



# Lee & Nee

## Softwares (Exports) Ltd.

REGD. OFFICE : 14B, CAMAC STREET  
KOLKATA - 700 017, INDIA  
PH. : 91-33-4069 5100 / 4065 0376  
FAX : 91-33-4065 0378  
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Website : www.lnsel.com

Date: 28/09/2015

To,  
The Listing Department  
Bombay Stock Exchange Ltd.  
25<sup>th</sup> Floor, PJ Towers,  
Dalal Street,  
Mumbai – 400001

Dear Sir,

**Sub: Outcome of the Annual General Meeting Dated 26/09/2015**

Referred to above, all the resolutions mentioned in the notice has been passed with requisite majority, brief summery is as follows:

**Ordinary Business:**

1. The Statement of Accounts consisting of Statements of Profit & Loss (both consolidated and standalone) for the year ending 31/03/2015, Balance Sheet as at 31/03/2015 with notes thereon and Cash Flow Statement were considered and adopted.
2. Mr. Ajay Agarwal who retired by rotation, offered himself for the reappointment has been reappointed as a Director of the Company.
3. M/s. Jain Sonu & Associates were reappointed as the Auditor of the company at the remuneration decided mutually by the board of directors in consultation therewith till the conclusion of the next Annual General Meeting.

The above Outcome is submitted for your information and records.

Thanking You

Yours Faithfully  
For Lee & Nee Softwares (Exoports) Ltd.

Lee & Nee Softwares (Exports) Ltd

*Ajita Gupta*

Director

Director



# Lee & Nee

Softwares (Exports) Ltd.

CIN : L70102WB1988PTC045587

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KOLKATA - 700 017, INDIA  
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**PROCEEDINGS OF THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S LEE AND NEE SOFTWARES (EXPORTS) LIMITED HELD AT SHISHIR MITRA HALL, 3<sup>RD</sup> FLOOR, WEBEL BHAVAN, BLOCK EP & GP, SECTOR V, SALT LAKE, KOLKATA 700091 ON SATURDAY 26<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT 11 A.M. & ENDED AT 11:30 A.M.**

**MEMBERS PRESENT:**

43 members were present as per the attendance register.

1. Shri Ajay Agarwal, was voted to the chair and welcome all the Shareholders, guest and proxies present at the meeting.
2. The Chairman declared that the quorum was present hence he declared the meeting on.
3. The Chairman informed that the Register of Directors and KMPs and their shareholding maintained pursuant to Section 170(1) of the Companies Act, 2013, and the Register of contracts or arrangements in which Directors are interested maintained pursuant to Section 189(1) was kept open during the continuance of the meeting to any person having the right to attend the Meeting.
4. The Chairman announced that the Company had extended e-voting facility to the members from 23<sup>rd</sup> September, 2015 (9.A.M.) to 25<sup>th</sup> September, 2015 (5.00 P.M.). The members were given the ballot paper to vote through it. The shareholders who have already exercised their vote through e-voting were requested not to vote through ballot form. Voting through ballot by a shareholder who has already voted through e-voting will be treated as invalid. The results on e-voting as well as on voting through ballot, will be declared within 3 days from the date of the meeting and report of the Scrutinizer shall be published on the newspaper and website of the company and will also be communicated to the Stock Exchanges where the shares of the Company are listed.
5. The Chairman stated that the notice convening the AGM and the Financial Statements have been already circulated to the members, the same were taken as read.
6. The Chairman stated that the Auditors Report already circulated in Annual Report duly signed by Auditor and no qualification in it hence; the same were also taken as read.

**DEVELOPMENT OFFICE :**

Module. 511 - 513, SDF Building, 4th Floor, Block - GP, Sector - V, Salt Lake, Kolkata - 700 091, Ph. : (033) 4069 5180 / 81 / 82

The following Resolutions were placed one by one:-

**ORDINARY BUSINESS:-**

**1. To receive consider and adopt:**

**a) the Audited Financial Statements of the Company for the financial year ended March 31<sup>st</sup>, 2015 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<sup>st</sup>, 2015 together with the reports of the Auditors thereon and the resolution for the purpose is as follows:**

“ RESOLVED That the Audited Financial Statements (both standalone and consolidated) for the year ended March 31<sup>st</sup>, 2015 which includes the Statement of Profit & Loss & Cash flow Statement for the year ended March 31<sup>st</sup> 2015 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.”

Proposed By- Pinki Agarwal

Seconded By- Anita Kumari Agarwal

Carried out by majority.

**2. To appoint a Director in place of Mr. Ajay Agarwal (DIN 01265141), who retires by rotation and being eligible, offers himself for re-appointment. The details of the profile of Mr. Ajay Agarwal are already being given in the notice of AGM. The resolution for the purpose is as follows:**

‘RESOLVED that Mr. Ajay Agarwal (DIN 01265141) who retires by rotation be and is hereby reappointed as a director of the Company.’”

Proposed By- Pratap Chand Routray

Seconded By-Gopal Agarwal

Carried out by majority.

**3. To appoint Auditors and fix their remuneration and the resolution for the purpose was as follows**

“RESOLVED That M/s. Jain Sonu & Associates, Chartered Accountants (Registration No. 324386E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next

Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

Proposed By- Dinesh Agarwal  
Seconded By-Jai Prakash Agarwal

Carried out by majority.

The resolutions were concluded as above.

The Chairman asked the members to discuss and clarify the questions related to the above matters, the questions were raised and replied suitably.

The results of the ballot voting together with the e-voting as per the prescribed format in the listing agreement is enclosed herewith.

After this, the meeting terminated with a vote of thanks to the Chair and the Shareholders and other facilitators.

*Ajay Anand*  
**CHAIRMAN**



**RASNA GOYAL**

B.Com(H), ACS, CFM  
Practicing Company Secretary

Mobile : 09830021583

Office : 68 (New 1/72) Jessore Road, Diamond Arcade,  
Shyamnagar, Suit No 301B, 3rd Floor, Kolkata-700055  
E-mail : cstrasnagoyal@gmail.com / rashna\_008@yahoo.co.in

## 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 27<sup>th</sup> Annual General Meeting (AGM) of the members of the Company, to be held on Saturday the 26<sup>th</sup> day of September, 2015 at Shishir Mitra Hall, 3<sup>rd</sup> 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 27<sup>th</sup> 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, 23<sup>rd</sup> September, 2015 (9:00 A.M.) to Friday, 25<sup>th</sup> September, 2015 (5:00 P.M.)
  - ii. The members of the Company as on the "cut-off" date i.e. 19<sup>th</sup> September, 2015 were entitled to vote on the resolutions (items no. 1 to 6 as set out in the notice of the 26<sup>th</sup> 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%

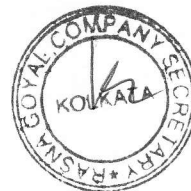
(ii) Voted **against** the resolution:

*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



# Lee & Nee

Softwares (Exports) Ltd.

CIN : L70102WB1988PTC045587

REGD. OFFICE : 14B, CAMAC STREET  
KOLKATA - 700 017, INDIA  
PH. : 91-33-4069 5100 / 4065 0376  
FAX : 91-33-4065 0378  
Email : info@lnsel.com  
Website : www.lnsel.com

Date: 28/09/2015

To  
The Manager  
Department of Corporate Services  
BSE Ltd  
P.J.Towers  
25<sup>th</sup> Floor, Dalal Street  
Mumbai- 400 001

Dear Sir,

**Sub: E-Voting Results**

The details of E-Voting are as follows:

- 1) Date of AGM: 26<sup>th</sup> day of September 2015

Total Number of Shareholders on Record date: 18821

- 2) Number of Shareholders present in the meeting either in person or through proxy

Promoters and promoters group: 6

Public: 37

- 3) Number of Shareholders attended the meeting through Video conferencing

Promoters and promoters group: NIL

Public: NIL

**Item No. 1**

**Detail of Agenda:** 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:

**Resolution required:** Ordinary

**Mode of voting:** E-Voting

**Result:** Passed by majority

**E-voting Details:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	38465901	38465901	100%	38465901	0	100%	0
Public – Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	17308099	2768542	16.00%	2767736	806	99.97	.03
Total	55774000	41234443		41233637	806		

**Item No. 2**

**Detail of Agenda:** 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 reappointment.

**Resolution required:** Ordinary

**Mode of voting:** E-Voting

**Result:** Passed by majority

**E-voting Details:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	38465901	38465901	100%	38465901	0	100%	0
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	17308099	2768542	16.00%	2749836	18706	99.324	.676
Total	55774000	41234443		41215737	18706		

**Lee & Nee**  
Softwares (Exports) Ltd.

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SINGAPORE 049512  
TEL: 3734881  
FAX: 3734882  
E-MAIL: lee@leenee.com.sg

**Item No. 3**

**Detail of Agenda:** To appoint Auditors and fix their remuneration.

**Resolution required:** Ordinary

**Mode of voting:** E-Voting

**Result:** Passed by majority

**E-voting Details:**

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	38465901	38465901	100%	38465901	0	100%	0
Public – Institutional holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	17308099	2768542	16.00%	2767736	806	99.97	.03
Total	55774000	41234443		41233637	806		

Thanking You,

For Lee & Nee Softwares (Exports) Ltd.

Lee & Nee Softwares (Exports) Ltd

*Amal Kumar*  
Director

Director