	13	9.12	-
(b) Deferred tax liabilities (net)	14	<u>1.10</u>	<u>0.19</u>
<b>Total Non-Current Liabilities</b>		<b><u>10.24</u></b>	<b><u>5.75</u></b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15.1	1.11	5.57
(ii) Trade payables			
Dues to micro enterprises and small enterprises	15.2	30.77	6.25
Dues to creditors other than micro enterprises and small enterprises	15.3	33.45	20.51
(b) Other Current Liabilities	16	79.79	84.01
<b>Total Current Liabilities</b>		<b><u>145.12</u></b>	<b><u>116.34</u></b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>5,722.17</u></b>	<b><u>5,667.95</u></b>
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements	1 to 33		

In terms of our report attached  
**For N H Agrawal & Associates**  
 Chartered Accountants  
 Firm's Registration Number: 0327511E

Nitin Hukumchand Agrawal  
 Partner  
 Membership Number: 129179  
 Place: Kolkata  
 Date: 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal      Arpita Gupta  
 Director                      Director  
 (DIN : 01265141)          (DIN : 02839878)

Vikash Singh                  Pritika Gupta  
 Chief Financial Officer      Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Note	Year ended 31 March 2023	Year ended 31 March 2022
I. Revenue from operations	17	682.62	603.99
II. Other income	18	143.64	117.78
<b>III.Total Income (I + II)</b>		<b><u>826.26</u></b>	<b><u>721.77</u></b>
<b>IV. Expenses</b>			
Purchase (Software & Service)		128.80	114.56
Employee benefits expense	19	331.46	313.40
Depreciation and amortization expense	20	6.05	4.18
Other expenses	21	329.35	253.58
<b>Total expenses</b>		<b><u>795.66</u></b>	<b><u>685.72</u></b>
<b>V. Profit before tax (III - IV)</b>		<b><u>30.60</u></b>	<b><u>36.05</u></b>
<b>VI. Tax expense:</b>			
(1) Current tax		12.07	8.67
(2) Tax expense of prior years		0.78	-
(3) Deferred tax		(3.06)	0.03
Total tax expenses		<u>9.79</u>	<u>8.70</u>
<b>VII. Profit for the period (V-VI)</b>		<b><u>20.81</u></b>	<b><u>27.35</u></b>
<b>VIII. Other comprehensive income</b>			
Items that will not be reclassified to statement of profit and loss			
a) re-measurement of post employee benefit		3.50	-
Tax on above		(0.91)	-
a) Changes in Fair Value of Equity Instruments through Other Comprehensive Income		(7.47)	11.61
b) Income tax relating to item (a) above		5.02	-
<b>Other comprehensive income (net of tax )</b>		<b><u>0.14</u></b>	<b><u>38.96</u></b>
<b>IX. Total comprehensive income for the year</b>		<b><u>20.95</u></b>	<b><u>38.96</u></b>
<b>X. Earning per equity share :</b>	23		
(1) Basic		0.04	0.07
(2) Diluted		0.04	0.07
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements 1 to 33			

In terms of our report attached

**For N H Agrawal & Associates**

Chartered Accountants

Firm's Registration Number: 0327511E

**Nitin Hukumchand Agrawal**

Partner

Membership Number: 129179

Place: Kolkata

Date: 26th May, 2023

For and on behalf of the Board

**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal

Director

(DIN : 01265141)

Vikash Singh

Chief Financial Officer

Arpita Gupta

Director

(DIN : 02839878)

Pritika Gupta

Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2023**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
<b>1 Cash flow from Operating Activities</b>		
Profit Before Tax	30.60	36.05
Adjustments:		
Depreciation and amortisation	6.05	4.18
Interest Income	(127.03)	(111.97)
Other Income	<u>(16.61)</u>	<u>(5.81)</u>
Operating Profit/ (Loss) before working capital changes	(106.99)	(77.55)
<b>(b) Working Capital changes:</b>		
Decrease/ ( Increase) in trade receivables	1.76	6.74
Decrease/ (Increase) in other current assets	100.82	(94.74)
Decrease/ (Increase) in current Loans	(82.47)	583.33
Increase/ ( Decrease) in Trade Payables	37.46	2.10
Decrease/(Increase) in other Financial Assets current	0.02	(0.10)
Increase/ ( Decrease) in Borrowings	(4.46)	1.08
Increase/ ( Decrease) in other current liabilities	(4.22)	(3.24)
Increase/ ( Decrease) in current tax Assets	<u>24.17</u>	<u>495.17</u>
<b>Cash generated from Operating Activities</b>	(33.91)	417.62
Income Taxes Paid	(5.68)	(8.70)
<b>Net Cash from Operating Activities</b>	<b>Total of (1)</b>	<b>Total of (1)</b>
	<u>(39.59)</u>	<u>408.92</u>
<b>2 Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	(8.32)	(4.55)
Purchase/Sale of Investment	163.23	(321.46)
Decrease/(Increase) in Non Current Loans	(205.56)	(524.31)
Decrease/(Increase) in other Financial Assets	11.79	(2.05)
Decrease/(Increase) in other Non Current Assets	20.98	335.82
Decrease/(Increase) in Other financial liabilities	(5.53)	(2.40)
Decrease/(Increase) in Other Non Current liabilities	10.03	(0.13)
Interest received	127.03	111.97
Other income	16.61	5.81
<b>Total of (2)</b>	<u>130.26</u>	<u>(401.30)</u>



<b>3 Cash Flow from Financing Activities</b>	-	-
Decrease/(Increase) in Other Equity	-	-
<b>Total of (3)</b>	<u>-</u>	<u>-</u>
<b>Net (decrease)/increase in Cash and Cash Equivalents</b>	<u>          </u>	<u>          </u>
Total Cash flows (1+2+3)	90.67	7.62
Add: Cash and Cash Equivalents at the beginning of the year	72.76	65.15
<b>Cash and Cash equivalents at the end of the year</b>	<u><u><b>163.43</b></u></u>	<u><u><b>72.76</b></u></u>

The accompanying notes are an integral part of these consolidated financial statements

Note:

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS'7) -Statement of Cash Flow.

In terms of our report attached

**For N H Agrawal & Associates**  
 Chartered Accountants  
 Firm's Registration Number: 0327511E

**Nitin Hukumchand Agrawal**  
 Partner  
 Membership Number: 129179

Place: Kolkata  
 Date: 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal  
 Director  
 (DIN : 01265141)

Vikash Singh  
 Chief Financial Officer

Arpita Gupta  
 Director  
 (DIN : 02839878)

Pritika Gupta  
 Company Secretary



**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2023**

**A. Equity share capital**

**1. Current Reporting Period**

(All amount in Rupees Lacs, unless otherwise stated)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
5577.40	–	–	–	5577.40

**2. Previous Reporting Period**

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
5577.40	–	–	–	5577.40

**B. Other equity**

Particulars	Reserves and Surplus				Other comprehensive income (OCI)	Total
	Securities premium Reserve	General reserve	Capital reserve	Retained earnings		
<b>As at 1 April 2021</b>	-	-	135.82	(167.51)	(38.81)	(70.50)
Profit for the year	-	-	-	27.35	-	27.35
Remeasurements of post-employment benefit obligations, net of tax	-	-	-	-	11.61	11.61
Fair value gain/(loss) during the year (net of tax)	-	-	-	-	-	-
<b>As at 31 March 2022</b>	-	-	135.82	(140.16)	(27.20)	(31.54)
<b>Changes in equity for the period ended 31 March 2023</b>						
<b>As at 31 March 2022</b>	-	-	135.82	(140.16)	(27.20)	(31.54)
Profit for the year	-	-	-	20.81	-	20.81
Remeasurements of post-employment benefit obligations, net of tax	-	-	-	2.59	-	2.59
Fair value gain/(loss) during the year (net of tax)	-	-	-	-	(2.45)	(2.45)
<b>As at 31 March 2023</b>	-	-	135.82	(116.76)	(29.65)	(10.59)

This is the Statement of Changes in Equity referred to in our report of even date.

As per our report of even date attached

For **N H Agrawal & Associates**  
Chartered Accountants  
Firm's Registration Number: **0327511E**

NITIN HUKUMCHAND AGRAWAL  
Partner  
Membership Number: 129179  
Place: Kolkata  
Date : 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal  
Director  
(DIN : 01265141)

Vikash Singh  
Chief Financial Officer

Arpita Gupta  
Director  
(DIN : 02839878)

Pritika Gupta  
Company Secretary

## Summary of significant accounting policies and other explanatory information on consolidated financials for the year ended 31 March 2023

### Significant Accounting Policies

#### 1. General Information:

- a) Lee & Nee Softwares (Exports) Limited ("the Company") is a public company domiciled in India. The Company is listed in Bombay Stock Exchange and The Calcutta Stock Exchange Ltd.

The Consolidated financial statements relate to Lee & Nee Softwares (Exports) Limited and its subsidiaries (collectively referred as "the Group") as per the details below:

Name of the Subsidiary	Country of Incorporation	% of holding as on 31 March 2023
Rituraj Shares Broking Private Limited	India	99.72%
Lensel Web Services Private Limited	India	99.00%

The Company is engaged in IT Enabled Service.

The Consolidated Financial Statements of the Group for the year ended 31st March 2023 were approved in accordance with the resolution of the Board of Directors on 26th May 2023.

#### b) Statement of Compliance

The financial Statements have been prepared in accordance with the Indian Accounting Standards ("IND AS") as prescribed by Ministry of Corporate Affairs pursuant to Section 133 of Companies Act, 2013 ("the Act"), read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

#### 2.1 Basis of Preparation:

- a) These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ("referred as "Ind AS") under historical cost convention on accrual basis, except for certain financial instruments which are measured at fair values.

Accounting policies have been consistently applied except when a newly accounting standard is initially adopted or a revision to an existing accounting policy hitherto in use.

#### b) Functional and Presentation Currency

The Financial Statements have been prepared in Indian Rupees (INR), which is also the Company's functional currency. The Financial Statements have been rounded off to nearest lacs, up to two places of decimals, unless otherwise stated.

#### c) Basis of Consolidation

The Consolidated Financial Statements comprise the financial statements of the Group and its subsidiary. Control is achieved when the Group has:-

- Power over the investee
- Is exposed or has the rights to variable returns from its involvement with the investee and
- Has the ability to use the power over the investee to affects the return

The Parent Company re-assesses whether not it controls an investee if facts and circumstances indicates that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Parent Company obtains control over the subsidiary and ceases when the Parent Company loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Parent Company gains and control until the date the Parent Company ceases to control the subsidiary.

The consolidated financial statements have been prepared on accrual going concern basis. They are prepared using the uniform accounting policies for like transactions and other events in similar circumstances. If a subsidiary uses the accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group financial statements in preparing the consolidated financial statements to ensure conformity within the Group's accounting policies.

**d) Consolidation Procedure**

All assets and liabilities have been classified as current and non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The consolidated financial statements of the Group have been prepared on a line-by-line consolidation by adding together the book value of the like items of assets and liabilities, income and expenses as per the respective financial statements. Intragroup balances and intragroup transactions have been eliminated.

**2.2 Use of Estimates and Judgements:**

The preparation of the consolidated financial statements in conformity with the Ind AS requires management to make estimates, judgements and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent assets and liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Examples of such estimates includes provision for income taxes, classification of assets and liabilities into current and non-current and the useful lives of the tangible and intangible assets . Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

**Critical accounting judgements and key sources of estimation uncertainty: Key assumptions:**

**a) Useful lives of depreciable and amortisable assets:-**

The management reviews the estimated useful lives of depreciable or amortisable assets at each reporting period, based its expected utility of those assets. Uncertainties in these estimates relate to technical and economic obsolesce that may change the utility of certain items of property, plant and equipment to make the sale, obsolescence considering past trend. Inventories are written done to NRV when such NRV is lower than their cost.

**b) Defined benefit Obligation:-**

The present value of defined benefit obligation which includes gratuity is determined using actuarial valuations using projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increase and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in the assumptions. All assumptions are reviewed at each reporting date.

**c) Recognition and measurement of provisions, liabilities and contingencies:-**

Provision and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can be reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

Contingencies in the normal course may be arise from litigation and other claims. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes to accounts but are not recognized.

**d) Income Taxes:-**

The Group Company's tax jurisdiction is India. Significant judgements are involved in determining the provisions for income taxes including amount expected to be paid or recovered for uncertain tax positions.

**e) Fair value measurements:-**

When the fair value of the financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on the quoted prices in the active markets, their fair value is measured using the valuation techniques, including the discounted cash flow model, which involve various judgements and assumptions.

**2.3 Significant Accounting Policies:**

**a) Overall Considerations :-**

The consolidated financial statements have been prepared using significant accounting policies and measurement basis that are in effect at 31<sup>st</sup> March , 2023 as summarised below:-

**b) Current versus non-current classification:-**

The Group Company presents assets and liabilities in the balance sheet on current and non-current classification:-

- a) The asset/liability is expected to be realised/settled in normal operating cycle;
- b) The asset is intended for sale or consumption;
- c) The asset/liability is held primarily for purpose of trading;
- d) The asset/liability is expected to be realised/settled within twelve months after reporting period;
- e) The asset is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after reporting date;
- f) In the case of a liability, there is no unconditional right to defer settlement of the liability for at least twelve months after reporting date;

All other assets and liabilities are classified as non-current.

**c) Cash Flow Statement:-**

Cash Flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of the transactions of no-cash nature, any deferrals or accruals past or future operating cash receipts or payments and any items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company is segregated.

**d) Property, Plant and Equipment and Intangible Assets:-**

**Property, Plant and Equipment**

**Recognition:-**

Property, Plant and Equipment are stated as cost less accumulated depreciation and impairment, if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

**Subsequent measurement (depreciation and useful lives):-**

The Group depreciates property, plant and equipment on a pro-rata basis over their estimated useful lives using the straight line method. The estimated useful lives of the assets prescribed under the Schedule II of the Act, are as follows:

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that the future economic benefits associated with these will flow and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in net profit in Statement of Profit and Loss when incurred. The costs and related accumulated depreciation are eliminated from the financial statements upon sale or upon retirement of the asset and resultant gains or losses recognised in the Statement of Profit and Loss.

The holding Company acquired the assets on finance lease and the same was transfer to one of the Subsidiaries (Lenseel Web Services Pvt. Ltd.). Such lease arrangements are for a period of 99 years and the entire lease rentals has been paid upfront at the time of initiation of the lease. The subsidiary has recognized these building so acquired as owned assets instead of lease under property, plant and equipment at an amount equal to the upfront lease payment plus initial direct cost.

**De-recognition:-**

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the Statement of Profit and Loss, when the asset is de-recognised.

**e) Taxation**

Tax expense recognised in the Statement of Profit or Loss comprises the sum of the current tax and deferred tax except the ones recognised in Other Comprehensive Income or directly in Equity.

**i) Current Income Tax**

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period. Current Income Tax relating to items recognised outside the profit or loss is recognised either in Comprehensive Income or in Equity.

Current Income Tax for the current and prior periods is recognised at the amounts expected to be paid to or received from the tax authorities, using the tax rates and the tax laws enacted or substantively enacted by the Balance Sheet date.

The Group off sets current tax assets and liabilities , where it has legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis , or to realise the asset and settle the liability simultaneously.

**ii) Deferred Tax**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled based on the tax rate (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is recognised in respect of the temporary differences between the carrying amount of assets and liabilities for the financial reporting purposes and the corresponding amounts used for taxation purposes (i.e. tax base).

Deferred tax assets are recognised to the extent possible that the taxable profit will be available against which the deductible temporary differences can be utilized.

Entire deferred tax asset to be utilized. Any reduction is reversed to the extent possible that it becomes probable that sufficient taxable profit will be available.

Deferred tax relating to the items recognised outside the Statement of Profit and Loss is recognised either in other comprehensive income or in equity. Deferred tax assets and liabilities are offset when there is legally enforceable right to set off the non-current assets against non-current liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its non-current assets and liabilities on a net basis.

iii) **Minimum Alternate Tax**

Minimum Alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. MAT Credits are in form of unused tax credits that are carried forward by the Group for a specified period of time. Accordingly, MAT Credit Entitlement has been grouped with deferred tax assets (net). Correspondingly, MAT Credit Entitlement has been grouped with deferred tax in Statement of Profit and Loss.

f) **Provisions, contingent liabilities and contingent assets:-**

**Provisions**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event and 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. The expense relating to provision is presented in the statement of profit and loss. Provisions are reviewed at each balance sheet date.

**Contingent Liabilities**

A contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that is not recognised because it is probable that an outflow resources will be required to settle the obligation or it cannot be measured with sufficient reliability. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**Contingent Assets**

Contingent Assets are neither recognised nor disclosed. However, when realisation of the income is virtually certain, related asset is recognised.

**Commitments**

Commitments include the amount of the purchase order (net of advances) issued to the parties for completion of assets. Commitments are reviewed at each reporting period.

g) **Revenue Recognition**

The Group derives revenue primarily from Information Technology Services and Solutions. Revenue is recognised when company transfers control over a product or a service to a customer.

**Time and Material Contract**

It is recognised based on time /effort spent and billed to clients

**Maintenance Contract**

It is recognised on a pro-data basis over the period when such services is rendered.

### **Fixed Price Contracts**

Revenues from fixed price contract are recognised using the “percentage of completion” method. Percentage of completion is determined on project costs incurred to date as percentage of total estimated project costs required to complete the milestone wise project.

If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognised only to extent of contract cost incurred for the completion milestone of the contract.

### **Sale of software products and licences**

Revenue from maintenance contracts is recognised on a pro-rata basis over the period which service is rendered.

### **Interest Income**

Interest Income is recorded using Effective Interest Rate (EIR) for all the instruments measured at amortised cost. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets or to the amortised cost of financial liability.

### **Dividend Income**

Dividend Income is recognised when right to receive is established.

## **h) Employee Benefits Expense**

### **1. Short Term Employee Benefits**

Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which related services are rendered.

### **2. Defined Contribution Obligations:-**

Gratuity (Un-funded): - The cost is determined using the projected unit credit method with the actuarial valuation being carried at each balance sheet date by independent actuary. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of related obligation.

The net interest cost is calculated by applying the discount rate to the balance sheet of the defined benefit obligation. This cost is calculated in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains or losses arising from experience adjustment, demographic adjustments and changes in actuarial assumptions are recognised in the period, in which they occur, directly in Other Comprehensive Income. They are included in retained earnings in the Statement of Changes in Equity and in the Balance Sheet Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in Profit or Loss as past service cost.

## **i) Earnings Per Share:-**

Basic earnings per share is calculated by dividing the net Profit or Loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net Profit or Loss for the year attributable to the equity shareholders and weighted average number of share outstanding if any are adjusted for the effects of all dilutive potential equity shares.



**j) Financial Instruments:-**

A financial instrument is any contract that gives rise to financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial Assets**

**Initial Recognition and Measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade Receivables are initially measured at the transaction price. Regular way of purchase and sale of financial assets are accounted for at trade date.

**Subsequent Measurement**

For the purposes of subsequent measurement, financial assets are classified in three categories.

- Amortised Cost
- Fair Value through Other Comprehensive Income (FVTOCI)
- Fair Value through Profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

**Measured at Amortised Cost:** A financial asset is measured at amortised cost if it is held within a business model whose objective is achieved by both collecting contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

**Measured at FVTOCI:** A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets included within the FVTOCI category are measured initially as well at each reporting date at fair value. Fair value measurement is recognised in Other Comprehensive Income.

**Measured at FVTPL:** A financial asset which is not classified in any of the above categories are measured at FVTPL. Financial assets included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

**De-recognition**

The Group derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

**Impairment of financial assets**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for the measurement and recognition of impairment loss for financial assets.

ECL is the weighted average of the difference between all the contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider:

-All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

-Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### **Trade Receivables**

In respect of trade receivables, the Group applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial asset. 12 month ECL are the portion of the lifetime ECL which result from default events that are possible within 12 months from the reporting date, ECL are measured in a manner that they reflect unbiased and probability weighted amounts determined by a range of outcomes, taking into account the time value of money and other reasonable information available as a result of past events, current conditions and forecast of future economic conditions.

#### **Financial Assets**

In respect of other financial assets, the Group assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12- month expected credit losses, else at an amount equal to the lifetime expected credit losses.

While making the assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make the assessment, Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

#### **Financial Liabilities**

##### **Initial Recognition and Measurement**

Financial liabilities are initially recognised at fair value plus any transaction cost that are attributable to the acquisition of the financial liabilities except financial liabilities at fair value through profit or loss which are initially measured at fair value.

##### **Subsequent Measurement:**

For the purpose of subsequent measurement, financial liabilities are classified in following categories: -

- Fair Value through Profit or loss (FVTPL)
- Amortised Cost

**Measured at FVTPL:** A financial liability is classified as at FVTPL. It is classified as held for trading or it is derivative or it is designated as such on initial recognition. Financial liabilities as at FVTPL are measured at fair value and net gains and losses, including any interest expense is recognised in profit and loss.

**Measured at Amortised:** Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method.

**Derecognition**

The Company derecognizes a financial liability (or a part of financial liability) only when the obligation specified in the contract discharged or cancelled or expires.

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously

**k) Impairment of non- financial assets:-**

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to the individual cash-generating units, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash generating unit) is estimated less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss has been recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**l) Fair Value:-**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and or disclosure purposes in the financial statements is determined on such basis.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 inputs are unobservable inputs for the asset or liability.

**m) Event after reporting date:-**

Where the events occurring after the Balance Sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events adjusted within the financial statements. Otherwise, events after the Balance Sheet date of material size or nature are only disclosed.

**n) Segment Reporting:-**

Operating Segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. As per requirement of Ind AS 108 "Segment Reporting" no disclosures are required to be made since the Company's activities consists of a single business segment.

**Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023**

**3.1 Property, Plant and Equipment**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Property, Plant and Equipment												
	Buildings (Leasehold Premises)	Computers	Access Control System	Air Condition	Electrical Fitting	Mobile Phone	UPS	Printer	Refrigerator	Telephone	Head Sets	Other Equipment	Furniture and Fixtures
<b>Gross Block</b>													
As at 01st April 2021	66.93	39.23	1.00	12.71	0.60	1.94	2.44	9.61	0.10	0.11	0.67	2.84	6.64
Add : Additions	-	2.34	-	0.28	-	1.94	-	-	-	-	-	-	-
Less : Disposals / Write off	-	-	-	-	-	-	-	-	-	-	-	-	-
Less : Capitalised during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2022</b>	<b>66.93</b>	<b>41.57</b>	<b>1.00</b>	<b>12.99</b>	<b>0.60</b>	<b>3.88</b>	<b>2.44</b>	<b>9.61</b>	<b>0.10</b>	<b>0.11</b>	<b>0.67</b>	<b>2.84</b>	<b>6.64</b>
Add : Additions	-	5.11	-	-	-	0.34	-	0.11	-	-	-	0.67	2.09
Less : Disposals / Write off	-	-	-	-	-	-	-	-	-	-	-	-	-
Less : Capitalised during the year	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	<b>66.93</b>	<b>46.68</b>	<b>1.00</b>	<b>12.99</b>	<b>0.60</b>	<b>4.22</b>	<b>2.44</b>	<b>9.72</b>	<b>0.10</b>	<b>0.11</b>	<b>0.67</b>	<b>3.51</b>	<b>8.73</b>
<b>Accumulated Depreciation</b>													
As at 01st April 2021	64.75	35.05	0.95	9.42	0.28	1.85	2.32	9.13	0.09	0.11	0.64	2.78	6.34
Depreciation charge for the year	0.10	2.29	-	1.43	0.08	0.26	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment charge for the year	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2022</b>	<b>64.85</b>	<b>37.34</b>	<b>0.95</b>	<b>10.85</b>	<b>0.36</b>	<b>2.11</b>	<b>2.32</b>	<b>9.13</b>	<b>0.09</b>	<b>0.11</b>	<b>0.64</b>	<b>2.78</b>	<b>6.34</b>
Depreciation charge for the year	0.10	3.27	-	0.81	0.06	0.91	-	0.10	-	-	-	0.29	0.52
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Impairment charge for the year	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>At 31 March 2023</b>	<b>64.95</b>	<b>40.61</b>	<b>0.95</b>	<b>11.66</b>	<b>0.42</b>	<b>3.02</b>	<b>2.32</b>	<b>9.23</b>	<b>0.09</b>	<b>0.11</b>	<b>0.64</b>	<b>3.07</b>	<b>6.86</b>
<b>Net book value</b>													
At 31 March 2023	1.98	6.07	0.05	1.33	0.18	1.20	0.12	0.49	0.01	0.00	0.03	0.44	1.87
At 31 March 2022	2.08	4.23	0.05	2.14	0.24	1.77	0.12	0.48	0.01	0.00	0.03	0.06	0.30

**3.2 Goodwill**

Particulars	Computer Software
<b>Cost or valuation</b>	
Balance as at 01 April 2021	2439.35
Add : Additions	-
Less: Disposals / Write off	-
<b>At 31 March 2022</b>	<b>2,439.35</b>
Add : Additions	-
Less: Disposals / Write off	-
Less : Capitalised during the year	-
<b>At 31 March 2023</b>	<b>2,439.35</b>
<b>Accumulated Depreciation / Amortization / Impairment</b>	
At 31 March 2022	-
Depreciation charge for year	-
Disposals	-
Impairment charge for the year	-
<b>At 31 March 2023</b>	<b>-</b>
<b>Net book value</b>	
At 31 March 2023	2,439.35

**3.3 Other Intangible Assets**

Particulars	Computer Software
<b>Cost or valuation</b>	
Balance as at 01 April 2021	2439.35
Add : Additions	-
Less: Disposals / Write off	-
<b>At 31 March 2022</b>	<b>14.79</b>
Add : Additions	-
Less : Disposals / Write off	-
Less : Capitalised during the year	-
<b>At 31 March 2023</b>	<b>14.79</b>
<b>Accumulated Depreciation / Amortization / Impairment</b>	
At 31 March 2022	14.05
Depreciation charge for the year	-
Disposals	-
Impairment charge for the year	-
<b>At 31 March 2023</b>	<b>14.05</b>
<b>Net book value</b>	
At 31 March 2023	0.74
At 31 March 2022	0.74



(All amount in Rupees Lacs, unless otherwise stated)

**(i) Disclosures related to Title deeds of Immovable Properties not held in name of the Company**

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date
Property, plant and equipment	Freehold Land				
	Leasehold Building	1.98	Lee & Nee Softwares (Exports) Ltd.	No	Date of Transfer
Investment property	Land Building	NA	NA	NA	NA
Non-current asset held for sale	Land Building	NA	NA	NA	NA

The holding Company acquired the assets on finance lease and the same was transfer to one of the Subsidiaries (Lenseel Web Services Pvt. Ltd.). Such lease arrangements are for a period of 99 years and the entire lease rentals has been paid upfront at the time of initiation of the lease. The subsidiary has recognized these building so acquired as owned assets instead of lease under property, plant and equipment at an amount equal to the upfront lease payment plus initial direct cost.

(All amount in Rupees Lacs, unless otherwise stated)

#### 4.1 Investments (non-current)

Particulars	Amortised Cost	Fair Value		Others	Total
		Through Profit and Loss	Through Other Comprehensive Income		
<b>As at 31 March 2023</b>					
Equity Instruments-Quoted	-	-	39.63	-	39.63
Equity Instruments-Unquoted	25.14	-	-	-	25.14
Debentures-Unquoted	0.04	-	-	-	0.04
Mutal Fund	-	18.49	-	-	18.49
Investment in Partnership	567.34	-	-	-	567.34
<b>TOTAL</b>	<b>592.52</b>	<b>18.49</b>	<b>39.63</b>	<b>-</b>	<b>650.64</b>

Particulars	Amortised Cost	Fair Value		Others	Total
		Through Profit and Loss	Through Other Comprehensive Income		
<b>As at 31 March 2022</b>					
Equity Instruments-Quoted	-	-	1.47	-	1.47
Equity Instruments-Unquoted	66.59	-	-	-	66.59
Debentures-Unquoted	0.04	-	-	-	0.04
Mutal Fund	-	-	105.35	-	105.35
Investment in Partnership	541.06	-	-	-	541.06
<b>TOTAL</b>	<b>607.69</b>	<b>-</b>	<b>106.82</b>	<b>-</b>	<b>714.51</b>

4.1. Investments Particulars	Face Value	No. of Shares		Amount	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Investments in Equity Instruments (Quoted - fully paid up) Carried at Fair Value Through OCI					
Alan Scot Industries Ltd.	10.00	200.00	-	0.11	-
Ansal Housing Ltd	4.15	10,000.00	-	0.33	-
Atv Projects India Ltd	8.84	8,000.00	-	0.56	-
Grm Overseas Ltd	2.00	2,750.00	-	5.05	-
Hatsun Agro Products Ltd	1.00	25.00	-	0.21	-
Hindustan Adhesives Ltd	10.00	1,045.00	-	2.04	-
Indowind Energy Ltd	10.00	100.00	-	0.01	-
Jyoti Structures Ltd	2.00	5,000.00	-	0.26	-
Kapil Raj Finance Ltd	10.00	10,929.00	-	1.99	-
Kalyani Steel Ltd	5.00	750.00	-	2.22	-
Libas Consumer Products Limited	10.00	9,980.00	-	1.61	-
Liberty Shoes Ltd	10.00	150.00	-	0.29	-
Medicamen Biotech Ltd	10.00	533.00	-	3.49	-
Mstc Ltd	10.00	500.00	-	1.26	-
Omaxe Ltd	10.00	149.00	-	0.07	-
Pnb Housing Finance Ltd	10.00	20.00	-	0.10	-
Ptc Industries Ltd	10.00	41.00	-	0.96	-
Rattan India Power Limited	10.00	20,000.00	-	0.59	-
Shipping Corporation of India Ltd	10.00	1,000.00	-	0.94	-
Shivalik Rasayan Ltd	5.00	310.00	-	2.08	-
Sicagen India Ltd	10.00	5,000.00	-	1.52	-



(All amount in Rupees Lacs, unless otherwise stated)

4.1. Investments Particulars	Face Value	No. of Shares		Amount	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Southern Petrochemicals Ltd	10.00	7,000.00	-	3.96	-
Suven Life Sciences Ltd	1.00	100.00	-	0.05	-
Suyog Telematics Ltd	10.00	107.00	-	0.37	-
Swelect Energy Systems Limited	10.00	1,000.00	-	2.85	-
Triton Valves Ltd	10.00	67.00	-	0.97	-
Vadilal Enterprises Ltd	10.00	55.00	-	1.98	-
Venus Remedies Ltd	10.00	500.00	-	0.81	-
Vipul Ltd	1.00	11,151.00	-	1.23	-
Hindustan Construction Ltd.	1.00	100.00	100.00	0.01	0.02
Hindustan Motor Ltd.	5.00	100.00	100.00	0.01	0.01
PCS Data Products Ltd	10.00	50.00	50.00	-	-
Century Extrusions Ltd.	1.00	200.00	200.00	0.02	0.02
ICICI Ltd	2.00	181.00	181.00	1.59	1.32
NTC Industries Ltd. (R.D.B. Industries Ltd.)	10.00	100.00	100.00	0.07	0.09
Mahindra Gesco Ltd	10.00	6.00	2.00	0.02	0.01
<b>Aggregate amount of Quoted investments</b>		<b>737.00</b>	<b>733.00</b>	<b>39.63</b>	<b>1.47</b>

Particulars	Face Value	No. of Units		Amount	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Investments in Debentures (Quoted fully paid-up) Measured at Cost - Finolex Pipe Ltd.	2.00	25.00	25.00	0.04	0.04
<b>Aggregate amount of Investment in Debenture (Quoted)</b>	<b>2.00</b>	<b>25.00</b>	<b>25.00</b>	<b>0.04</b>	<b>0.04</b>

Particulars	Face Value	No. of Shares		Amount	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Investments in Equity Instruments (unquoted - fully paid-up) Measured at Cost - Enkay Texofood Ltd - Neena Consultants Ltd - Philips India Ltd.		106.00 100.00 100.00	106.00 100.00 100.00	0.02 0.01 0.08	0.02 0.01 0.08
Investments in Equity Instruments in Subsidiaries (Unquoted Fully Paid Up) Measured at Cost - Rituraj Shares & Securities Ltd. - Haresh Collections Pvt Ltd	10.00 10.00	26,905.00 -	26,905.00 11,450.00	25.03 -	25.03 41.45
<b>Aggregate amount of unquoted investments</b>		<b>27,211.00</b>	<b>38,661.00</b>	<b>25.14</b>	<b>66.59</b>

Particulars	Face Value	No. of Units		Amount	
		31 March 2023	31 March 2022	31 March 2023	31 March 2022
Investments in Quoted Mutual Fund Carried through FVPTL - HDFC Ultra Short term Fund - Kotak Low Duration Fund Statndard Plan Growth - Edelweiss Balanced Advantage Fund - ICICI Prudential ultra short term fund - Aditya Birla sun life balanced Advantage fund - Axis ultra Short term fund Regular (G) - RHFL (9.15%)		11,689.57 52.89 34,788.81 4,264.13 - 7,942.86 110.00	41,476.38 486.14 173,829.11 22,494.19 27,857.64 - -	1.51 1.51 12.59 1.01 - 1.01 0.86	5.09 13.26 61.81 5.04 20.15 - -
<b>Aggregate amount of Investment in Mutual Fund</b>		<b>50,795.39</b>	<b>266,143.46</b>	<b>18.49</b>	<b>105.35</b>



(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
Investments in Partnership Firm		
- M.M.International	567.34	541.06
- (Other Partner: Mahesh Gupta) (Share of Profit - 50%), (Total Capital: Rs. 102.34 lacs)		
<b>Aggregate amount of Partnership Firm</b>	<b>567.34</b>	<b>541.06</b>
<b>TOTAL</b>	<b>650.64</b>	<b>714.51</b>

#### 4.1.1 Details of Subsidiaries in accordance with IND AS 112 "Disclosure of Interest in other entities"

Name of the Company	Country of Incorporation	Portion of Ownership	
		As at 31st March, 2023	As at 31st March, 2022
Subsidiaries			
Lensel Web Services (P) Ltd.	India	99.00%	99.00%
Rituraj Shares Broking Pvt. Ltd.	India	99.72%	99.72%



(All amount in Rupees Lacs, unless otherwise stated)

#### 4.2. Trade Receivable (non - current)

Particulars	31 March 2023	31 March 2022
Unsecured, Considered good	295.68	295.68
<b>TOTAL</b>	<b>295.68</b>	<b>295.68</b>

#### Trade Receivables as on 31 March, 2023

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	295.68	295.68
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	<b>295.68</b>	<b>295.68</b>

#### Trade Receivables as on 31 March, 2022

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	295.68	295.68
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	<b>295.68</b>	<b>295.68</b>

#### 4.3. Loans (non - current)

Particulars	31 March 2023	31 March 2022
Unsecured, Considered good		
i) Other Loans (Interest Accrued There on)	1,423.88	1,218.32
<b>TOTAL</b>	<b>1,423.88</b>	<b>1,218.32</b>

#### 4.4. Other Financial Assets (non - current)

Particulars	31 March 2023	31 March 2022
i) Security Deposit	3.52	3.31
ii) Deposits with more than 12 months Maturity	-	12.00
<b>TOTAL</b>	<b>3.52</b>	<b>15.31</b>

(All amount in Rupees Lacs, unless otherwise stated)

**5. Deferred Tax Assets (net)**

Particulars	31 March 2023	31 March 2022
Deferred Tax Assets (net)	8.07	-
<b>TOTAL</b>	<b>8.07</b>	<b>-</b>

**6. Other non-current assets**

Particulars	31 March 2023	31 March 2022
<b>Unsecured, considered good</b>		
i) Deposits with government and others	-	0.41
ii) Capital Advances	388.47	438.47
iv) Other Advances ( Trade Adv)	135.26	113.91
<b>TOTAL</b>	<b>523.73</b>	<b>552.78</b>

**7.1 Investments (current)**

Particulars	Amortised Cost	Fair Value		Total
		Through Profit and Loss	Through Other Comprehensive Income	
<b>As at 31 March 2023</b>				
Equity Instruments-Quoted	-	-	38.37	38.37
Equity Instruments-Unquoted	-	-	-	-
Bonds	-	3.14	-	3.14
Mutal Fund	-	0.45	-	0.45
Investment in Partnership	-	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>0.45</b>	<b>38.37</b>	<b>41.96</b>

Particulars	Amortised Cost	Fair Value		Total
		Through Profit and Loss	Through Other Comprehensive Income	
<b>As at 31 March 2022</b>				
Equity Instruments-Quoted	-	-	33.46	33.46
Equity Instruments-Unquoted	-	-	-	-
Debentures-Unquoted	-	-	-	-
Mutal Fund	-	-	111.82	111.82
Investment in Partnership	-	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>145.28</b>	<b>145.28</b>



**7.1(a) Investments**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Face Value (Rs)	As at 31 March 2023		As at 31 March 2022	
		Number	Amount	Number	Amount
<b>Investments in Equity Instruments (Quoted - fully paid up) Carried at Fair Value Through OCI</b>					
Arrow Greentech Ltd	-	437.00	1.12	-	-
Bombay Burmah Trading Corp. Ltd	-	200.00	1.62	-	-
Gs Auto International Ltd	-	35.00	0.01	-	-
Hatsun Agro Products Ltd	-	25.00	0.21	-	-
Indowind Energy Ltd	-	100.00	0.01	227.00	0.36
Ramkrishna Forgings Ltd	10.00	227.00	0.65	3,000.00	3.13
Emkay Global Financial Services Ltd.	10.00	3,000.00	1.94	5,000.00	0.31
Greencrest Financial Services Ltd	1.00	5,000.00	0.04	5,499.00	-
GVK Power & Infrastructure Ltd	1.00	5,499.00	0.11	3,250.00	3.29
Indiabulls Real Estate Limited	2.00	3,250.00	1.59	-	-
Infosys	5.00	100.00	1.43	700.00	2.45
Kaya Ltd	10.00	1,000.00	2.53	2,000.00	0.64
Kesar Terminals & Infrastructure Ltd	5.00	2,000.00	0.62	1,000.00	0.02
Sri Adhikari Brothers Television Network Limited	-	1,000.00	0.02	1,000.00	1.90
Selan Exploration Technology Ltd	10.00	1,000.00	2.44	12,500.00	0.93
Sumeet Industries Ltd	10.00	12,500.00	0.28	2,000.00	0.06
Viceroy Hotels Ltd	10.00	2,000.00	-	1,000.00	0.73
Welspun Enterprises Ltd	10.00	1,000.00	1.26	5,000.00	0.84
D G content	2.00	-	-	500.00	1.53
MSTC Ltd	10.00	500.00	1.26	25,000.00	1.88
South Indian Bank Ltd	1.00	10,000.00	1.46	2,500.00	6.72
Venus Remedies Ltd	10.00	2,001.00	3.24	3,000.00	0.50
Zee Media Corporation Ltd	1.00	3,000.00	0.26	-	-
Kalyani Steel Ltd	-	250.00	0.74	-	-
Liberty Shoes Ltd	-	750.00	1.46	-	-
Mishra Dhatu Nigam Ltd	-	1,000.00	1.84	-	-
Pnb Housing Finance Ltd	-	10.00	0.05	-	-
Rattan India Power Limited	-	20,000.00	0.59	-	-
SAL Automative Ltd	-	500.00	1.23	-	-
Shivalik	-	600.00	4.03	-	-
Suven Life Sciences Ltd	-	100.00	0.05	-	-
Suzlan Energy Ltd	-	2,000.00	0.16	-	-
TCM Ltd	-	1,000.00	0.33	43.00	1.61
Tata Consultancy Services Ltd	1.00	12.00	0.38	1,019.00	6.56
Medicamen Biotech Ltd	10.00	826.00	5.41	-	-
<b>TOTAL</b>		<b>80922.00</b>	<b>38.37</b>	<b>74238.00</b>	<b>33.46</b>

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	As at 31 March 2023		As at 31 March 2022	
	Units	Amount	Units	Amount
<b>Investments in Quoted Mutual Fund Carried at Fair Value Through OCI</b>				
ICICI Pru Fund Growth	851.00	0.45	851.00	0.42
IDFC Equity Savings Fund	-	-	100,558.00	24.95
HDFC Balanced Advantage fund	-	-	300,791.00	86.45
<b>TOTAL</b>	<b>851.00</b>	<b>0.45</b>	<b>402,200.00</b>	<b>111.82</b>

Particulars	As at 31 March 2023		As at 31 March 2022	
	Units	Amount	Units	Amount
<b>Investment in Quoted Bond Carried at Fair Value Through OCI</b>				
Reliance Home Finance Ltd. 9.15%	400.00	3.14	-	-
<b>TOTAL</b>	<b>400.00</b>	<b>3.14</b>	<b>-</b>	<b>-</b>

## 7.2. Trade Receivable (Current)

Particulars	31 March 2023	31 March 2022
Unsecured, considered good	27.12	28.88
<b>TOTAL</b>	<b>27.12</b>	<b>28.88</b>

### Trade Receivables as on 31 March, 2023

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	24.30	0.03	2.79	-	-	27.12
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>24.30</b>	<b>0.03</b>	<b>2.79</b>	<b>-</b>	<b>-</b>	<b>27.12</b>

### Trade Receivables as on 31 March, 2022

Particulars	Outstanding for following periods from the due date of payments						Total
	Not yet due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivable							
(i) Considered Good	-	28.14	-	0.61	0.05	0.08	28.88
(ii) Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivable							
(i) Considered Good	-	-	-	-	-	-	-
(ii) Doubtful	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>28.14</b>	<b>-</b>	<b>0.61</b>	<b>0.05</b>	<b>0.08</b>	<b>28.88</b>



### 7.3. Cash and cash equivalents

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
i) Balances with banks in current accounts	127.77	29.76
ii) Balance with Financial Institution in deposit account	-	8.49
iii) Cash in Hand	35.66	34.51
<b>TOTAL</b>	<b>163.43</b>	<b>72.76</b>

### 7.4. Bank Balance other than cash and cash equivalents

Particulars	31 March 2023	31 March 2022
Deposits with more than 12 months maturity (Includes 0.66 lacs (31st March 2022-0.62 lacs) held as margin money deposit for bank gurantee)	- 1.07	- 0.99
<b>TOTAL</b>	<b>1.07</b>	<b>0.99</b>

### 7.5. Loans (Current)

Particulars	31 March 2023	31 March 2022
<b>Unsecured, Considered good (Repayable on demand)</b> Other Loans ( Interest Accrued There On)	82.47	-
<b>TOTAL</b>	<b>82.47</b>	<b>-</b>

### 7.6. Other Financial Assets

Particulars	31 March 2023	31 March 2022
<b>Unsecured, Considered good</b> i) Security Deposit	0.18	0.20
<b>TOTAL</b>	<b>0.18</b>	<b>0.20</b>

### 8. Current Tax Assets

Particulars	31 March 2023	31 March 2022
Current Tax Assets (net)	4.45	28.62
<b>TOTAL</b>	<b>4.45</b>	<b>28.62</b>

**9. Other Current Assets**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
<b>Unsecured, Considered good</b>		
i) Deposits with government and others	-	0.16
ii) Minimum Alternate Tax Credit entitlement	6.90	8.00
iii) Employee Advances	1.27	0.25
iv) Other Advances	0.67	134.60
v) IGST	33.27	-
<b>TOTAL</b>	<b>42.11</b>	<b>143.01</b>

**10. Equity share capital**

Particulars	31 March 2023	31 March 2022
<b>AUTHORIZED:</b>		
60,000,000 (Previous years : 60,000,000 ) Equity Shares of Rs.10 each	6,000.00	6,000.00
<b>TOTAL</b>	<b>6,000.00</b>	<b>6,000.00</b>
<b>ISSUED, SUBSCRIBED &amp; PAID-UP CAPITAL</b>		
55,774,000 (Previous years : 55,774,000) Equity Shares of Rs.10 each	5,577.40	5,577.40
<b>TOTAL</b>	<b>5,577.40</b>	<b>5,577.40</b>

**(A) Movement in equity share capital:**

Particulars	No. of Shares	Amount
<b>Balance at March 31, 2022</b>	<b>55,774,000.00</b>	<b>5,577.40</b>
Movement during the year	-	-
<b>Balance at March 31, 2023</b>	<b>55,774,000.00</b>	<b>5,577.40</b>

**(B) The details of shareholders holding more than 5% as on March,31 2023 and March,31 2022**

Name of the shareholder	As at 31 March 2023		As at 31 March 2022	
	No. of Shares	% holding	No. of Shares	% holding
SUNITA GUPTA	8,573,533.00	15.37	8,573,533.00	15.37
RAJ KUMARI AGARWAL	5,229,418.00	9.38	5,229,418.00	9.38
NEENA GUPTA	4,801,772.00	8.61	4,801,772.00	8.61
HARESH COLLECTIONS PVT LTD	10,269,410.00	18.41	10,269,410.00	18.41
RITURAJ SHARES & SECURITIES LIMITED	7,110,225.00	12.75	7,242,959.00	12.99

**(C) Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs 10/- per share Each holder of equity shares is entitled to one vote per share. Dividend , if any proposed by the Board of Directors is subject to the approval of the shareholders in ensuring AGM . In the event of the liquidation of the company , the holders of the equity shares will be entitled to any of the remaining assets of the company after distribution of all preferential allotments in proportion to the no of equity shares held by them.



### 11. Other equity

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
<b>Reserves and surplus</b>		
i) Capital Reserve	135.82	135.82
ii) Retained Earnings	(116.76)	(140.16)
iii) Equity instruments through other comprehensive income	(29.65)	(27.20)
<b>TOTAL</b>	<b>(10.59)</b>	<b>(31.54)</b>

#### (i) Capital Reserve

Particulars	31 March 2023	31 March 2022
Opening balance	135.82	135.82
Movement during the year	-	-
<b>Closing balance</b>	<b>135.82</b>	<b>135.82</b>

#### (ii) Retained earnings

Particulars	31 March 2023	31 March 2022
Opening balance	(140.16)	(167.51)
Profit for the year	20.81	27.35
Items of other comprehensive income recognised directly in retained earnings	2.59	-
<b>Closing balance</b>	<b>(116.76)</b>	<b>(140.16)</b>

#### (iii) Equity instruments through other comprehensive income

Particulars	31 March 2023	31 March 2022
Opening balance	(27.20)	(38.81)
Movement during the year	(2.45)	11.61
<b>Closing balance</b>	<b>(29.65)</b>	<b>(27.20)</b>

### 12. Other Financial Liabilities (non - current)

Particulars	31 March 2023	31 March 2022
Others	0.02	5.56
<b>TOTAL</b>	<b>0.02</b>	<b>5.56</b>

### 13. Other Non Current Liabilities

Particulars	31 March 2023	31 March 2022
Other Non Current liabilities	9.12	-
<b>TOTAL</b>	<b>9.12</b>	<b>-</b>



**14. Deferred Tax Liabilities ( Net)**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
<b>Deferred Tax Liabilities</b>		
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in books of account	1.10	0.19
<b>TOTAL</b>	<b>1.10</b>	<b>0.19</b>

**(a) Deferred tax asset/liability (net)**

Particulars	As at 31 March 2023	As at 31 March 2022
<b>a) Major Components of Deferred Tax Liability/Assets</b>		
<b>Deferred Tax Liability</b>		
Property Plant & Equipment	3.56	1.02
Fair Value Changes	1.82	-
Post Employment Benefits	-	-
<b>Gross Deferred Tax Liabilities</b>	<b>5.38</b>	<b>1.02</b>
<b>(b) Deferred tax Assets(net)</b>		
Property Plant & Equipment	4.69	0.83
Post Employment Benefits	4.19	-
Fair Value Changes	3.66	-
<b>Gross Deferred Tax Assets</b>	<b>12.54</b>	<b>0.83</b>
<b>Net Deferred Tax Liability/(Assets)</b>	<b>(7.16)</b>	<b>0.19</b>

**b) The gross movement in deferred tax account for the year ended 31 March 2023 and 31 March 2022**

Particulars	As at 31 March 2023	As at 31 March 2022
Net Deferred Tax Asset/(Liability) at the beginning of the year	0.19	0.16
Gross Deferred Tax Liabilities	5.38	0.03
Gross Deferred Tax Assets	(12.54)	-
Net Deferred Tax Asset/(Liability) at the end of the year	<b>(6.97)</b>	<b>0.19</b>

**c) Reconciliation of effective tax rate**

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
<b>Profit Before Tax</b>	30.60	36.05
Tax Rate	26.00%	26.00%
<b>Expected Income Tax Expenses</b>	7.96	9.37
Income tax Expenses of prior years	0.78	-
Expenses disallowed	4.11	-
Expenses allowed	-	(0.70)
Deferred Tax	(3.06)	0.03
<b>Income tax Expenses recognised in statement of profit and loss</b>	<b>9.79</b>	<b>8.70</b>



### 15.1 Borrowings

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
<b>Unsecured Loans (Repayable on demand)</b>		
Loans from related parties	1.11	5.57
<b>TOTAL</b>	<b>1.11</b>	<b>5.57</b>

\*\*\* Loan from related party represents loan taken from Directors Leela Murjani and Mahesh Gupta.

### 15.2 & 15.3 Trade payables (Current)

Particulars	31 March 2023	31 March 2022
Dues to micro enterprises and small enterprises	30.77	6.25
Dues to creditors other than micro enterprises and small enterprises	33.45	20.51
<b>TOTAL</b>	<b>64.22</b>	<b>26.76</b>

#### Trade payables as on 31 March, 2023

Particulars	Outstanding for following periods from the due date of payments					Total
	Not due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	30.77	-	-	-	30.77
(ii) Others	-	33.45	-	-	-	33.45
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
<b>Total</b>	-	<b>64.22</b>	-	-	-	<b>64.22</b>

#### Trade payables as on 31 March, 2022

Particulars	Outstanding for following periods from the due date of payments					Total
	Not due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	6.25	-	-	-	6.25
(ii) Others	-	20.42	0.08	0.01	-	20.51
(iii) Disputed MSME	-	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-	-
<b>Total</b>	-	<b>26.67</b>	<b>0.08</b>	<b>0.01</b>	-	<b>26.76</b>

Disclosure of Trade payables as required under section 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, based on the confirmation and information received by the company from the suppliers regarding the status under the Act.

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	31 March 2023	31 March 2022
a) Principal & Interest amount remaining unpaid but not due as at year end	30.77	6.25
b) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
c) Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) Interest accrued and remaining unpaid as at year end	-	-
e) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

#### 16. Other Current liabilities

Particulars	31 March 2023	31 March 2022
i) Advances from customers	1.43	2.21
ii) Statutory liabilities	37.26	4.47
iii) Employee benefits payable	25.95	25.73
iv) Other outstanding liability	15.15	51.60
<b>TOTAL</b>	<b>79.79</b>	<b>84.01</b>



**Summary of significant accounting policies and other explanatory information  
for the year ended 31 March 2023**

**17. Revenue from Operation**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
<u>Sale of Software Services (ITES)</u>		
- Exports	305.38	219.28
- Domestic	366.56	365.86
- Brokerage Income	1.11	0.43
- MTM Profit	-	9.74
- Net gain on Fair value changes on MF	5.77	-
- Speculation Profit	-	0.01
- Dividend Income	3.79	8.67
<b>TOTAL</b>	<b>682.62</b>	<b>603.99</b>

**18. Other income**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
i) Interest Income:		
- from others	125.42	111.15
- from Bank Deposits	1.15	0.82
- Interest on TDS Refund	0.46	-
ii) Other Non Operating Income	-	-
- Other Income ( includes share of Profit of M.M. International )	16.61	5.81
<b>TOTAL</b>	<b>143.64</b>	<b>117.78</b>

**19. Employee benefits expense**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Salaries, wages and bonus	311.78	300.39
Contribution to provident and other funds	15.03	0.32
Staff welfare expenses	4.65	12.68
<b>TOTAL</b>	<b>331.46</b>	<b>313.40</b>

**20. Depreciation and amortization expense**

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Depreciation of property, plant and equipment	6.05	4.18
Amortisation of intangible assets	-	-
<b>TOTAL</b>	<b>6.05</b>	<b>4.18</b>

**21. Other expenses**

(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Power & Fuel	6.94	4.71
Maintenance Exp.	2.59	2.59
<b>Repairs &amp; Maintenance</b>	-	-
- Others	6.19	3.31
Rates & taxes	0.36	0.34
Franchise Exp	-	0.04
Advertisement & Publicity	0.86	0.89
Business Promotion Exp.	53.49	23.53
Legal Expenses	2.89	2.61
Consultancy Charges	27.18	6.54
Cost to Investment Exp	0.50	0.01
<b>Communication Exp</b>	-	-
- Telephone Exp.	5.49	3.21
- Bandwidth Charges	-	2.13
Bank Charges & Commission	0.11	0.14
Board Meeting Exp.	3.20	3.20
Brokergae	0.16	-
Customer Support	35.40	30.65
Software Development Exp.	104.42	89.06
Conveyance	2.56	2.93
Travelling Exp	15.91	8.17
Paypal Charges	1.45	1.26
Rental Charges	0.03	0.85
Referral Fee Paid	24.83	17.71
Printing & Stationery	7.08	1.17
Course Material charges	0.23	1.05
Counsellor Charges	0.45	1.76
Demat Charges	0.01	0.02
Long Term Capital Loss	-	0.25
Short Term Capital Loss	-	0.19
MTM loss	2.78	-
Speculation loss	0.07	-
Software Expenses	0.08	0.24
Subscription Charges	0.45	0.90
Rent	2.40	2.40
Renovation Expenses	-	8.80
Faculty charges	1.81	7.11
Director sitting fees	0.16	0.16
Other Expenses	12.15	17.81
Facebook exp	0.14	1.16
Filing Fees	-	0.02
<b>Statutory Expenses</b>	-	-
- Printing & Stationery AGM	0.06	-
- Share Transfer Fees	0.75	0.58
- Other Statutory Expenses	5.27	5.18
<b>Payment to Auditors</b>	-	-
<b>(a) To statutory auditors</b>	-	-
-Statutory audit fee	0.26	0.26
-Internal Audit Fee	0.60	0.60
-Tax audit fee	0.05	0.05
<b>(b) To others</b>	-	-
-Certification and taxation matters	-	-
<b>TOTAL</b>	<b>329.35</b>	<b>253.58</b>



**Summary of significant accounting policies and other explanatory informations for the year ended 31 March 2023**

(All amount in Rupees Lacs, unless otherwise stated)

**22. Commitments and Contingents Liabilities**

The Commitments and Contingent Liabilities during the year is NIL (PY is NIL)

**23. Related Party Disclosure**

**Information on Related Party transactions as required by Ind AS-24 for the year ended 31 March 2023**

**(a) List Of Related Parties**

Name of the Related Party	Relationship
Ajay Kumar Agarwal	Executive Director
Sagar Mal Gupta	Non-Executive Director
Arpita Gupta	Non-Executive Director
Vikash Kamani	Independent Director
Sushil Kumar Gupta	Independent Director
Mahesh Gupta	Chief Executive Officer
Farzana Chowdhury	Non-Executive Director
Vikash Singh	Chief Financial Officer
Pritika Gupta	Company Secretary
Leela Murjani	Independent Director

**ii) Relative of Key Management Personnel**

Name of the Related Party	Relationship
Leena Consultancy	Enterprise over which key Managerial Personnel is able to exercise significant influence
Rituraj Shares and Securities Ltd	Enterprise over which key Managerial Personnel is able to exercise significant influence
Rituraj Shares and Securities	Enterprise over which key Managerial Personnel is able to exercise significant influence

**iii) Subsidiary Company**

Name	Relationship
Lensel Web Services Pvt Ltd	Wholly Owned Subsidiary
Rituraj Shares Broking Pvt Ltd	Wholly Owned Subsidiary

**(b) Related Party Transaction**

Name of Related Party	Nature of Transaction	Year Ended March 31, 2023	Year Ended March 31, 2022
Farzana Chowdhury	Remuneration	6.48	5.96
Vikash Singh	Remuneration	2.64	2.64
Pritika Gupta	Remuneration	1.68	1.68
Sushil Kumar Gupta	Directors Sitting Fees	0.08	0.08
Mahesh Gupta	Directors Sitting Fees	1.60	1.60
Leela Mujrani	Directors Sitting Fees	1.68	1.68
Arpita Gupta	Legal Fees	2.40	2.40
Arpita Gupta	Reimbursement	3.00	3.00
Mahesh Gupta	Reimbursement	6.96	6.96
Rituraj Shares and Securities Ltd	Loans and Advances Given	-76.34	76.34

Note: During the year ended no amounts written off and written back from/to related parties

(All amount in Rupees Lacs, unless otherwise stated)

**(c) Balance with related parties**

Name of Related Party	Nature of Balance	As at 31 March 2023	As at 31 March 2022
Leena Consultancy	Receivables	197.64	197.64
Rituraj Shares & Securities	Receivables	98.05	98.05
Rituraj Shares & Securities Ltd	Receivables	49.16	113.33
Farzana Chowdhury	Payables	0.52	0.48
Pritika Gupta	Payables	0.22	0.14
Leela Murjani	Loan from Director	1.11	5.57

**24. Earning Per share**

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Net profitable attributable to equity shareholders	20.81	27.35
Weighted average number of equity shares outstanding during the year	55,774,000	55,774,000
Earnings per share basic and diluted (in INR)	<b>0.04</b>	<b>0.07</b>
Face Value of Equity Share	10.00	10.00

**25. Financial Risk Management**

The Company's operational activities expose to various financial risks i.e. market risk, credit risk and risk of liquidity. The Company realizes that risks are inherent and integral aspect of any business. The primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. This note explains the sources of the risk which the entity is exposed and how the entity manages the risk and the related impact on the financial statements.

**a) Market Risk**

Market Risk is the risk of potential adverse change in the Company's income and the value of the net worth arising from the movement in foreign exchange rates, interest rates or other market prices. The Company recognises that the effective management of market risk is essential to the maintenance of stable earnings and preservation of shareholder value. The objective of market risk management to manage and control market risk within acceptable parameters, while optimising the overall returns.

**b) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of borrowings and equity.

**c) Price Risks**

Price risk is the risks that the fair value of a financial instrument will fluctuate due to changes in the market traded price. It arises from the financial assets such as investment in equity instruments such as bond, mutual funds etc. The Company is exposed to price risk mainly from investments carried at FVOCI which are valued using quoted prices in active markets. A sensitivity analysis demonstrating the impact on change in the market prices of these instruments from the prices existing as at reporting date is given below:-

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
Investments carried at FVOCI valued using quoted prices in active market	(7.47)	11.61
	<b>(7.47)</b>	<b>11.61</b>



(All amount in Rupees Lacs, unless otherwise stated)

Particulars	Year Ended 31 March 2023	Year Ended 31 March 2022
INR -increase by 10%	(0.75)	1.16
INR -decrease by 10%	0.75	(1.16)

#### **d) Credit risk**

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to the credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at cost. The Company continuously monitors defaults of customers and their counterparties and incorporates this information into credit risk controls. Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at amortised cost excluding deposits of rent. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place to ensure the amounts are within the defined limits.

Assets are written off when there is no reasonable expectation of recovery, such as debtor declaring bankruptcy or litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in Statement of Profit and Loss.

#### **(i) Trade Receivables:-**

The Company establishes an allowance for impairment that represents its estimates of incurred losses in respect of trade receivables. The allowance account in respect of trade and other receivables is used to record impairment losses unless the Company is satisfied that no recovery of the amount owing is possible. At that point, the financial asset is considered irrecoverable and the amount charged to the allowance account is written off against the carrying amount of the impaired financial asset.

As the Company does not hold any collateral, the maximum expense to credit risk for each class of financial instrument is the carrying amount of that class of financial instrument presented on the statement of financial position. Impairment of trade receivables is based on expected credit loss model (simplistic approach) depending upon the historical data, present financial conditions of customers and anticipated regulatory changes. Company does not hold any collateral in respect of such receivables.

#### **(ii) Financial Instruments and Cash Deposits:-**

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits. Other financial assets measured at cost excluding deposits on rent. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure amounts are within specified limits.

#### **(iii) Credit risk exposure**

This risk is common to all investors who invest in bonds and debt instruments and it refers to a situation where a particular bond/debenture issuer is unable to make the expected principal payment interest rate payment, or both. Similarly, a lender bears the risk that the borrower may default in the payment of contractual interest or principal on its debt obligation, or both. The entity continuously monitors defaults of the customers and other counterparties and incorporates this information into its credit risk control.



(All amount in Rupees Lacs, unless otherwise stated)

**(e) Liquidity risk**

Liquidity risk is the risk that the company will face in meeting its obligation associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses.

The Company maintained a cautious liquidity strategy, with positive cash balance through out the years ended 31 March 2023 and 31 March 2022. Cash flow from operating activities provides funds to service the financial liabilities on a day-to-day basis. The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an ongoing basis to meet operational requirements. Any short term surplus cash generated over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits and other highly marketable instruments with appropriate maturities to optimise the returns on the investments while ensuring the sufficient liquidity to meet its liabilities.

Maturity profile of financial liabilities

The table below analyses the Company's financial liabilities into relevant maturity based on their contractual maturities

As at March 31, 2023	0-1 year	1-5 year	>5 years	Total
Other Financial Liabilities (non-current)	0.02			0.02
Borrowings	1.11			1.11
Trade Payables	64.22	-		64.22
	<b>65.35</b>	-	-	<b>65.35</b>

As at March 31, 2022	0-1 year	1-5 year	>5 years	Total
Other Financial Liabilities (non-current)	5.56			5.56
Borrowings	5.57			5.57
Trade Payables	26.67	0.09		26.76
	<b>37.80</b>	<b>0.09</b>	-	<b>37.88</b>

**(f) Capital Management**

For the purpose of the Company's capital management, capital includes issued equity share capital, share premium and all other equity reserves attributable to equity share holders of the Company. The primary objective of the capital management is to maximise shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return on capital to shareholders or issue of new shares.

**26. Segment Reporting**

As per the requirements of IND AS-108, "Segment Reporting", no disclosures are required to be made since the Group's respective business activity falls within a single primary business segment i.e; Information & Technology and share trading business & brokerage.

**27.** Corporate Social Responsibility is not applicable to the Company.



(All amount in Rupees Lacs, unless otherwise stated)

## 28. Fair Value Measurement

### a) Valuation principles

The fair value of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transactions between market participants at the measurement date.

### b) The carrying value and fair value of financial instruments are as follows:-

Particulars	Note	As at 31 March 2023	As at 31 March 2022
<b>Financial assets</b>			
<b>a) Measured at amortised cost</b>			
(i) Cash and Cash equivalents	6.3	163.43	72.76
(ii) Bank Balances other than cash and cash equivalents	6.4	1.07	0.99
(iii) Trade receivables	4.2 & 6.2	322.80	324.56
(iv) Loans	4.3 & 6.5	1,506.35	1,218.32
(v) Investment in unquoted equity shares	4.1	25.14	66.59
(vi) Investment in debentures	4.1	0.04	0.04
(vii) Investment in partnership	4.1	567.34	541.06
(viii) Other Financial Assets	4.4 & 6.6	3.70	15.51
		<b>2,589.87</b>	<b>2,239.83</b>
<b>b) Measured at fair value through OCI</b>			
(i) Investment in quoted equity shares	4.1 & 7.1	78.00	34.93
(ii) Investment in mutual fund	4.1 & 7.1	-	217.17
		<b>78.00</b>	<b>252.10</b>
<b>c) Measured at fair value through PL</b>			
(i) Investment in mutual fund	4.1 & 7.1	22.08	-
		<b>22.08</b>	-
<b>Total Financial Assets</b>		<b>2689.95</b>	<b>2,491.93</b>
<b>Financial Liabilities</b>			
Other Financial Liabilities (non-current)	12	0.02	5.6
Borrowings	14.1	1.11	5.57
Trade Payables	14.2 & 14.3	64.22	26.76
<b>Total Financial Liabilities</b>		<b>65.35</b>	<b>37.89</b>

### c) Fair value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used, in determining the fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath:

Level 1:- Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2:- Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3:- Inputs for assets or liabilities that are not associated on observable market date (unobservable input).

(All amount in Rupees Lacs, unless otherwise stated)

**(i) Recognised and measure at fair value**

The following table provides the fair value measurement hierarchy of the Company's financial assets / liabilities

**AS AT 31 MARCH 2023**

<b>Particulars</b>	<b>Level 1</b>	<b>Level 2</b>
Investment in equity shares	78.00	
Investment in mutual funds	22.08	

**AS AT 31 MARCH 2022**

<b>Particulars</b>	<b>Level 1</b>	<b>Level 2</b>
Investment in equity shares	34.93	
Investment in mutual funds	217.17	

**(ii) The following methods and assumptions were used to estimate the fair value:-**

- (a) Long term fixed rates receivables/ borrowings are evaluated by the company based on the parameters such as interest rates and creditworthiness of the customers and the risk characteristic of the financed project. Based on the evaluations , allowances are taken into account for the expected losses of these receivables.
- (b) The fair value of the loans from banks and financial liabilities as well as other non-current financial liabilities is estimated by discounting future cash flows using the rates currently available for debt on similar terms , credit risk and remaining maturities. Their valuation requires management to use observable inputs in the model , management regularly assesses a range of reasonably possible for those significant unobservable inputs and determines the impact on the total fair value.

**29. Post Retirement Benefit Obligation**

(All amount in Rupees Lacs, unless otherwise stated)

**As per Actuarial Valuation as on 31 March 2023 and 31 March 2022 recognised in the financial statement in respect of Employee Benefit Expense**
**(a) Amount recognised in Balance Sheet**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>Gratuity:-</b>		
1) Present Value of Obligation	11.44	12.15
2) Fair Value of Plan Assets	-	-
3) (Surplus)/ Deficit	11.44	12.15
4) Effect of Assets Celling, if any	-	-
5) Net Assets / (Liability)	11.44	12.15

**(b) Expense recognised in Statement of Profit & Loss & Other Comprehensive Income (OCI)**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>i) Expenses recognized in the Statement of Profit &amp; Loss</b>		
1) Current Service Cost	2.04	2.20
2) Interest Cost	0.75	1.59
3) Past Service Cost	-	-
<b>Net Impact on Profit &amp; loss (before tax)</b>	<b>2.79</b>	<b>3.79</b>

**ii) Expenses recognized in the Other Comprehensive Income**

1) Actuarial (gains)/ losses arising from change in financial assumption	-0.38	-0.46
2) Actuarial (gains)/ losses arising from change in experience adjustment		
3) Actuarial (gains)/ losses arising from change for Plan Liabilities	-3.12	-18.05
4) Actuarial (gains)/ losses arising from change in demographic assumptions	-	-
<b>Net Expense recognised in Other comprehensive Income (before tax)</b>	<b>-3.50</b>	<b>-18.51</b>

**(c) Movement in the present value of defined benefit obligations:**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>Gratuity:-</b>		
1) Defined Benefit Obligation, Beginning of Period	12.15	26.87
2) Current Service Cost	2.04	2.20
3) Interest Cost	0.75	1.59
4) Actuarial (Gains)/Losses	-3.50	-18.51
5) Actual Benefits Paid	-	-
5) Defined Benefit Obligation, End of Period	<b>11.44</b>	<b>12.15</b>

**(d) Actuarial Assumption**

(All amount in Rupees Lacs, unless otherwise stated)

Particular	Year ended 31 March 2023	Year ended 31 March 2022
<b>Financial Assumption</b>		
Discount Rate	6.60%	6.50%
Salary Escalation Rate	5.00%	5.00%

**Demographic Assumption**

Mortality Rate	IAM-2012-14	IAM-2012-14
Withdrawal rates, based on age (per annum)		
Up to 30 Years	3.00%	3.00%
31 to 44 Years	2.00%	2.00%
44 to 60 Years	1.00%	1.00%

**(e) Sensitivity Analysis**

Particular	Year ended 31 March 2023	Year ended 31 March 2022
Defined Benefit Obligation	11.44	12.15

Particular	31 March 2023		31 March 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+1%) (% change compared to base due to sensitivity)	6.00%	5.00%	6.00%	5.00%
Salary Growth Rate (-/+1%) (% change compared to base due to sensitivity)	5.50%	6.00%	6.00%	5.50%

The Sensitivity analyses above have been determined based on reasonably possible changes of the respective assumption occurring at the end of the reporting period & may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumption constant. when calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods & types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

**Note :** Disclosure for both 31.03.2023 & 31.03.2022 given on the basis of Ind AS-19.



(All amount in Rupees Lacs, unless otherwise stated)

### 30. Statement of Ratio Analysis

SI No	Ratio	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	Change (Greater than 25%)	Reasons
(i)	Current Ratio	Current Assets	Current Liabilities	2.50	3.61	-30.71%	
(ii)	Debt-Equity Ratio	Total Debt	Shareholder's Equity	0.02%	0.10%	-80.18%	
(iii)	Debt Service Coverage Ratio	Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Interest and lease payments + Principal repayments	-	-	-	
(iv)	Return on Equity Ratio	Net profit after tax	Average Net Worth/ Shareholder's Equity	0.37%	0.49%	-24.33%	
(v)	Inventory turnover ratio	Cost of goods sold	Average Inventory	-	-	-	
(vi)	Trade Receivable Turnover Ratio	Net Sales	Average Accounts Receivable	2.11	1.84	14.50%	
(vii)	Trade payables turnover ratio	Net Credit Purchases	Average Accounts Payable	2.83	3.17	-10.75%	
(viii)	Net capital turnover ratio	Net Sales	Working Capital	3.14	1.99	57.54%	Due to increase in trade payables
(ix)	Net profit ratio	Profit after Tax	Net Sales	0.03	0.05	-32.68%	
(x)	Return on Capital employed	Earning Before Interest and Tax	Capital Employed	0.02%	0.10%	-80.18%	
(xi)	Return on Investment	Interest Income	Cost of Investment	-	-	-	

(All amount in Rupees Lacs, unless otherwise stated)

**31. Additional information pursuant to the guidance note on division II -Ind AS Schedule III to the Companies Act 2013**

**AS AT 31 MARCH 2023**

Name of the entity in the group	Net Assets, i.e total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	As at March 31 March 2023	As % of consolidated profit or loss	Year ended 31 March 2023	As % of consolidated other comprehensive	Year ended 31 March 2023	As % of consolidated total comprehensive	Year ended 31 March 2023
<b>Parent</b>								
Lee & Nee Softwares ( Exports) Ltd.	92.33%	5,140.03	88.27%	18.37	2914.29%	4.08	107.16%	22.45
<b>Subsidiary (Indian)</b>								
Lensel Web Services Private Limited	1.31%	73.06	-0.29%	(0.06)	285.71%	0.40	1.62%	0.34
Rituraj Shares Broking Private Limited	6.35%	353.72	12.01%	2.50	-3100.00%	(4.34)	-8.78%	(1.84)
<b>Minority interests in all subsidiaries</b>	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>5,566.81</b>	<b>100.00%</b>	<b>20.81</b>	<b>100.00</b>	<b>0.14</b>	<b>100.00%</b>	<b>20.95</b>

**AS AT 31 MARCH 2022**

Name of the entity in the group	Net Assets, i.e total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	As at March 31 March 2022	As % of consolidated profit or loss	Year ended 31 March 2022	As % of consolidated other comprehensive	Year ended 31 March 2022	As % of consolidated total comprehensive	Year ended 31 March 2022
<b>Parent</b>								
Lee & Nee Softwares ( Exports) Ltd.	92.28%	5,117.58	64.68%	17.69	74.20%	28.91	49.41%	19.25
<b>Subsidiary (Indian)</b>								
Lensel Web Services Private Limited	1.31%	72.72	8.26%	2.26	-	-	5.80%	2.26
Rituraj Shares Broking Private Limited	6.41%	355.56	27.06%	7.40	25.80%	10.05	44.79%	17.45
<b>Minority interests in all subsidiaries</b>	-	-	-	-	-	-	-	-
<b>Total</b>	<b>100.00%</b>	<b>5,545.86</b>	<b>100.00%</b>	<b>27.35</b>	<b>100.00</b>	<b>38.96</b>	<b>100.00%</b>	<b>38.96</b>



**32. Other Additional Regulatory Information as per Schedule III**

- a) Disclosure in relation to undisclosed income : The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the period ending 31st March, 2023 and also for the period ending 31st March, 2022 in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (b) Relationship with Struck off Companies : The Company do not have any transactions with company's struck off during the period ending 31st March, 2023 and also for the period ending 31st March, 2022
- (c) Details of Benami Property held : The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company during the period ending 31st March, 2023 and also for the period ending 31st March, 2022 for holding any Benami property.
- (d) Registration of charges or satisfaction with Registrar of Companies (ROC) : The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period, during the period ending 31st March, 2023 and also for the period ending 31st March, 2022
- (e) Details of Crypto Currency or Virtual Currency : The Company have not traded or invested in Crypto currency or Virtual Currency during the period ending 31st March, 2023 and also for the period ending 31st March, 2022
- (f) Utilisation of Borrowed Fund & Share Premium :
- I. The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- II. The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**33.** Financials have been prepared after incorporating adjustments for regrouped/ rearranged retrospectively , where necessary, to conform to the current year's presentation.

As per our report of even date attached  
**For N H Agrawal & Associates**  
**Chartered Accountants**  
**Firm's Registration Number: 0327511E**

Nitin Hukumchand Agrawal  
Partner  
Membership Number: 129179

Place: Kolkata  
Date: 26th May, 2023

For and on behalf of the Board  
**LEE & NEE SOFTWARES (EXPORTS) LTD**

Ajay Kumar Agarwal  
Director  
(DIN : 01265141)

Vikash Singh  
Chief Financial Officer

Arpita Gupta  
Director  
(DIN : 02839878)

Pritika Gupta  
Company Secretary





# Lee & Nee

Softwares (Exports) Ltd.

CIN : L70102WB1988PLC045587

REGD. OFFICE : 14B, CAMAC STREET  
KOLKATA - 700 017, INDIA  
PH. : 91-33-4069 5100 / 4065 0374  
FAX : 91-33-4001 6766  
Email : info@lnset.com  
Website : www.lnset.com

September 29, 2023

To,  
The Secretary  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai -400 001  
Script code : 517415

To,  
The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata-700001

Dear Sir /Madam,

**Sub: Outcome of the Annual General Meeting held on 29<sup>th</sup> September, 2023**

This is to inform you that at the 35<sup>th</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2023 through Video Conferencing/Other Audio Visual Means at 11 A.M, the members approved the following:

**Ordinary Business:**

1. The Audited Financial Statements (both consolidated and standalone) for the year ended March' 31<sup>st</sup>, 2023 which includes the Statement of Profit & Loss, Statement of changes in Equity & Cash flow Statement for the year ended March 31<sup>st</sup>, 2023 and the Balance Sheet as at that date were considered and adopted.
2. Appoint a Director in place of Mrs. Arpita Gupta (DIN 02839878), who retires by rotation and, being eligible, offers herself for re-appointment.

**Special Business:**

3. Appoint Mr. Mahesh Gupta (DIN: 01606647) as a Director of the Company.
4. Appoint Mr. Mahesh Gupta (DIN: 01606647) as a Managing Director of the Company.
5. Appoint Mr. Milan Garg (DIN: 09706357) as an Independent Director of the Company.
6. Appoint Mrs. Suman Murarka (DIN: 09023369) as an Independent Director of the Company.

The above businesses were transacted through remote e-voting as required under the Companies Act, 2013 and Listing Regulations.

The above Outcome is submitted for your information and record.

Thanking You,

Yours truly,  
For Lee & Nee Softwares (Exports) Ltd

Lee & Nee Softwares (Exports) Ltd.

Arpita Gupta

Director

Arpita Gupta  
(Director)

General information about company	
Scrp code	517415
NSE Symbol	
MSEI Symbol	
ISIN	INE791B01014
Name of the company	Lee & Nee Softwares (Exports) Ltd.
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2023
Start time of the meeting	11:00 AM
End time of the meeting	11:35 AM

Scrutinizer Details	
Name of the Scrutinizer	RASNA GOYAL
Firms Name	RASNA GOYAL
Qualification	CS
Membership Number	9096
Date of Board Meeting in which appointed	12-06-2023
Date of Issuance of Report to the company	30-09-2023

Voting results	
Record date	22-09-2023
Total number of shareholders on record date	29347
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	10
b) Public	43
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				The Audited Financial Statements (both standalone and consolidated) for the year ended March 31st, 2023 which includes the Statement of Profit & Loss & Cash Flow Statement for the year ended March 31st, 2023 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38812873	38812873	100	38812873	0	100	0
	Postal Ballot (if applicable)							
	Total		38812873	38812873	100	38812873	0	100
Public- Institutions	E-Voting							
	Poll							
	Total							
Public- Non Institutions	E-Voting	16961127	1772180	10.4485	1751791	20389	98.8495	1.1505
	Poll							
	Total		16961127	1772180	10.4485	1751791	20389	98.8495
Total		55774000	40585053	72.767	40564664	20389	99.9498	0.0502
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Mrs. Arpita Gupta (DIN 02839878), who retires by rotation be and is hereby reappointed as a Director of the Company."				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38812873	38812873	100	38812873	0	100	0
	Postal Ballot (if applicable)							
	Total		38812873	38812873	100	38812873	0	100
Public- Institutions	E-Voting							
	Poll							
	Total							
Public- Non Institutions	E-Voting	16961127	1772180	10.4485	1751888	20292	98.855	1.145
	Poll							
	Total		16961127	1772180	10.4485	1751888	20292	98.855
Total		55774000	40585053	72.767	40564761	20292	99.95	0.05
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Mahesh Gupta (DIN :01606647) as Director of the company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38812873	38812873	100	38812873	0	100	0
	Postal Ballot (if applicable)							
	Total		38812873	38812873	100	38812873	0	100
Public- Institutions	E-Voting							
	Poll							
	Total							
Public- Non Institutions	E-Voting	16961127	1772180	10.4485	1751888	20292	98.855	1.145
	Poll							
	Total		16961127	1772180	10.4485	1751888	20292	98.855
Total		55774000	40585053	72.767	40564761	20292	99.95	0.05
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Appointment of Mr. Mahesh Gupta (DIN :01606647) as Manging Director of the company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38812873	38812873	100	38812873	0	100	0
	Postal Ballot (if applicable)							
	Total		38812873	38812873	100	38812873	0	100
Public- Institutions	E-Voting							
	Poll							
	Total							
Public- Non Institutions	E-Voting	16961127	1772180	10.4485	1751883	20297	98.8547	1.1453
	Poll							
	Total		16961127	1772180	10.4485	1751883	20297	98.8547
Total		55774000	40585053	72.767	40564756	20297	99.95	0.05
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Milan Garg (DIN:09706357) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38812873	38812873	100	38812873	0	100	0
	Postal Ballot (if applicable)							
	Total		38812873	38812873	100	38812873	0	100
Public- Institutions	E-Voting							
	Poll							
	Total							
Public- Non Institutions	E-Voting	16961127	1772180	10.4485	1751888	20292	98.855	1.145
	Poll							
	Total		16961127	1772180	10.4485	1751888	20292	98.855
Total		55774000	40585053	72.767	40564761	20292	99.95	0.05
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mrs. Suman Murarka (DIN: 09023369) as an Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	38812873	38812873	100	38812873	0	100	0
	Postal Ballot (if applicable)							
	Total		38812873	38812873	100	38812873	0	100
Public- Institutions	E-Voting							
	Poll							
	Total							
Public- Non Institutions	E-Voting	16961127	1772180	10.4485	1751883	20297	98.8547	1.1453
	Poll							
	Total		16961127	1772180	10.4485	1751883	20297	98.8547
Total		55774000	40585053	72.767	40564756	20297	99.95	0.05
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	