



# Lee & Nee

Softwares (Exports) Ltd.

CIN : L70102WB1988PLC045587

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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
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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)



**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 & Nee Softwares (Exports) Ltd.

*Ajay Aggarwal*  
CHAIRMAN *Director*