



RASNA GOYAL B.Com(H),FCS, LLB

Practicing Company Secretary

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Combined Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (4)(xii) 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

37th Annual General Meeting of the Members of M/s Lee & Nee Softwares (Exports) Limited held on Thursday, 25th September, 2025 at 11.00 A.M. through Video Conferencing (VC) or Other Audio- Visual Means (OAVM)

Sub: Passing of Resolution(s) through Remote E-voting and voting electronically at the 37th Annual General Meeting ("AGM") of Lee & Nee Softwares (Exports) Limited held through Video Conferencing (VC)/Other Audio- Visual Means (OAVM) on 25th September, 2025 at 11.00 a.m 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 e-voting conducted at the Annual General Meeting ("AGM") under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and General Circular No.20/2020 dated 5th May, 2020 read with circular dated 8th April,2020 and 13th April, 2020 and General Circular No.02/2021 dated 13th January, 2021 and and MCA Circular No. 2/2022 dated May 05, 2022, General Circular No.10/2022 dated 28th December, 2022 and General Circular No.09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 12th May, 2020 read with the circular dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "**MCA & SEBI CIRCULARS**" and other applicable circulars including all amended circulars in a fair and transparent manner in respect of the Resolutions passed at the AGM of M/s Lee & Nee Softwares (Exports) Limited at their Meeting held on Thursday, September 25th, 2025 at 11.00 a.m by Video Conferencing (VC)/Other Audio- Visual Means (OAVM).

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 E-Voting System conducted at the AGM on the Resolutions contained in the notice of the 37th Annual General Meeting “AGM” of the Company.

As Scrutinizer for Remote E-Voting process and E-Voting 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 E-Voting System during AGM as per reports generated from the e-voting system provided by the National Securities Depository Limited “NSDL”, the authorised agency engaged by the Company to provide remote e-voting facility and e-voting system at the AGM .

I hereby submit my report as follows:

1. The resolutions as mentioned in the Notice of AGM were transacted through the process of Remote E-Voting and through E-Voting System at the AGM. For the purpose of Remote E-Voting and E-Voting System at the AGM, the Company has engaged the services of the National Securities Depository Limited “NSDL”;
2. Members attended the meeting through VC/OAVM facility provided in accordance with the General Circular No.20/2020 of May 5, 2020 and other circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time and were counted for the purpose of reckoning quorum under section 103 of the Companies Act, 2013.
3. The shareholders of the Company holding shares as on the “cut-off” date i.e. 18th September, 2025 were entitled to vote on the Resolutions as contained in the notice of the AGM.
4. The period for remote e-voting commenced from Monday, 22nd September, 2025 at 09.00 a.m. and ended on Wednesday, 24th September, 2025 at 5.00 p.m. The remote e-voting module was disabled thereafter by NSDL for voting.
5. For the Members who did not cast their vote through remote e-voting facility, the Company has provided the facility of e-voting system during the AGM.
6. Further, the votes cast through Remote E-Voting and E-Voting System during the AGM was unblocked by me at 1.00 p.m in the presence of two witnesses, neither of whom was in the employment of the Company and e-voting summary statement was downloaded from the e-voting website.
7. The votes were also scrutinized for the purpose of eliminating duplicate voting of votes, if any;
8. Our report on the results of e-voting is based on the data downloaded from the website of NSDL;
9. The data relating to e-voting process were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company.

We hereby submit our Consolidated Scrutinizer’s Report on the results of remote e-voting and e-voting system at the AGM.

ORDINARY BUSINESS (Ordinary Resolution)

Item No. 1 – Adoption of

(a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, and 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, 2025, together with the Report of the Auditors thereon:

“RESOLVED THAT the Audited Financial Statements (both standalone and consolidated) for the year ended March 31st, 2025 which includes the Statement of Profit & Loss & Cash flow Statement for the year ended March 31st, 2025 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

	Remote e-voting		E-voting 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	75	40759379	1	5	76	40759384	87.36%
Voted against the Resolution	11	20149	NIL	NIL	11	20149	12.64%
Total	86	40779528	1	5	87	40779533	100%
Invalid votes **	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 2 - Appointment of Mrs. Arpita Gupta (DIN: 02839878) as a Director liable to retire by rotation:

“RESOLVED that Mrs. Arpita Gupta (DIN: 02839878) who retires by rotation be and is hereby reappointed as a director of the Company.”

	Remote e-voting	E-voting at the AGM	Consolidated voting results
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	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	75	40704184	1	5	76	40704189	86.36%
Voted against the Resolution	11	20149	NIL	NIL	11	20149	12.64%
Total	86	40724333	1	5	87	40779538	100%
Invalid votes **	1	55200	NIL	NIL	1	55200	NIL

SPECIAL BUSINESS (Special Resolution)

Item No. 3 - Appointment of Mr. Tapan Dhar Mazumdar (DIN: 10765075) as an Independent Director of the company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Tapan Dhar Mazumdar (DIN: 10765075)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 13th November, 2024 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a **Non-Executive Independent Director** of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 13th November, 2024 till 12th November, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

	Remote e-voting	E-voting at the AGM	Consolidated voting results
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	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	75	40759374	1	5	76	40759379	87.36%
Voted against the Resolution	11	20149	NIL	NIL	11	20149	12.64%
Total	86	40779523	1	5	87	40779528	100%
Invalid votes **	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 4 - Appointment of Mrs. Sumita Mahadevan (DIN: 11236590) as an Independent Director of the company:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mrs. Sumita Mahadevan (DIN: 11236590)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. 13th August, 2025, who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such upto the date of ensuing Annual General Meeting, be and is hereby, appointed as a **Non-Executive Independent Director** of the Company not liable to retire by rotation, to hold office for a period of five years with effect from 13th August, 2025 till 12th August, 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and as hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

	Remote e-voting	E-voting at the AGM	Consolidated voting results
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	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	76	40759384	1	5	77	40759389	87.50%
Voted against the Resolution	11	20149	NIL	NIL	11	20149	12.50%
Total	87	40779533	1	5	88	40779538	100%
Invalid votes **	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Item No. 5 - Approval for increase in the remuneration of Mr. Mahesh Gupta (CEO and Managing Director):

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof), the consent of the members of the Company be and is hereby accorded to the increase in the remuneration of **Mr. Mahesh Gupta (DIN: 01606647)**, Chief Executive Officer & Managing Director of the Company, from **Rs. 75,000/- (Rupees Seventy-Five Thousand only)** per month to **Rs. 1,00,000/- (Rupees One Lakh only)** per month, effective from **1st October 2025**, as approved by the Board of Directors in its meeting held on **13th August 2025**, based on the recommendation of the Nomination and Remuneration Committee.”

“RESOLVED FURTHER THAT all other terms and conditions of his appointment shall remain unchanged and that the above remuneration shall be paid as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the currency of his tenure, in accordance with the applicable provisions of Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and to file necessary forms with the Registrar of Companies.”

	Remote e-voting	E-voting at the AGM	Consolidated voting results
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	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	61	1962258	1	5	62	1962263	82.67%
Voted against the Resolution	13	20599	NIL	NIL	13	20599	17.33%
Total	74	1982857	1	5	75	1982862	100%
Invalid votes **	13	38796676	NIL	NIL	13	38796676	NIL

*** Votes Casted by Promoters/Directors of the Company being interested in the resolutions have not been taken into consideration*

All the Resolutions mentioned in the AGM Notice dated 13th August, 2025 as per the details above and stands passed under remote e-voting and e-voting conducted at AGM electronically with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from NSDL in respect of the votes cast through remote E-Voting and voting conducted at the AGM by way of electronic means by the member of the Company. All other relevant records relating to remote E-Voting and electronic voting is under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman considers, approves and signs the minutes of the Meeting.

Thanking you,

Yours faithfully,

(Rasna Goyal)
Proprietor
SCRUTINIZER
FCS: 9096, CP No.: 9209
PRN No.: 2094/2022
FRN No.: I2010WB747300

Place: Kolkata
Dated: 26th September, 2025
UDIN No.: F009096G001358125

