

June 25th, 2026

To,
The Secretary
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Towers, Dalal Street
Mumbai-400001

Dear Sir/Madam,

Ref: BSE – 517415

Sub: Outcome of the Board Meeting

Pursuant to the Regulation 30 (read with Part A of Schedule III) and Regulation 33 of SEBI, (Listing Obligations and Disclosure Requirements), Regulations, 2015, and all amendments thereto we wish to inform you that the Board of Directors at their meeting held today i.e.; June 25th, 2026 which was commenced at 3:00 pm and concluded at 5:10 pm have considered, approved and taken on record the followings:

1. The Board approved the appointment of M/s. Rasna Goyal & Co., Practising Company Secretaries (Firm Registration No. S2023WB948500 and Peer Review Certificate No. 2094/2022), as the Secretarial Auditors of the Company for a period of five consecutive years commencing from FY 2025–26 to FY 2029–30, subject to the approval of the shareholders of the Company.

The detailed disclosure with respect to the Items 1 under Regulation 30 read with Para A of Part A of Schedule III of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are provided in Annexure I respectively.

2. Approved issuance of Postal Ballot Notice seeking Shareholders' approval for the appointment of Secretarial Auditor of the Company.
3. The record date has been fixed for 26th June, 2026 & the e-voting will be done through Postal Ballot from 3rd July, 2026 at 09:00 AM to 1st August, 2026 at 05:00 PM.
4. Appointment of Mr. Rahul Kanodia, (FCA No.: 311318) a practicing Chartered Accountant as a Scrutinizer for E voting through Postal Ballot.

The Notice of the Postal Ballot, including other related information will be published and communicated in due course.

The above information is also available on the website of the Company: <https://Insel.com>.


You are requested to take the same on your records.

Thanking You,

Yours faithfully,

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

Lee & Nee Softwares (Exports) Ltd.


Director

Mahesh Gupta

(Director)

DIN No. 01606607

LEE & NEE SOFTWARES (EXPORTS) LIMITED

REGISTERED OFFICE: 14B, CAMAC STREET, KOLKATA - 700 017

TEL: 033-40650374

EMAIL: investors@lnsel.com, WEBSITE: www.lnsel.com

CIN: L70102WB1988PLC045587

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of **LEE & NEE SOFTWARES (EXPORTS) LIMITED** (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“**e-voting**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, latest being 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other relevant MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and any other applicable provision of Listing Regulations, circular(s) issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those members whose e-mail address is registered with the Company/depository participant(s)/Registrar and Transfer Agent and whose names appear in the Register of Members as on June 26, 2026 (“**Cut-Off Date**”). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

An explanatory statement pursuant to Section 102 and Section 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof form part of this Notice. The Notice will also be placed on the website of the Company at www.lnsel.com, website of the stock exchange where the Equity Shares of the Company are listed i.e., BSE Limited at www.bseindia.com on the website of NSDL (agency for providing the e-Voting facility) at www.evoting.nsdl.com and Maheshwari Datamatics Private Limited at <https://www.mdpl.in>.

Scrutinizer for conducting the Postal Ballot

The Board has appointed Mr. Rahul Kanodia (FCA No.: 311318,), Practicing Chartered Accountant, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairperson of the Company or any other person authorized by him. The results of e-voting along with scrutinizer's report will be announced within 2 (two) working days from the conclusion of the e-voting period i.e. on or before August 4, 2026 and will be displayed on the Company's website at www.linsel.com and the website of Maheshwari Datamatics Private Limited at <https://www.mdpl.in>. The results will simultaneously be communicated to the Stock Exchange where the Company's Equity Shares are listed. The result of the Postal Ballot will also be displayed at the registered office of the Company.

Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened on that behalf. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority i.e. on Saturday, August 1, 2026.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY

*To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 204 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and in accordance with the recommendation of the Audit Committee and Board of Directors of the Company, **M/s. Rasna Goyal & Co. (Membership No. 9096, COP No.9209)** Peer Reviewed Practicing Company Secretaries, be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 on such terms & conditions including remuneration, as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors and to avail any other services, certificates, or reports as may be permissible under the applicable laws.

RESOLVED FURTHER THAT any of the Directors or Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution, and for the matters connected therewith or incidental thereto.”

**By the Order of the Board of Directors
For LEE & NEE SOFTWARES (EXPORTS) LIMITED**

**Pritika Gupta
Company Secretary & Compliance Officer
Membership No.: ACS-27366**

**Place: Kolkata
Date: June 25, 2026**

Registered Office: 14B, CAMAC STREET,
KOLKATA - 700 017

CIN: L70102WB1988PLC045587

Tel: 033-40650374

Email Id: investors@lnsel.com

Website: www.lnsel.com

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules and SS-2, setting out material facts relating to the Resolution and reasons thereof, is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Company is sending this Notice only in electronic form to all the Members, whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) (the "Depositories") as on June 26, 2026, (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt. Ltd. ("RTA").
3. Members may note that the aforesaid Notice has been uploaded on the website of the Company at www.insel.com . The Notice can also be accessed from the website of the Stock Exchange i.e., Bombay Stock Exchange Limited at www.bseindia.com here the equity shares of the Company are listed.
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date. Only those Members holding shares either in physical form or dematerialized form as on the cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
5. Members are requested to confirm their e-mail Id, or otherwise notify changes in the email Id, to RTA of the Company at: **contact@mdplcorporate.com**.
6. Resolution, if passed by the members through postal ballot is deemed to have been duly passed on the last date specified for the remote e-voting i.e. Saturday, August 1, 2026, in terms of SS-2. Resolution passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form and to the RTA of the Company in case, the shares are held by them in physical form.
8. A member cannot exercise his vote by proxy on Postal Ballot.
9. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act will be available for inspection via electronic mode from the date of circulation of this Notice up to the date of declaration of Postal Ballot results. Members can inspect the same by writing an email to the Company at e-mail: investors@lnsel.com.
10. In case of any query/grievance in connection with the Postal Ballot through remote e-voting process, Members may contact Mr. Subhabrata Biswas, Compliance Officer – e-voting, Maheshwari Datamatics Pvt. Ltd. by e-mail at - contact@mdplcorporate.com, Tel: (033) 2248 2248 or the Company at e-mail: investors@lnsel.com.
11. There will be one vote for every Client ID/registered folio number irrespective of the number of joint holders.
12. Results of voting shall be declared within two working days from the time of conclusion of the remote e- voting, i.e. on or before Tuesday, August 4, 2026.
13. The results along with the Scrutinizers' report would be intimated to the Stock Exchange where securities of the Company are listed, Depositories and RTA and will be displayed on the Company's website www.lnssel.com.
14. The Board of Directors of the Company has appointed Mr. Rahul Kanodia (FCA No.: 311318), Practicing Chartered Accountant, Kolkata as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

15. The Scrutinizer, after scrutinizing the votes, will, not later than two working days from the conclusion of the meeting, make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e., www.insel.com . The results shall simultaneously be communicated to the Stock Exchange i.e., BSE.

16. Remote e-Voting Instructions for shareholders:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Rules; Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Maheshwari Datamatics Private Limited, on the resolution set forth in this Notice. The instructions for e-voting are given below.

The remote e-voting facility is available at the following link: www.evoting.nsdl.com .The e-voting event number (EVEN) and period of remote e-voting are set out below:

EVEN	Commencement of e- voting	End of remote e-voting
139864	Friday, 03 July 2026 from 9.00 am (IST)	Saturday, 01 August 2026 till 5.00 pm

E-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Maheshwari Datamatics Pvt. Ltd. upon the expiry of the aforesaid period.

The individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will

be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links

	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rahulkanodia.ca@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@lnsel.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@lnsel.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 & 110
OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1: Appointment of Secretarial Auditor of the Company.

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, every listed company is required to annex with its Board's Report, a Secretarial Audit Report given by a Company Secretary in Practice.

Further, in terms of the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a peer reviewed Company Secretary, and the appointment shall be approved by the shareholders of the Company on the recommendation of Board of Directors.

Accordingly, the Board of Directors of the Company based on the recommendation of the Audit Committee and after considering various factors such as eligibility criteria & qualification prescribed under the Company Secretaries Act & Rules/Regulations made thereunder, ICSI Auditing Standards, industry experience, competence, efficiency to conduct the audit and independence, etc., at their Meeting held on June 25, 2026 approved the appointment of **M/s. Rasna Goyal & Co. (Membership No. 9096, COP No.9209)** a peer reviewed firm of Practicing Company Secretaries duly registered with the Institute of Company Secretaries of India (ICSI) having Peer Review No.: 2094/2022, for a one term of five consecutive financial years commencing from Financial Year 2025-26 till Financial Year 2029-30, subject to approval of the shareholders of the Company.

The remuneration proposed for conducting the Secretarial Audit for the financial year 2025-26 is Rs. 12,000/- (Rupees Twelve Thousand Only) subject to revision in remuneration from time to time as mutually agreed. Besides the secretarial audit services, the Company may also obtain certifications for other permissible non- secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors.

The Board of Directors based on recommendation of Audit Committee, shall consider approval of revisions to the remuneration of the Secretarial Auditors for the remaining part of the tenure. The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Brief Profile of M/s. Rasna Goyal & Co:

Ms. Rasna Goyal proprietor of M/s. Rasna Goyal & Co., Practicing Company Secretaries, is a Kolkata-based proprietary firm has been associated with the profession since 2007. She has extensive experience of more than 18 years in corporate laws, secretarial compliances, securities laws and allied matters.

She has wide expertise in secretarial audit, corporate governance, SEBI (LODR) compliances, Companies Act compliances, FEMA matters, NCLT matters, corporate restructuring, due diligence, board and shareholder meeting compliances and other corporate legal advisory services. The firm has extensive experience in handling secretarial and compliance matters of various reputed corporate groups and listed entities.

The Board is of the opinion that considering her qualifications, experience, expertise and knowledge of corporate laws and securities regulations, the appointment of **Ms. Rasna Goyal, Proprietor of M/s. Rasna Goyal & Co.**, as Secretarial Auditor would be in the best interest of the Company

M/s. Rasna Goyal & Co. have provided their consent and confirmed their eligibility for appointment under SEBI Listing Regulations and Section 204 of the Act and rules made thereunder.

The details as required under Regulation 36 of the SEBI (LODR) Regulation, 2015 have been provided as **Annexure-1**

None of the Directors or KMPs of the Company or their respective relatives are concerned or interested either financially or otherwise, in the Resolution mentioned at Item No. 1 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution set out in the Postal Ballot Notice for approval of the Members.

**By the Order of the Board of Directors
For LEE & NEE SOFTWARES (EXPORTS) LIMITED**

Place: Kolkata

Date: June 25, 2026

Registered Office:

14B Camac Street, Kolkata – 700017

CIN: L70102WB1988PLC045587

Tel: 033-40650374

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Pritika Gupta

Company Secretary & Compliance Officer

Membership No. ACS 2736

ANNEXURE I

Details as required under Regulation 30, Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are given below:

S No	Details	Particulars
1.	Reason for Change viz. Appointment, reappointment, resignation, removal, death or otherwise	Appointment of M/s. Rasna Goyal & Co., Practicing Company Secretaries (Firm Registration No. S2023WB948500 and Peer Review Certificate No. 2094/2022) as the Secretarial Auditors of the Company
2.	Date of appointment / cessation (as applicable) & term of appointment	Date of appointment: The Board at its meeting held on 25 th June 2026, approved the appointment of M/s. Rasna Goyal & Co., as the Secretarial Auditors of the Company, subject to approval of the shareholders of the Company. Term of appointment: 1 st term of five consecutive years commencing from FY 2025-26 till FY 2029-2030
3.	Brief Profile (in case of appointment)	Ms. Rasna Goyal proprietor of M/s. Rasna Goyal & Co., Practicing Company Secretaries, is a Kolkata-based proprietary firm has been associated with the profession since 2007 has extensive experience of more than 18 years in corporate laws, secretarial compliances, securities laws and allied matters. She has wide expertise in secretarial audit, corporate governance, SEBI (LODR) compliances, Companies Act compliances, FEMA matters, NCLT matters, corporate restructuring, due diligence, board and shareholder meeting compliances and other corporate legal advisory services. The firm has extensive experience in handling secretarial and compliance matters of various reputed corporate groups and listed entities
4.	Disclosure of relationships between Directors (in case of appointment of Director)	Not Applicable