



RASNA GOYAL

FCS, B.Com(H)

Practicing Company Secretary

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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

34th Annual General Meeting of the Members of M/s Lee & Nee Softwares (Exports) Limited held on Thursday, 29th September, 2022 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 34th Annual General Meeting ("AGM") of Lee & Nee Softwares (Exports) Limited held through Video Conferencing (VC)/Other Audio- Visual Means (OAVM) on 29th September, 2022 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 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 Thursday, September 29th, 2022 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 34th 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, 2022 were entitled to vote on the Resolutions as contained in the notice of the AGM.
4. The period for remote e-voting commenced from Monday, 26th September, 2022 at 09.00 a.m. and ended on Wednesday, 28th September, 2022 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 1.00 p.m in the presence of two witnesses, Ms. Amrita Agarwal 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, 2022, 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, 2022, together with the Report of the Auditors thereon:

“RESOLVED THAT the Audited Financial Statements (both standalone and consolidated) for the year ended March 31st, 2022 which includes the Statement of Profit & Loss & Cash flow Statement for the year ended March 31st, 2022 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	110	41356130	NIL	NIL	110	41356130	99.7029%
Voted against the Resolution	11	123249	NIL	NIL	11	123249	0.2971%
Total	121	41479379	NIL	NIL	121	41479379	100%
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 2 - Appointment of Mr. Sagar Mal Gupta (DIN 00536428) as a Director liable to retire by rotation:

“RESOLVED that Mr. Sagar Mal Gupta (DIN 00536428) 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	107	41354835	NIL	NIL	107	41354835	99.7005%



Resolution							
Voted against the Resolution	14	124244	NIL	NIL	14	124244	0.2995%
Total	121	41479079	NIL	NIL	121	41479079	100%
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 3 - Appointment of Statutory Auditor of the Company for a term of 5 years

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or reenactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. N H Agarwal & Associates, Chartered Accountants, (Firm Registration No. 327511E), situated at 327, Gate No 2, 3rd Floor, Poddar Court, 18, Rabindra Sarani, Kolkata - 700001, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, M/s. Jain Sonu & Associates, Chartered Accountants (Firm Registration Number.: 324386E), for a term of five consecutive years, from the conclusion of this thirty fourth (34th) Annual General Meeting till the conclusion of the Thirty Ninth (39th) Annual General Meeting to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Audit Committee 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	108	41355380	NIL	NIL	108	41355380	99.7018%
Voted against the Resolution	13	123699	NIL	NIL	13	123699	0.2982%
Total	121	41479079	NIL	NIL	121	41479079	100%
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL



All the Resolutions mentioned in the AGM Notice dated 10th August, 2022 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
Practising Company Secretary

Rasna Goyal

CP No. 9209

(Rasna Goyal)

Proprietor

FCS: 9096, CP No.: 9209

SCRUTINIZER

Place: Kolkata

Dated: 29th September, 2022

UDIN No.: F009096D001080903



We the undersigned have witnessed that the votes in respect of e-voting of shareholders of M/s Lee & Nee Softwares (Exports) Limited were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on 29th September, 2022.

Amrita Agarwal

Amrita Agarwal
68, Jessore Road
Kolkata- 700055
West Bengal

Sushil Kumar Goyal

Sushil Kumar Goyal
883, Jessore Road
Kolkata- 700055
West Bengal