



**RASNA GOYAL**

B.Com(H), ACS, CFM  
Practicing Company Secretary

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## Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

Date: 25.09.2014

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

Dear Sir,

1. I, CS Rasna Goyal, Company Secretaries in Practice having CP No. 9209, has been appointed by the Board of Directors of **Lee & Nee Softwares(Exports) Limited** (the Company) as a scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Saturday the 27<sup>th</sup> day of September, 2014 at Shishir Mitra Hall, 3<sup>rd</sup> Floor, Webel Bhavan, Block EP & GP, Sector-V, Saltlake, Kolkata - 700091.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 26<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-
  - i. The e-voting period remained open from Monday, 22<sup>nd</sup> September, 2014 (9:30 A.M.) to Tuesday, 23<sup>rd</sup> September, 2014 (5:30 P.M.)
  - ii. The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 26<sup>th</sup> AGM of the Company)



- iii. The votes cast were unblocked on September 23, 2014 in the presence of 2 witnesses, who are not in the employment of the Company.
- iv. Thereafter, the details containing *inter alia*, list of Equity Share Holders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited ("CDSL") i.e. <https://evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

**Item No. 1:-**

**Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014, the Profit & Loss Account for the year ended on that date, and the reports of the Auditors and Directors thereon:**

(i) Voted in favour of the resolution

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
89	41254386	99.999

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	501	.001

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

**Item No. 2**

**Ordinary Resolution to appoint a Director in place of Mrs. Arpita Gupta (DIN:02839878), who retires by rotation at the Annual General Meeting and being eligible has offered herself for re-appointment.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
88	41254186	99.998%



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	701	.002%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

Item No. 3:-

**Ordinary Resolution to appoint Auditors and fix their remuneration.**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
89	41254386	99.999%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	501	.001%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

Item No. 4:-

**Ordinary Resolution to appoint Mr. Vikash Kamani (DIN :06875355), as Independent Director:**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
89	41254386	99.999%



(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
1	501	.001%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

Item No. 5:-

**Ordinary Resolution to appoint Mr. Sushil Kumar Gupta (DIN :00535958), as an Independent Director:**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
88	41254186	99.998%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	701	.002%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

Item No. 6:-

**Ordinary Resolution to appoint Ms. Leela Murjani (DIN :02413222), as an Independent Director:**

(i) Voted in favour of the resolution:



Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
88	41254186	99.998%

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
2	701	.002%

(iii) Invalid votes

Total number of members whose votes were declared invalid	Total number of votes cast by them
None	None

Thanking You,

Yours Faithfully,

*Rasna Goyal*

CS Rasna Goyal  
Scrutinizer



M. No. : 20852  
C.P. No.: 9209

Place : Kolkata  
Date : 25.09.2014