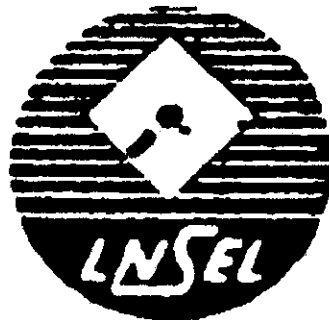


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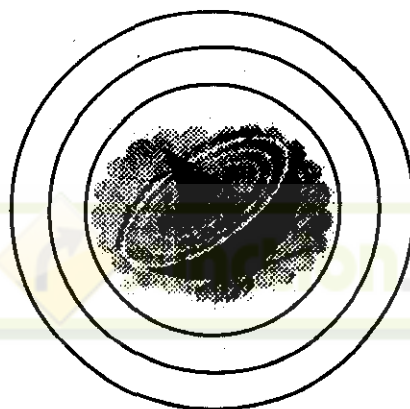
**LEE & NEE SOFTWARES (EXPORTS) LIMITED**  
**Twelveth Annual Report & Accounts 1999-2000**

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**Lee & Nee Softwares (Exports) Ltd.****BOARD OF DIRECTORS**

V. K. GOYAL  
S. M. GUPTA  
SHIRISH ANJARIA  
RAM NARAYAN VYAS  
RAJESH AGARWAL  
PARESH AGARWAL

**AUDITORS**

PRAKASH GUPTA & CO.  
CHARTERED ACCOUNTANTS

**BANKERS**

BANK OF MADURA LTD.  
UCO BANK  
ALLAHABAD BANK  
UNION BANK OF INDIA  
BANK OF PUNJAB LTD.  
INDIAN OVERSEAS BANK  
UTI BANK

**REGISTERED OFFICE  
AND  
DEVELOPMENT CENTRE**

SOFTWARE TECHNOLOGY PARK  
SALTLEC ELECTRONIC COMPLEX,  
BLOCK 'GP' SECTOR-V,  
SDF BUILDING, 4TH FLOOR,  
BIDHANNAGAR, CALCUTTA-700 091

**SOFTWARE & HARDWARE  
DEVELOPMENT CENTRES**

ELECTRONIC HARDWARE TECHNOLOGY PARK,  
BHUBANESHWAR



## Lee & Nee Softwares (Exports) Ltd.

### NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of Lee & Nee Softwares (Exports) Limited will be held at the Registered office of the Company at Saltlec Electronic Complex, Block GP, Sector - V, SDF Building, 4th Floor, Bidhannagar, Calcutta - 700 091 on Tuesday the 29th day of August, 2000 at 11 a.m. for the transaction of the following business.

#### ORDINARY BUSINESS :

1. To consider and adopt the Accounts of the Company for the financial year ended 31st March, 2000 and the balance sheet as at the date with the reports of the Directors and Auditors thereon.
2. To appoint Directors in place of Mr. S. M. Gupta and Mr. V. K. Goyal who retire by rotation and being eligible offer themselves for re-election.
3. To appoint Auditors and fix their remuneration.

#### SPECIAL BUSINESS :

To Consider and, if thought fit, to pass, with or without modification(s) The following resolutions

#### 4. AS AN ORDINARY RESOLUTION :

"Resolved that pursuant to section 94 and other applicable provisions of the Companies act, 1956 the Authorised Share Capital of the Company be and is hereby increased from 10 Crores (Repees Ten Crores) to 60 Crores (Repees Sixty Crores) divided into 6,00,00,000 (Six Crores) equity shares of Rs. 10/- (Ten) each by creation of further 5,00,00,000 (Five Crores) equity shares of Rs. 10/- each ranking pari passu for dividend and in all other respects with the existing shares of the Company".

#### 5. AS AN ORDINARY RESOLUTION :

"Resolved that in accordance with the provisions of Sec. 257 and all other applicable provisions, if any, of the Companies Act, 1956. Mr. Rajesh Agarwal, who was appointed by the board of Directors as an additional Director of the Company and who holds office upto the date of this Annual General Meeting and under Sec. 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Sri Rajesh Agarwal for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

#### 6. AS AN ORDINARY RESOLUTION :

"Resolved that in accordance with Sec. 257 and all other applicable provisions, if any, of the Companies Act, 1956, Mr. Paresh Agarwal, who was appointed by the Board of Directors as an additional Director of the Company and who holds office upto the date of this Annual General Meeting and under Sec. 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member proposing the Candidature of Mr. Paresh Agarwal of the Office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

#### 7. AS AN SPECIAL RESOLUTION :

"Resolved that in Clause V of the Memorandum of Association of the Company the words and figures Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) be substituted by the words and figures Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 6,00,00,000 (Six Crores) Shares.

By Order of the Board

Place : Calcutta  
Date : 15th July, 2000

For LEE & NEE SOFTWARES (EXPORTS) LTD.  
Sd/-

(R. N. Vyas)  
Chairman

#### NOTES :

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received by the company not less than 48 hours before the commencement of the Meeting.
2. Members are requested to bring their copies of the Report and Accounts to the Meeting.
3. Members are requested to notify and change in their address immediately to the Company.
4. Members who have multiple accounts in identical names or joint accounts in same order are requested to intimate to the Company the ledger folios of such accounts to enable the Company to consolidate all such share holding into one account.
5. Shareholders are requested to send all Transfer documents to the Registered Office of the Company by Registered Post to ensure safe delivery of documents.