



Consolidated Scrutinizer's Report (E-Voting & Poll)

[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


Dear Sir,

1. I, CS Rasna Goyal, Practicing Company Secretary having CP No. 9209, has been appointed by the Board of Directors of the Company in its meeting held on 10/05/2017 as Scrutinizer for the purpose of scrutinizing the e-voting and poll processes and results in a fair and transparent manner and ascertaining the requisite majority as per the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the 29th Annual General Meeting (AGM) of the members of the Company, to be held on Saturday, the 23rd day of September, 2017 at Shishir Mitra Hall, 3rd 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 and voting through ballot on the resolutions contained in the Notice to the 29th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting and Ballot process is restricted to make a Scrutinizer's report of the votes casted giving 'Assent' or 'Dissent' in respect of the resolutions stated in the notice, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company and ballot conducted in the Annual General Meeting held.
3. Further to the above, I submit my report as under:-
 - i. The e-voting period remained open from Wednesday, 20nd September, 2017 (9:00 A.M.) to Friday, 22nd September, 2017 (5:00 P.M.)
 - ii. The members of the Company as on the "cut-off" date i.e. 16th September, 2017 were entitled to vote on the resolutions (items no. 1 to 3 as set out in the notice of the 29th AGM of the Company).



- iii. The Chairman at the end of the proceedings, ordered to make a poll for ballot process on the all the resolutions before the AGM.
- iv. An empty ballot box was inspected, locked and sealed by me prior to commencement of ballot process.
- v. After the completion of ballot process, I had sealed the top of the box and placed due identification mark thereon.
- vi. The locked ballot box was subsequently opened by me and ballot process were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company. Thereafter votes were counted.
- vii. All ballot papers were found to be valid.
- viii. After the Annual General Meeting, the votes cast through e-voting were unblocked in the presence of 2 witnesses, who are not in the employment of the Company Ms. Koyal Majumdar, Resident of 13, Nalta Bara Bari, Kolkata - 700028 and Mr. Sushil Kumar Goyal Resident of 883, Jessore Road, Kolkata - 700055. They have signed below in confirmation of the votes being unblocked in their presence.


(Koyal Majumdar)


(Sushil Goyal)

- ix. The brief analysis of the Consolidated results of Ballot process and E- voting are as under:

ORDINARY BUSINESS:

Item No. 1: Ordinary Resolution

To receive, consider and adopt:

- a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Auditors thereon.

Particulars	No. of votes contained in						Percentage on Valid Votes
	Remote E-voting		Polling Paper		Total		
	No. of Members Voted	No. of Votes Casts (Shares)	No. of Members Voted	No. of Votes Casts (Shares)	No. of Members Voted	No. of Votes Casts (Shares)	
Assent	30	40549459	5	1814	35	40551273	99.9983



Dissent	1	501	1	200	2	701	.0017
Total	31	40549960	6	2014	37	40551974	100
Abstained/ Invalid	Nil	NA	NIL	NIL	NIL	NIL	NA

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the item No.1 of the Notice dated 21st July, 2017, has been passed with requisite majority.

Item No. 2: Ordinary Resolution

To appoint a Director in place of Mrs. Arpita Gupta (DIN: 02839878), who retires by rotation and being eligible, offers herself for re-appointment.

Particulars	No. of votes contained in						Percentage on Valid Votes
	Remote E-voting		Polling Paper		Total		
	No. of Members Voted	No. of Votes Casts (Shares)	No. of Members Voted	No. of Votes Casts (Shares)	No. of Members Voted	No. of Votes Casts (Shares)	
Assent	29	40549109	5	1814	34	40550923	99.9974
Dissent	2	851	1	200	3	1051	.0026
Total	31	40549960	6	2014	37	40551974	100
Abstained/ Invalid	Nil	NA	NIL	NIL	NIL	NIL	NA

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the item No.2 of the Notice dated 21st July, 2017, has been passed with requisite majority.

Item No. 3 : Ordinary Resolution

To re-appoint Statutory Auditors and fix their remuneration:

Particulars	No. of votes contained in						Percentage on Valid Votes
	Remote E-voting		Polling Paper		Total		
	No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes	



	Voted	Casts (Shares)	Voted	Casts (Shares)	Voted	Casts (Shares)	
Assent	29	40549109	4	1800	33	40550909	99.9974
Dissent	2	851	1	200	3	1051	.0026
Total	31	40549960	5	2000	36	40551960	100
Abstained/ Invalid	Nil	NA	1	14	1	14	0

Based on the aforesaid results, I report that the Ordinary Resolution as contained in the item No.3 of the Notice dated 21st July, 2017, has been passed with requisite majority.

(x) The ballot papers and other relevant records were sealed and handed over by me to the Chairman for safe keeping by the Company.

(xi) The relevant records relating to e-voting shall remain in my safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company for safe keeping thereafter.

Thanking You,

Yours Faithfully,

RASNA GOYAL
Practising Company Secretary

Rasna Goyal

CP No. 9209

CS Rasna Goyal
Practicing Company Secretary

M. No. : 9096

C.P. No.: 9209



Place : Kolkata

Date : 23.09.2017