
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

35th Annual General Meeting of the Members of M/s Lee & Nee Softwares (Exports) Limited held on Friday, 29th 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 35th Annual General Meeting ("AGM") of Lee & Nee Softwares (Exports) Limited held through Video Conferencing (VC)/Other Audio- Visual Means (OAVM) on 29th 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 5th May, 2020 read with circular dated 8th April,2020 and 13th April, 2020 and General Circular No.02/2021 dated 13th 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 12th May, 2020 read with the circular dated 15th 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 29th, 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 35th 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. 22nd 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, 26th September, 2023 at 09.00 a.m. and ended on Thursday, 28th 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 31st, 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 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.”

	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
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	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 12th, 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 12th August, 2023 till 11th 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 12th 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 Goyal)
Proprietor
SCRUTINIZER
FCS: 9096, CP No.: 9209
PRN No.: 2094/2023
FRN No.: I2010WB747300

Place: Kolkata
Dated: 30th September, 2023
UDIN No.: F009096E001133494