



RASNA GOYAL

B.Com(H), ACS, CFM

Practicing Company Secretary

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

[Pursuant to section 108 & 109 of the Companies Act, 2013 and Rules 20 & 21 of the Companies (Management and Administration) Rules, 2014]

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 08/07/2015 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 27th Annual General Meeting (AGM) of the members of the Company, to be held on Saturday the 26th day of September, 2015 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 27th 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 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 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, 23rd September, 2015 (9:00 A.M.) to Friday, 25th September, 2015 (5:00 P.M.)
- ii. The members of the Company as on the "cut-off" date i.e. 19th September, 2015 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 26th 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 incomplete hence invalid.
- 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. Juhi Gupta, Resident of 7D/1C, Beliaghata Road, Kolkata – 700015 and Mr. Kailash Chand Goyal Resident of 1/B, Cossipore Road, Kolkata – 700002. They have signed below in confirmation of the votes being unblocked in their presence.

Juhi Gupta.

(Juhi Gupta)

Kailash chand Goyal

(Kailash Chand Goyal)

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

Item No. 1:-

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31,2015 together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 together with the reports of the Auditors thereon:

- (i) Voted in favour of the resolution

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)- by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
29	41233637	Nil	Nil	41233637	99.99%



(ii) Voted **against** the resolution:

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)- by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
3	806	Nil	Nil	806	.01%

(iii) **Invalid** votes:

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)- by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
Nil	Nil	9	1591	1591	Nil

Item No. 2

Ordinary Resolution to appoint a Director in place of Mr. Ajay Agarwal (DIN:01265141), who retires by rotation at the Annual General Meeting and being eligible has offered himself for re-appointment.

(i) Voted **in favour** of the resolution:

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)- by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
28	41215737	Nil	Nil	41215737	99.95%

(ii) Voted **against** the resolution:

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)- by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
4	18706	Nil	Nil	18706	.05%



(iii) **Invalid votes:**

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)-by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
Nil	Nil	9	1591	1591	Nil

Item No. 3:-

Ordinary Resolution to appoint Auditors and fix their remuneration:

(i) Voted **in favour** of the resolution:

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)-by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
29	41233637	Nil	Nil	41233637	99.99%

(ii) Voted **against** the resolution:

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)-by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
3	806	Nil	Nil	806	.01%

(iii) **Invalid votes:**

*Number of members voted in Remote E-Voting	Number of votes cast (Shares)- Remote E-Voting	*Number of Member/ Proxies voted by Poll	Number of votes cast (Shares)-by Poll	Total No. of votes cast through Remote E-voting and Poll	% of total number of valid votes cast
Nil	Nil	9	1591	1591	Nil

(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.

Note: *Number of Members represents the Number of Folio Voted for.

Thanking You,
Yours Faithfully,

Rasna Goyal

CS Rasna Goyal
Practicing Company Secretary



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

Place : Kolkata
Date : 28.09.2015