

Format of Corporate Governance Report to be submitted by listed entity on quarterly basis

- 1 Name of Listed Entity: LEE AND NEE SOFTWARES EXPORTS LIMITED  
 2 Quarter Ending: 31ST MARCH 2016

## Composition of Board of Directors

Title (Mr/Ms.)	Name of the Directors	PAN and DIN	Category (Chairperson/Executive/ Non Executive/ Independent/Nominee)	Date of Appointment in the current term	Tenure	No of Directorship in listed entities including this listed entity	No. of membership in Audit/ Stakeholder Committee(s) including this listed entity	No of Post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Sagarmal Gupta	ACVPG5705B 00536428	Promoter	30-11-1992	-	1	2	
Mr.	Ajay Kumar Agarwal	ACEPA2810Q 01265141	Executive	29-4-2004	-	1		
Mr.	Sushil Kumar Gupta	ADLPG3037H 00535958	Independent- Non Executive	25-7-2014	5	1	1	
Mr.	Vikash Kamani	AFOPK4192A 06875355	Independent- Non Executive	25-4-2014	5	1		1
Miss.	Leela Murjani	ADQPM9518E 02413222	Independent- Non Executive	25-7-2014	5	1	1	
Ms.	Arpita Gupta	ADQPA5454H 02839878	Non Executive	24-10-2009	-	1		1

\* PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/nominee.

if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director, without any cooling off period.

Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity

II

## Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nomin)
1. Audit Committee	Mr. Vikash Kamani Mr. Sushil Kumar Gupta Mr. S.M Gupta	Chairman- Independent- Non Executive Independent- Non Executive Promoter
2. Nomination & Remuneration Committee	Mr. Vikash Kamani Mrs. Arpita Gupta Miss Leela Murjani	Chairman- Independent- Non Executive Non Executive Independent- Non Executive
3. Risk Management Committee (if applicable)		Not Applicable
4. Stakeholders Relationship Committee	Mrs. Arpita Gupta Mr. S.M Gupta Miss. Leela Murjani	Chairman- Non Executive Promoter Independent- Non Executive

Category of directors means executive/non-executive/independent/Nominee.  
if a director fits into more than one category write all categories separating them with hyphen

III

Meeting of Board of Directors		
Date(s) of Meeting (if any in the previous quarter)	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30th October 2015	20th January 2016	80

IV

Meeting of Committees		
Date(s) of meeting of the committee in therelevant quarter	Date(s) of meeting of the committee in theprevious quarter	Maximum gap betweenany two consecutive meetings in number of days*
Audit Committee 20th January 2016	30th October 2015	80

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V.

Related party Transactions		Compliance status (Yes/No/NA) <sup>1</sup> refer note below
Subject		
Whether prior approval of audit committee obtained		
Whether shareholder approval obtained for material RPT		NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		NA
		NA

Note

- 1 In the column 'Compliance Status', compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**Annexure-II****I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status (Yes/No/NA) <small>where note</small>
Details of business	YES
Terms and conditions of appointment of independent directors	YES
Composition of various committees of board of directors	YES
Code of conduct of board of directors and senior management personnel	YES
Details of establishment of vigil mechanism/ Whistle Blower policy	YES
Criteria of making payments to non-executive directors	YES
Policy on dealing with related party transactions	YES
Policy for determining 'material' subsidiaries	YES
Details of familiarization programmes imparted to independent directors	YES
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances email address for grievance redressal and other relevant details	YES
Financial results	YES
Shareholding pattern	YES
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**II Annual Affirmations**

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent directors have been appointed in terms of specified criteria of independence and/or eligibility	16(1) (b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of compliance report	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of conduct	17(5)	YES
Fees/compensation	17(6)	YES
Minimum information	17(7)	YES
Compliance certificate	17(8)	YES
Risk assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholders Relationship committee	20(1) & (2)	YES

Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	YES
Policy for related party transaction	23(1), (5), (6), (7) & (8)	YES
Prior of omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	YES
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior Management	26(2) & 26(5)	YES
<p><b>Note</b></p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p> <p><b>Name &amp; Designation</b></p> <p><i>Poojika Gupta</i> Compliance Officer</p>		