



Lee & Nee

Softwares (Exports) Ltd.

REGD. OFFICE : 14B, CAMAC STREET
KOLKATA - 700 017, INDIA
PH. : 91-33-4065 0370 / 76
FAX : 91-33-2281 6287
Email : info@lnsel.com
Website : www.lnsel.com

25th July, 2014

To
Mr. Sushil Kumar Gupta
369/14, Dakshindari Road,
4th Floor, Flat No.9, Sreebhumi
Kolkata 700 048

Dear Sir,

Sub : APPOINTMENT AS NON-EXECUTIVE DIRECTOR

On behalf of M/s Lee & Nee Softwares (Exports) Ltd. I have pleasure confirming your appointment to the Board of the Company as a non-executive director.

1. List of the current members of the Board (including you) is as follows:

Mr. Ajay Agarwal	-	Executive Director
Mr. Sagar Mal Gupta	-	Promoter Director
Mrs. Arpita Gupta	-	Non-Executive Director
Mr. Vikash kamani	-	Independent Director
Mr. Sushil Kumar Gupta	-	Independent Director
Miss Leela Murjani	-	Independent Director

2. Your induction will occur on 25th July, 2014.

3. In accordance with the Company's Constitution, your appointment is for the term of 5 years.

4. Your appointment as a non-executive director is contingent upon fulfilment of your obligations and your successful election by shareholders of the Company. Continuation of your appointment as Chair is contingent upon your re-appointment by the Board.

5. You agree to apply yourself and discharge your duties as a non-executive director in accordance with the Constitution of the Company and the Companies Act 2013 and rules made there under. You are expected to attend:

- (a) regular Board meetings and to ensure you have read and understood all papers and information provided to you in relation to each Board meeting and undertake such additional enquiries as you deem necessary and appropriate to be informed of the Company's financial and operational performance. It is envisaged this will involve an average time commitment of 1 (One) hours per quarter;
- (b) the annual general meeting of the Company;



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- (c) the annual Board day; and
 - (d) a site visit (if applicable).
6. By accepting this appointment you have confirmed you are able to allocate sufficient time to meet the expectations of your role. You should seek the agreement of the Chair before you accept any additional commitments that may affect the time allocated to your role as a non-executive director of the Company.

You have agreed to become a member of and to attend the relevant meetings of the Audit Committee / Remuneration Committee / Nomination Committee. During your term in office, the Company may request you to be a member of additional committees / any one or more committees, including but not limited to, the Audit Committee, the Nomination Committee and the Remuneration Committee as may be established by the Company when it sees fit or as required by law. Upon your appointment to any one or more committees, you will be provided with the appropriate committee charter which sets out the functions of that committee.
7. You will receive a director's fee of Rs.10,000/- per annum (plus statutory superannuation). You are entitled to fees or other amounts as the Board determines where you perform special duties or otherwise perform services outside the scope of the ordinary duties of a director. You may also be reimbursed for out of pocket expenses incurred as a result of your directorship or any special duties.
8. You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal professional privilege) which affect your independence. You are required to notify the Company anytime there is any change in these interests. In particular, you are required to notify the Company Secretary of any changes to securities you hold in the Company no later than 3 business days after the change or, in the event you begin to have or cease to have a substantial holding, the business day after the change.
9. Any confidential information which may come to your knowledge in the performance of your duties as a director of the Company must not be divulged, except so far as:
 - (a) may be necessary in connection with the proper performance of your duties to the Company;
 - (b) the Company may from time to time authorise and that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or
 - (c) you may be required by law to disclose.
10. You will not, except with the prior written consent of the Company, be in any way connected with or interested in any business in competition with that of the Company or its subsidiaries (other than as a provider of legal services). This does not prevent you from holding equity in other companies.
11. The office you hold as a director becomes vacant in the following circumstances:

DEVELOPMENT OFFICE :

Module. 511 - 513, SDF Building, 4th Floor, Block - GP, Sector - V, Salt Lake, Kolkata - 700 091, Ph. : (033) 4069 5180 / 81 / 82



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- (a) you cease to be a director under any provision of the Companies Act 2013;
- (b) you become bankrupt or make any arrangement or composition with your creditors generally;
- (c) you become prohibited from being a director by reason of any order made under the Companies Act 2013;
- (d) you become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (e) you resign your office by notice in writing to the Company;
- (f) you are removed from office by resolution of the Company;
- (g) you are not re-elected to office; or
- (h) any other circumstances as specified in the Company's Constitution.

12. It is agreed that this is a contract for services and is not a contract of employment.

Please acknowledge your acceptance by signing where indicated below.

Yours sincerely
For Lee & Nee Softwares (Exports) Ltd.

AJAY AGARWAL
CHAIRMAN

I confirm and agree to the above

SUSHIL KUMAR GUPTA

Dated: 25/9/2014.