



**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 (Exports) Limited
14B, Camac Street
Kolkata-700017

30th Annual General Meeting of the Equity Shareholders of M/s Lee & Nee Softwares (Exports) Limited held on 29th September, 2018 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 and 2) as set out in the notice dated 26th July, 2018 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 30th 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. 22nd September, 2018 were entitled to vote on the Resolutions as contained in the notice of the AGM.
4. The remote e-voting commenced from Wednesday, 26th September, 2018 at 09.00 a.m. and ended on Friday, 28th September, 2018 at 5.00 p.m. and remote e-voting was blocked thereafter by NSDL.



5. At the end of the voting period on 28th September, 2018 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
6. At the venue of the 30th AGM of the Company held on 29th September, 2018 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 Securities Depository Limited "NSDL" i.e. www.evoting.nsdl.com in the presence of Ms. Priyanka Mantry 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

Item No. 1 - (Ordinary Resolution)

Adoption of (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the Reports of the Board of Directors and 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	43	41081716	5	239	48	41081955	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid votes	0	0	1	5	1	5	0



Item No. 2 -(Ordinary Resolution)

To appoint a director in place of Mr. Ajay Kumar Agarwal (DIN: 01265141) 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	43	41081716	5	239	48	41081955	100
Voted against the Resolution	0	0	0	0	0	0	0
Invalid votes	0	0	1	5	1	5	0

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, authorised 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, authorised 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 as 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: 29th September, 2018

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, 2018.

Priyanka Mantry

Priyanka Mantry
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West Bengal

S.K. Goyal

Sushil Kumar Goyal
883, Jessore Road
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