

CIN: L74140TG2005PLC045904

Notice for calling Board Meeting

To,

The Board of Directors

- | | |
|--|-----------------------|
| 1. Mr. Praveen Chakravarthy Medikundam | Director & Chairman |
| 2. Dr. Chandra Sekhar Vanumu | Whole – time Director |
| 3. Mr. Venkata Muralidhar Koduri | Independent Director |
| 4. Mr. Rakesh Choudhary | Independent Director |
| 5. Mr. Sreenivas Katragadda | Independent Director |
| 6. Mrs. Sarada Devi Medikundam | Director |

Dear Sir/Madam,

A Notice is hereby given pursuant to Sec 173(3) of Companies Act, 2013 and other applicable provisions, that the meeting No.2/2024-25 of Board of Directors of the Company will be held on Wednesday the 31st day of July 2024 at 06.30 PM IST (i.e. 31st Day of July, 2024 AT 8:00 A.M CST) at 1699 E Woodfield RD, Schaumburg, IL, 60173, United States of America.

The agenda of the business to be transacted at the meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

Please submit/inform leave of absence if you are unable to attend the meeting.

For Lex Nimble Solutions Limited



Swarali Shingne
Company Secretary & Compliance Officer

Place: Hyderabad
Date: 23.07.2024

CIN: L74140TG2005PLC045904

Agenda for the meeting No.2/2024-25 of Board of Directors of the Company will be held on Wednesday the 31st day of July 2024 at 06.30 PM IST (i.e. 31st Day of July, 2024 AT 8:00 A.M CST) at 1699 E Woodfield RD, Schaumburg, IL, 60173, United States of America.

1. Election of Chairman;
2. To grant leave of absence, if any;
3. To take note on minutes of preceding Board Meeting;
4. To take note on Minutes of committee meetings held on 20.05.2024;
5. To take note on Shareholder Grievance Report for the quarter ended on 30.06.2024;
6. To approve Annual Report and Board Report for the financial year ended on 31.03.2024;
7. Authorization to file e-forms with Ministry of Corporate Affairs;
8. To fix the date, place, time and mode of conducting the 19th Annual General Meeting of the company;
9. To consider and approve Draft Notice of 19th Annual General Meeting;
10. To consider and fix the Book closure date and Cut-off date;
11. To appoint M/s. V.Bhaskar Rao & Co. Company Secretaries as Secretarial Auditor for the financial year 2024-25.
12. To appoint M/s. V.Bhaskar Rao & Co. Company Secretaries as scrutinizer for 19th AGM.
13. To consider the Re-appointment of Directors who are liable to retire by rotation and eligible for re-appointment.
14. To review the policy on Insider trading and take note on list of insiders and the transactions executed by them as on 30.06.2024.
15. To approve the Changes in Allocation of funds to stated Objects as per Prospectus.
16. To Recommend the revision of remuneration of Whole-time Director, Dr. Chandra Sekhar Vanumu.
17. To authorize Mrs. Sarada Devi Medikundam to file Form BEN-2
18. Review of Business;
19. To consider any other matter with the permission of the Chair;

For Lex Nimble Solutions Limited



Swarali Shingne
Company Secretary & Compliance Officer
Place: Hyderabad
Date: 23.07.2024

Notes on Agenda

Item No.1

Election of Chairman;

Chairman of the Board acts as chairman of the meeting. If the Chairman is not present in the meeting within 15 minutes of scheduled time of the Meeting, the Directors whoever attended the Board Meeting may elect one among themselves to be the chairman of the meeting.

Item No.2

To grant leave of absence, if any;

Leave of absence is to be granted to those Directors who request for the same.

Item No.3

To take note on minutes of preceding Board Meeting;

A draft copy of minutes of previous board meeting shall be placed on table for perusal and confirmation.

Item No.4

To take note on Minutes of Committee meetings held on 20.05.2024;

A draft copy of minutes of Audit Committee and nomination and remuneration committee Meetings shall be placed on table for perusal and Confirmation.

Item No.5

To take note on Shareholder Grievance Report for the quarter ended on 30.06.2024;

The shareholder grievance report will be placed before the Board for taking note of the same.

Item No.6

To approve Annual Report and Board Report for the financial year ended on 31.03.2024;

The draft Annual Report shall be placed before the Board for consideration and approval.

Item No.7

Authorization to file e-forms with Ministry of Corporate Affairs;

The Board shall authorize any Director to sign the annual return and also to file necessary E-Forms with the Registrar of Companies.

Item No.8

To fix the date, place, time and mode of conducting the 19th Annual General Meeting of the company;

The Board shall discuss and decide the date, time, and mode of conducting the Annual General Meeting.

Item No.9

To consider and approve Draft Notice of 19th Annual General Meeting;

The Draft Notice shall be placed before the Board for consideration and approval.

Item No.10

To consider and fix the Book closure date and Cut-off date;

The Board shall fix cut-off date for determining the list of eligible shareholders who can attend and may vote on the resolutions of the AGM.

Item No.11

To appoint M/s. V.Bhaskar Rao & Co. Company Secretaries as Secretarial Auditor for the financial year 2024-25.

The Secretarial Auditor for conducting Secretarial Audit for the financial year 2024-25 will be appointed pursuant to Section 204 of Companies Act, 2013

Item No.12

To appoint M/s. V.Bhaskar Rao & Co. Company Secretaries as scrutinizer for 19th AGM

The Chairman shall place the appointment of M/s. V Bhaskara Rao, a practicing Company Secretary as a Scrutinizer for e-voting for 19th Annual General Meeting of the Company.

Item No.13

To consider the re-appointment of Directors who are liable to retire by rotation and eligible for re-appointment; Pursuant to provisions of Section 152 of Companies Act, 2013 not less than 2/3rd of Directors are liable to retire by rotation. In this connection the directors who stayed longest in the Board shall be retired every year, in this AGM Mrs. Sarada Devi Medikundam is being retired by rotation and is eligible for re-appointment only.

Item No.14

To review the policy on Insider trading and take note on list of insiders and the transactions executed by them as on 30.06.2024.

Board will review the policy and take note of updated list of recognized Insiders of the Company

Item No.15

To approve the changes in Allocation of funds to stated Objects as per Prospectus.

Board will review the existing allocation of funds and take note of updated changes in allocation of funds to the stated objects of the Company.

Item No.16

To Recommend the revision of remuneration of Whole-time Director, Dr. Chandra Sekhar Vanumu

The Chairman informed the Board that the Nomination and Remuneration Committee of the Board has recommended for the revision of remuneration of Dr. Chandra Sekhar Vanumu pursuant to the provisions of sec 197 (11) read with schedule V of Companies Act, 2013 subject to the limits specified under section II of Part II of schedule V of the Companies Act, 2013

Lex Nimble Solutions Ltd.

Quadrant 3, Module A1, 10th Floor, Cyber Towers, Hitec City, Madhapur, Hyderabad - 500081. Telangana, India.

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Subsidiary of :

Lex Nimble Solutions Inc.

Schaumburg, IL - 60173, USA.

Item No.17

To authorize Mrs. Sarada Devi Medikundam to file Form BEN-2

The Chairman informed the Board that The Companies (Significant Beneficial Owners) Rule 2019 replaces the provisions of the Companies (Significant Beneficial Owners) Rule 2018. It has further introduced Rule 2A which bestows responsibility upon the Reporting Company to find out about the SBO, identify the individual and cause such individual to make a declaration to the Reporting Company in Form No. BEN-1. This form shall be filed by the individual who is the SBO to the Reporting Company within 90 days from the commencement of these Rules and for subsequent changes or acquiring the status of SBO, within 30 days of such change or acquiring the SBO. Within 30 Days of declaration from the persons of Significant Business Owners, the Company has to file a Return to the ROC in the form Number BEN-2 through any of the duly authorised Director of the Company.

Item No.18

Review of Business;

The Board reviews and takes notes on the progress of the business made by the Company from previous Board Meeting till the date of upcoming Board Meeting.

Item No.19

To consider any other matter with the permission of the Chair;

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