RASNA GOYAL
FCS, B.Com(H)
Practicing Company Secretary

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Combined Scrutinizer's Report on Remote E-Voting & Voting by Physical Ballot

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 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 (E[illegible]
Kolkata-700017

31st Annual General Meeting of the Equity Shareholders of M/s Lee & Nee Softwares (Exports) Limited held on 27th September, 2019 at 11.00 A.M. at Shishir Mitra Hall, 3rd Floor, Webel Bhavan, Block EP & GP, Sector-V, Salt Lake, Kolkata-700091

Sub: Passing of Resolution(s) through Remote E-voting process as well as voting through Physical Ballot conducted at the venue of the AGM 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 Poll conducted through Physical Ballot Forms carried out for the Resolutions (Item Nos. 1 to 5) as set out in the notice dated 19th July, 2019 proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. 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 Poll on the Resolutions contained in the notice of the 31st Annual General Meeting "AGM" of the Company.

2. As Scrutinizer for Remote E-Voting process and for Poll 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 ballot papers at the meeting and reports generated from the e-voting system provided by the National Securities Depository Limited "NSDL".

3. The shareholders of the Company holding shares as on the "cut-off" date i.e. 20th September, 2019 were entitled to vote on the Resolutions as contained in the notice of the AGM.

4. The remote e-voting commenced from Tuesday, 24th September, 2019 at 09.00 a.m. and ended on Thursday, 26th September, 2019 at 5.00 p.m. and remote e-voting was blocked thereafter by NSDL.

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5. At the end of the voting period on 26th September, 2019 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.

6. At the venue of the 31st AGM of the Company held on 27th September, 2019 the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.

7. Immediately after the conclusion of voting at the AGM venue, the polling box containing the ballot papers was opened and votes were counted and reconciled with the records maintained by the Registrar and Transfer Agent of the Company in the presence of two witnesses being not employees of the Company present at the meeting.

8. Thereafter, the results of Remote E-voting was unblocked from the website of M/s. National Secrities Depository Limited "NSDL" i.e. www.evoting.nsdl.com in the presence of Ms. Pooja Agarwal and Mr. Sushil Kumar Goyal who are not in the employment of the Company.

9. Thereafter, I as a scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

ORDINARY BUSINESS (Ordinary Resolution)

Item No. 1 – Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon and

(b) Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon:

	Remote e-voting		Voting through Physical Ballot 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	27	41120953	NIL	NIL	27	41120953	99.999
Voted against the Resolution	3	556	NIL	NIL	3	556	0.001
Total	30	41121509	NIL	NIL	30	41121509	100
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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Item No. 2 - Appointment of Mr. Sagar Mal Gupta (DIN: 00536428), who retires by rotation and being eligible, offers himself for re-appointment.

	Remote e-voting		Voting through Physical Ballot 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	27	41120953	NIL	NIL	27	41120953	99.999
Voted against the Resolution	3	556	NIL	NIL	3	556	0.001
Total	30	41121509	NIL	NIL	30	41121509	100
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

SPECIAL BUSINESS (Special Resolution)

Item No. 3 – Re-Appointment of Mr. Vikash Kamani(DIN: 06875355) as an Independent Director to consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Vikash Kamani (DIN:06875355), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Vikash Kamani as a candidate for the office of Director be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 27, 2019 up to September 26, 2024."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

	Remote e-voting	Voting through Physical Ballot 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	27	41120953	NIL	NIL	27	41120953	99.999
Voted against the Resolution	3	556	NIL	NIL	3	556	0.001
Total	30	41121509	NIL	NIL	30	41121509	100
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 4 – Re-Appointment of Mr. Sushil Kumar Gupta (DIN: 00535958) as an Independent Director to consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Sushil Kumar Gupta (DIN:00535958), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Sushil Kumar Gupta as a candidate for the office of Director, be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

	Remote e-voting		Voting through Physical Ballot 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	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

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			proxy)				cast
Voted in favour of the Resolution	27	41120953	NIL	NIL	27	41120953	99.999
Voted against the Resolution	3	556	NIL	NIL	3	556	0.001
Total	30	41121509	NIL	NIL	30	41121509	100
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 5 – Re-Appointment of Ms. Leela Murjani (DIN: 02413222), as an Independent Director to consider and if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Ms. Leela Murjani (DIN:02413222), who was appointed as an Independent Director at the Twenty Sixth Annual General Meeting of the Company and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Ms. Leela Murjani as a candidate for the office of Director be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 27, 2019 up to September 26, 2024."

"**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

	Remote e-voting		Voting through Physical Ballot 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	27	41120953	NIL	NIL	27	41120953	99.999

KOLKATA

Resolution							
Voted against the Resolution	3	556	NIL	NIL	3	556	0.001
Total	30	41121509	NIL	NIL	30	41121509	100
Invalid votes	NIL	NIL	NIL	NIL	NIL	NIL	NIL

All the papers relating to voting by remote e-voting and polls shall remain in the safe custody of the Scrutinizer until the Chairman, considers, approves and signs the minutes of the AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company Secretary/Chairman, authorized by the Board for safe keeping.

Soft copy containing a list of equity shareholders who voted **"FOR", "AGAINST"** and those whose votes were declared "INVALID / ABSTAINED" for each resolution is being delivered to the Company Secretary/Chairman, authorized by the Board for safe keeping separately.

All the Resolutions mentioned hereinabove stand passed with the required majority through Remote e-voting and Poll and deemed to have been passed on the date of the AGM; accordingly I request the Chairman of the Company to announce the result 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: 28th September, 2019

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 27th September, 2019.

Pooja Agarwal
Pooja Agarwal
B-507, Regent Sagar
Kolkata- 700059
West Bengal

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