

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY EMPLOYEES AND OTHER CONNECTED PERSONS (“Code”)

PREAMBLE

As a part of **Lee and Nee Softwares (Exports) Ltd.’s** (the “**Company**”) continuing commitment to transparency, this Code has been framed with a view to preserve confidentiality of unpublished price sensitive information, prevent misuse of such information while trading in Company’s securities and ensure fairness in dealing with all stakeholders. It is applicable to all Insiders (as defined below) of the Company with respect to trading in Company’s securities.

This Code along with the Code of Practices and Procedures for legitimate purposes, for Fair Disclosure of Unpublished Price Sensitive Information (the “**Code for Fair Disclosure**”), has been adopted and approved by the Board of Directors of the Company This Code is in accordance with the Regulations (defined below) laid down by Securities and Exchange Board of India (“**SEBI**”).

1. DEFINITIONS

1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992;

1.2 “**Board**” means the Board of Directors of the Company;

1.3 “**Code**” shall mean this Code of Conduct to Regulate, Monitor and Report Trading by Employees and other Connected Persons;

1.4 “**Company**” means Lee & Nee Softwares (Exports) Ltd.

1.5 “**Companies Act**” means the Companies Act, 2013 together with the rules and regulations issued there under and any amendments thereto;

1.6 “**Compliance Officer**” means Company Secretary or such other senior officer of the Company designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (UPSI), monitoring of trades and the implementation of this Code under the overall supervision of the Board. “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

1.7 “**Connected Person**” means:

(i) any person who is or has during 6 (six) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access;

(ii) without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- (a) an Immediate Relative of connected persons specified in sub-clause (i) above;
- (b) a holding company, associate company or subsidiary company of the Company;
- (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof;
- (d) an investment company, trustee company, asset management company or an employee or director thereof;
- (e) an official of a stock exchange or of clearing house or corporation;
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act;
- (h) an official or an employee of a self-regulatory organization recognized or authorized by SEBI;
- (i) a banker of the Company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of the Company or his Immediate Relative or banker of the Company, has more than 10 (ten) per cent, of the holding or interest;

1.7 “**Derivatives**” includes (a) a right to call or delivery or a right to make a delivery at a specified price and within a specified time of a specified number of shares / debentures or other securities of the Company (b) any contract which derives its value from the prices or index of prices of underlying securities of the Company

1.8 “**Designated Persons**” means and includes

- (i) Directors and Key Managerial Personnel of the Company
- (ii) Senior management of the Company and its Subsidiaries
- (iii) Every employee in the HR, finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (iv) Compliance Officer may specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-
 - Employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
 - Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
 - All Promoters of the Company and Promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
 - Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

1.9 “**Senior Management**” shall mean and include employees of the Company and its subsidiaries one level below the Board.

1.10 “**Director**” means a member of the Board of the Company;

1.11 “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis;

1.12 “**Immediate Relative**” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities

1.13 “**Insider**” means any person who is:

(i) a Designated Person; or

(ii) a Connected Person; or

(iii) any person in possession of or having access to unpublished price sensitive information

1.14 “**Key Managerial Personnel**” means a person as defined in Section 2(51) of the Companies Act including any amendment or modification thereto;

1.15 “**Material Subsidiary**”

1.16 means a Subsidiary of the Company:

(i) in which the investment of the Company exceeds 20 (twenty) per cent of its consolidated net worth as per the audited balance sheet of the previous financial year; or

(ii) which has generated 20 (twenty) per cent of the consolidated income of the Company during the previous financial year;

1.17 “**Need to Know**” means-

(i) that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information; and

(ii) all non-public information directly received by any Employee should immediately be reported to the head of the department;

1.18 “**Promoter**” and “**Promoter Group**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

1.19 “**Regulations**” shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto

1.20 “**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

1.21 “**SEBI**” shall mean the Securities and Exchange Board of India;

1.22 “**Takeover Regulations**” means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.23 “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and “**trade**” shall be construed accordingly. It is clarified that “**Trading**” shall not be limited to buying, selling or subscribing of any Securities but shall also include pledging etc;

1.24 “**Trading Day**” means a day on which the recognized Stock Exchanges are open for trading;

1.25 “**Trading Plan**” shall have the meaning assigned to in Clause 6.1;

1.26 “**Trading Window**” shall have the meaning assigned to in Clause 5.1; and

1.27 “**Unpublished Price Sensitive Information**” or “**UPSI**” means any information, relating to the Company (including a Material Subsidiary) or its Securities (listed or proposed to be listed), directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily include but not be restricted to, information relating to the following:

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, de listing’s, disposals and expansion of business and such other transactions;

(v) changes in Key Managerial Personnel;

(vi) business plans comprising of targets, cash flows, forecasts, etc;

(vii) monthly flash reports, actual report, estimates, quarterly/annual reports circulated

by groups/divisions, consolidations thereof including any extracts or amendments thereof;

(viii) any significant information or decisions affecting pricing, profitability, etc;

(ix) gain or loss of a substantial customer or supplier;

(x) significant changes in shareholding pattern (before they take place);

(xi) any unpublished proposal for public issue of shares, buy-back of securities, issue of bonus/rights shares, private placement, debt offerings, etc;

(xii) significant litigation exposure with major suppliers, customers, contractors, etc;

(xiii) new research or product announcements of a significant nature; and

(xiv) any significant change in policies, plans or operations of the Company.

1.28 ‘**Leak of UPSI**’ shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

1.29 Words and expressions used and not defined in this Code but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 shall have the meanings respectively assigned to them in those legislations.

PROHIBITION OF INSIDER TRADING

(i) Insider trading at any time by a Designated Person or his/her Immediate Relatives on the basis of UPSI is prohibited.

(ii) Designated Persons and their Immediate Relatives are prohibited at all times from counselling or procuring any person (including a body corporate or other insiders) to deal in the Company's securities on the basis of UPSI.

(iii) Designated Persons and their Immediate Relatives are prohibited at all times from directly or indirectly communicating, procuring, allowing access to UPSI to any person (including a body corporate or other insiders) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

a) Trading Plans

The Code intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This provision would enable the formulation of a trading plan by a Designated Person to enable him/her to plan for trades to be executed in future. By doing so, the Designated Person who is in possession of unpublished price sensitive information and formulated a Trading Plan approved by the Compliance Officer subsequently would not be prohibited from execution of such trades as per the trading plan approved by the Compliance Officer on such stand that he/she had pre-decided the trade even before such unpublished price sensitive information available to them. In view of the same, the Designated Persons are required to adhere to following terms and conditions w r t Trading Plan:

1) A Designated Person shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

2) Such Trading Plan shall –

a. not entail commencement of trading on behalf of the Designated Person earlier than 6 months from the public disclosure of the plan;

b. not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the 2nd trading day after the disclosure of such financial results;

c. entail trading for a period of not less than 12 months;

d. not entail overlap of any period for which another trading plan is already in existence;

e. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

f. not entail trading in securities for market abuse.

3) The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

4) The trading plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed

b) Reporting requirements for transactions & securities

(i) Designated Person shall disclose to the Compliance Officer in writing, the details of the securities held by him / her and his / her Immediate Relatives, the date from which securities are held, the number of securities held at the time of implementation of the Code of Conduct for prevention of the Insider Trading or joining the Company or becoming the Promoter /Director/KMP/Designated Persons of the Company and such other information relating to the Securities as the Compliance Officer may require.

(ii) Designated Persons and their Immediate Relatives shall notify to the Company the details of securities held by him / her within 7 days of becoming a Promoter/Director/KMP/Designated Persons of the Company.

(iii) Every Promoter/Director/KMP/Designated Persons of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs. 10,00,000** (Rupees ten lakh only) or such other value as may be specified;

(iv) The Compliance Officer shall maintain records of all disclosures made by the Designated Persons and their Immediate Relatives for a minimum period of 5 years.

(v) The Compliance Officer shall place before the Chairperson and/or the Managing Director a statement of all transactions disclosed to have been entered into by the Designated Persons and their Immediate Relatives.

(vi) The Managing Director shall place before at each Board Meeting, a statement of all transactions entered into by the Designated Persons and their Immediate Relatives and pre-clearance granted by the Compliance Officer/Managing Director from the date of the last Board meeting till the day prior to the next Board meeting.

(vii) The Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by Law of the following persons to the Company on an annual basis and as and when the information changes;

a. Immediate Relatives

b. Persons with whom such designated person(s) shares a material financial relationship (material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions)

c. Contact numbers used by them

d. Names of educational institution from which designated persons have graduated and names of their past employers

c) Pre-clearance of trades

(i) Designated Persons and their Immediate Relatives who intend to trade in the securities of the Company (above minimum cumulative threshold of 250 and above equity shares during any calendar quarter) should seek pre-clearance from the Compliance Officer.

(ii) An application may be made in such form as the Company may notify in this regard, to the Compliance Officer indicating the estimated number of securities that the Director/KMP/Designated Persons/ Officer intends to trade in, the details as to the depository with which he has a security (demat)

account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

(iii) Designated Persons and their Immediate Relatives are required to submit an undertaking to the Compliance Officer at the time of pre-clearance to the effect that (a) he / she has no access to UPSI upto the signing of the undertaking; (b) in the event he / she access to UPSI after the date of the undertaking but before the execution of the transaction, he / she shall not deal in the security; and (c) he / she has made full disclosure.

d) Other restrictions

(i) Designated Persons and their Immediate Relatives are required to complete the transaction within a week of the pre-clearance. If the transaction is not completed within a week, fresh pre-clearance is to be obtained from the Compliance Officer.

(ii) All Directors/KMP/Designated Persons/Employees/Officers who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next 6 months following the prior transaction. All Directors/KMP/Designated Persons/Employees/Officers shall also make a disclosure for any derivative transactions in the shares of the company, provided such trading in derivatives of shares of the Company is permitted under any law for the time being in force.

In the case of sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

PRESERVATION AND PREVENTION OF MISUSE OF UPSI

(i) To prevent the misuse of UPSI the departments / designations / officials listed out in **Annexure II** hereto, shall be known as “Inside Areas / Designated Persons” and the other departments/ designations / officials shall be the “Public Areas”.

(ii) The Compliance Officer shall add or delete departments from either ‘Areas’ on case to case basis, subject to the approval of the Managing Director.

a) Preservation of “Price Sensitive Information”

Each Designated Person shall maintain full confidentiality of all UPSI and shall not pass on any UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

b) Need to Know Basis

Notwithstanding anything contained in this Code, Designated Persons may disclose UPSI on a need to know basis to only those within the Company who need the information to discharge their duty or in furtherance of legitimate purpose or performance of duties or discharge of any legal obligations.

c) Limited access to confidential information

Files containing UPSI shall be kept secure. Computer files must have adequate security of login and password protection.

d) Prevention of misuse of “Price Sensitive Information”

All Directors/KMP/Designated Persons/Employees/Officers of the Company shall be subject to trading restrictions as enumerated below:-

Subject to compliance with the formalities prescribed under this Code and provided that Insider Trading is not influenced by UPSI and also provided that the transaction is not effected when the Trading Window is closed, Designated Persons and their Immediate Relatives shall be entitled to purchase or sell Securities of the Company after getting a pre-clearance from the Compliance Officer in

respect of each transaction. Pre-clearance application forms will be available with the Compliance Officer.

e) Trading Window

During the period when the Trading Window is closed, the designated persons and their Immediate Relatives shall be prohibited from Trading provided that for compelling reasons the Chairperson and / or the Managing Director may in its discretion permit the sale of Securities.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The exact dates of each closure of the Trading Window shall be intimated to each Designated Person and it is the responsibility of each Designated Person to ensure compliance with this Code and by each of Designated Person's Immediate Relatives.

f) Policy for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information²

In terms of Regulation 9A(5) of the Regulations, a " Policy for inquiry in case of leak/suspected leak of Unpublished Price Sensitive Information (UPSI) as approved by the Board of Directors as a part of this Code, is annexed as Annexure III.

INVESTIGATION

(i) The Compliance Officer shall have the power to investigate suspected contraventions of this Code.

(ii) The Compliance Officer shall submit a report of his findings to the Managing Director within 7 days of commencement of investigation or such extended time period as the Managing Director may approve.

(iii) Based on the report of the Compliance Officer, the Managing Director shall be entitled to appoint any person to investigate a suspected contravention of this Code.

(iv) The Managing Director shall have the power to delegate to a person so appointed, all the powers including powers to call for information, examination, interrogation, recording evidence, etc.

(v) In any investigation of suspected contravention of this Code the onus to prove that there is no violation of this Code, shall be on the concerned Designated Persons or their Immediate Relatives.

(vi) The Company's investigating officer shall, within 7 working days from the conclusion of the investigation, submit a report to the Chairperson and/or the Managing Director.

The Chairperson and/or the Managing Director after consideration of the investigation report shall communicate the findings to the person being investigated and accord him an opportunity of being heard before taking any action as contemplated in these rules.

PENALTY FOR CONTRAVENTION OF THE CODE

(i) Every Designated Person shall be individually responsible for compliance with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Dependents)

(ii) Any Director/KMP/Designated Persons/Employee/Officer who trades in securities or communicates any information for trading in securities in contravention of the Code may be penalised and appropriate action may be taken by the Company.

(iii) Directors/KMP/Designated Persons/Employees/Officers of the Company who violate the code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.

(iv) Designated person who has executed a contra trade inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI.

(v) The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

(vi) The Managing Director shall upon receipt of the report as above and based on the finding contained therein be entitled to take action against the person found guilty for violation of this Code as he may in his absolute discretion deem fit including but not restricted to:

a) Issue letter of warning stating that consequence of contravention / non-adherence would result in dismissal from services.

b) Any other suitable action, to facilitate the implementation of the spirit of the Code.

(vii) Under Section 15G of the SEBI Act, any Insiders who indulges in insider trading in contravention of Regulations 3 & 4, is liable to a maximum penalty of Rs.25 crore or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crore or with both.

(viii) Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –

- directing him / her not to deal in the Company's Securities in any particular manner.
- prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
- restraining him/her from communicating or counselling any other person to deal in Company's Securities.
- declaring the transactions in Securities as null and void.
- directing the person who acquired Securities in violation of the Regulations.

to deliver the Securities back to the seller or alternatively pay the Seller the price as provided.

- directing him/her to transfer specified amount to Investor Protection and Education Fund administered by it.

(ix) Any amount collected as fine/penalty under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund (IEPF) administered by the SEBI under the Act.3

Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, the Company shall promptly inform to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.

Protection against retaliation and victimization

The Whistle-blower policy of the Company, a copy of which is available on the website of the Company, enables employees to report instances, if any, of leak of UPSI. The protection granted to whistle blowers under whistle blower policy shall also be extended under this Code to any employee reporting, testifying in, participating in or otherwise assisting or aiding the Board or Compliance Officer in any investigation, inquiry, audit, examination or proceedings instituted or about to be instituted for an alleged violation of insider trading laws.

AMENDMENT:

The Board may amend this Policy, as and when deemed fit. Any or all provisions of this Policy would be subject to revision / amendment in accordance with the rules, regulations, notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendments, clarifications, circulars etc. issued by the relevant authorities are not consistent with the provisions laid down under this Policy, then such amendments, clarifications, circulars etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendments, clarifications, circulars etc.

PRE- TRADING APPROVAL APPLICATION

From

Name :

Emp. Id. :

Reporting to :

To

The Compliance Officer

Lee & Nee Softwares (Exports) Ltd.

14B Camac Street,

Kolkata 700017

Dear Sir/Madam,

Sub: Application for pre-trading approval in securities of the Company

As per the requirement of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Employees and other Connected Persons (“Code”) on prevention of insider trading of the Company, I request you to allow [me/my immediate relative, [●],] to enter into following transaction in the securities of the Company:

Type of Transaction : Buy/Sell

No. of shares :

Date of proposed trading :

Reason for trading :

I confirm that the transaction will be completed within a trading window, which shall be within seven trading days after the approval of pre-clearance is given, failing which I undertake to pre-clear the transaction again. I further confirm that I have read the Code and have made an informed judgment as to my possession of unpublished price-sensitive information. The above is a full and true disclosure in the matter.

Thanking you.

Yours faithfully,

Place:

Date: (Signature of the Applicant)

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- TRADING APPROVAL

Undertaking

To

Lee & Nee Softwares (Exports) Ltd.

14B Camac Street,

Kolkata 700017

I, [[●], [●] of the Company/the immediate relative of [●], [●] of the Company], residing at [●], am desirous of trading in [●]* securities of the Company as mentioned in my application dated [●] for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Employees and other Connected Persons ("Code")) up to and at the time of signing this undertaking.

In case I have access to or I receive any Unpublished Price Sensitive Information (as defined in the Code) after signing this undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Immediate Relatives would, completely refrain from Trading in the Securities (including derivatives) of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 (Two) trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within 7 (Seven) trading days of the receipt of approval failing which I shall seek pre-clearance.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

I declare that I have made full and true disclosure in the matter.

Date: Signature: _____

*** Indicate number of shares**

FORMAT FOR PRE-TRADING APPROVAL LETTER

Date:

Approval no:

To,

Mr. /Mrs. [●]

Emp. Id.:

Designation:

Pre-Trading Approval/Disapproval – Your application dated [●]

Dear Sir/Madam,

With reference to your above application seeking approval for undertaking certain transactions in Securities (including derivatives) of the Company detailed therein, please be informed that [you are / your Immediate Relative, [●],] is hereby [authorized/not authorized] to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till [●] (i.e., for 7 (Seven) trading days from date hereof). If [you / your Immediate Relative, [●]] do(es) not execute the approved transaction/trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction/trade in the Securities (including derivatives) of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 (two) trading days from the date of transaction/trade. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

Compliance Officer

Lee & Nee Softwares (Exports) Ltd.

Encl: Format for submission of details of transaction (Annexure 4)

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

[To be submitted within 2 (Two) trading days of transaction/Trading in Securities (including derivatives) of the Company]

Date:

To

The Compliance Officer

Lee & Nee Softwares (Exports) Ltd.

14B Camac Street, Kolkata 700017

Dear Sir/Madam,

Ref: Details of pre-approved transaction pursuant to approval letter no. [●] dated [●]

I hereby inform you that I / my immediate relative, [●]

[have not bought/sold/subscribed any Securities (including derivatives) of the Company

have bought/sold/subscribed to the Securities (including derivatives) of the Company as mentioned below on [●]

Please strike out whichever is not applicable

Name of First or joint holder	No. of Securities (including derivative s) traded	Bought/Sold/ Subscribed	DP Id/Client Id (electronic form) or Folio no. for physical where the Securities will be debited or credited	Price (INR)
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In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).

4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree not to buy/sell the Securities (including derivatives) for a period of 6 (six) months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Designated Persons only).

In case there is any urgent need to sell these Securities (including derivatives) within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription).

Yours faithfully,

Name :

Date :

Emp. Id. :

Reporting to :