

II

Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nomin)
1. Audit Committee	Mr. Vikash Kamani	Chairman- Independent- Non Executive
	Mr. Sushil Kumar Gupta	Independent- Non Executive
	Mr. S.M Gupta	Non Executive
2. Nomination & Remuneration Committee		
	Mr. Vikash Kamani	Chairman- Independent- Non Executive
	Mrs. Arpita Gupta	Non Executive
3. Risk Management Committee(if applicable)	Miss Leela Murjani	Independent- Non Executive
		Not Applicable
4. Stakeholders Relationship Committee'		
	Mrs. Arpita Gupta	Chairman- Non Executive
	Mr. S.M Gupta	Non Executive
Category of directors means executive/non-executive/independent/Nominee.	Miss. Leela Murjani	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)
17th May 2016	23rd July 2016	66

IV

Meeting of Committees		
Date(s) of meeting of the committee in the relevant quarter	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 23rd July 2016	17th May 2016	66

* 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	
Subject	Compliance status (Yes/No/NA) Refer note below
Whether prior approval of audit committee obtained	N.A.
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

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.

VI

Affirmations

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 2 The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk Management Committee (applicable to top 100 listed entities)- Not applicable- (applicable to the top 100 listed entities)
- 3 The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 4 The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors .
Any comments/observations/advice of Board of Directors may be mentioned here:- No Comment / observation and advice made for the previous quarter report. Hence not applicable. This quarter report will be placed at the ensuing Board Meeting.

Name and Designation

Lee & Nee Softwares (Exports) Ltd

Arpita Gupta

Arpita Gupta *Director*
Director

Date: 13/10/2016

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: 30TH SEPTEMBER 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 Appointme nt 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/Stakehol der Committee held in listed entities including this listed entity
Mr.	Sagarmal Gupta	ACVPG5705B 00536428	Non Executive	30-11-1991	-	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	
Mrs.	Arpita Gupta	ADOPA5454H 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

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status	
Details of business	(Yes/No/NA) refer note below	
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	YES	
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 transaction	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)	YES
Policy with respect to Obligations of directors and senior Management	26(2) & 26(5)	YES

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 case 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation

Lee & Nee Softwares (Exports) Ltd.

Director

Director