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**Website:** [www.lexnimbale.in](http://www.lexnimbale.in)

**Board of Directors**

- Praveen Chakravarthy Medikundam : Chairman & Director
- Samuel Alemu : Director
- Sarada Devi Medikundam : Director
- Vanumu Chandra Sekhar : Director
- Nalin Patel : Director
- Rakesh Choudhary : Director
- Sreenivas Katragadda : Director
- Bukkaraju Venkata Jaganmohan : Director

**Auditors**

SPC & Associates

Chartered Accountants

Address: Plot No.252A, 2<sup>nd</sup> Floor,  
MLA Colony, Lotus Pond Road,  
Road No.12,Banjara Hills,  
Hyderabad-500034

**Bankers**

HDFC Bank

**Registered Office**

Q3, Module A1, 10<sup>th</sup> Floor, Cyber Towers, Hitec  
City, Madhapur, Hyderabad, Telangana-500081  
Website: [www.lexnimble.in](http://www.lexnimble.in)

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## NOTICE

**Notice is hereby given that the Thirteenth Annual General Meeting of members of M/s. Lex Nimble Solutions Limited will be held on Saturday the 18<sup>th</sup> Day of August, 2018 at 11.00 AM at Registered Office of the Company situated at Q3, Module A1, 10<sup>th</sup> Floor, Cyber Towers, Hitec City, Madhapur, Hyderabad-500081 to transact the following business:**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2018 along with the Report of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Praveen Chakravarthy Medikundam (DIN: 02816167), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Samuel Alemu (DIN: 03169580), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary resolution;

**RESOLVED THAT** in terms of provisions of Sec 139 to 142 and other applicable provisions if any, of Companies Act, 2013 read with the underlying rules i.e. Companies (Audit & Auditors) Rules, 2014 as may be applicable and pursuant to the recommendation of the Audit Committee, the consent of the members of the Company be and is hereby accorded to ratify the appointment of M/s. SPC & Associates, Chartered Accountants, (ICAI Firm Registration No.005685S), to hold the office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting which will be held in the year 2020 subject to the ratification of members in every Annual General Meeting, on such a remuneration (including the terms of payment) as may be agreed upon by the Board of Directors and the Auditors including the applicable taxes, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2019."

**SPECIAL BUSINESS:****5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution;**

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and all other relevant Rules applicable, if any, of the said Act including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members be and is hereby accorded for Re-designating Mr. Bukkaraju Venkat Jaganmohan, as a Non-Executive Professional director w.e.f 27.05.2018, who was an independent director of the Company formerly, liable to retire by rotation under the provisions of section 152 of companies Act, 2013 without any remuneration.”

“RESOLVED FURTHER THAT Mr. Praveen Chakravarthy Medikundam, Director and Chairman of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”

**6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution;**

“RESOLVED THAT pursuant to Sec 188 (1)(c) and other applicable provisions if any of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable regulations including statutory modifications or enactments thereof for the time being in force and also pursuant to the consent of Audit Committee and Board of Directors vide resolutions passed in their respective meetings, the consent of the shareholders of the company be and is hereby accorded to the related party transaction entered by the Company with International Legal and Business Services LLP in the financial year 2018-19

for a value of Rs.24,00,000/-(Rupees Twenty Four Lakhs only) as mentioned under the explanatory statement annexed to this Notice.”

**“RESOLVED FURTHER THAT** Mr. Praveen Chakravarthy Medikundam, Director and Chairman of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution”

**7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution;**

**“RESOLVED THAT** pursuant to Sec 188 (1)(d) and other applicable provisions if any of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable regulations including statutory modifications or enactments thereof for the time being in force and also pursuant to the consent of Board of Directors vide resolution passed in their respective Board meeting, the consent of the shareholders of the company be and is hereby accorded to the related party transaction entered by the Company with Lex Nimble Solutions Inc. in the financial year 2017-18 for such value as mentioned under the explanatory statement annexed to this Notice and the Board of Directors be are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and matters connected therewith or incidental thereto.”

**By Order of the Board  
For Lex Nimble Solutions Limited**

**Place: Hyderabad  
Date: 21.07.2018**

**(Kavitha Somavarapu)  
Company Secretary**

**NOTES:**

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
- 2) Proxy forms in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the meeting. Proxies submitted on behalf of the companies, Body corporates, societies etc., must be supported by an appropriate resolution / authority, as applicable.
- 3) A person can act as a Proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of total share capital of the company carrying voting rights. A member holding more than 10% (Ten percent) of share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- 4) **The business set out in the Notice will be transacted through electronic voting system and the company is providing facility for voting by electronic means. Instructions and other information relating to e-voting forms part of this Notice.**
- 5) The Explanatory Statement pursuant to Sec 102 of Companies Act, 2013 which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
- 6) The Share Transfer Register and the Register of Members of the Company will remain closed from 13.08.2018 to 18.08.2018 (both days inclusive).
- 7) shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11<sup>th</sup> August, 2018, may cast their vote at the venue of the meeting by attending the Annual General Meeting or electronically through e-voting.
- 8) Any person who is not a member as on the cut-off date shall treat this notice for information purposes only.
- 9) **Bigshare Services Private Limited**, E/2 Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
- 10) The Company's ISIN for its equity shares is INE860Y01019.
- 11) Members seeking any information or clarification on the accounts are requested to send queries in writing to the Registered Office of the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
- 13) The Register of Contracts and Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
- 14) Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.

- 15) **Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the Attendance slip duly filled in for attending AGM. Copies of Annual Report will not be provided at the AGM.**
- 16) **As part of the “Green Initiative” and pursuant to section 101 of Companies Act, 2013 read with relevant rules the Notice of AGM, Annual Report, Attendance Slip and proxy form are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participants. However in case a member wishes to receive the physical copies of the said documents , the member is requested to send an e-mail duly quoting his DP ID and Client ID or Folio No. as the case may be, to investment @lexnimble.in, accordingly the company shall update its database and send the physical copies. For the members who have not updated/registered their e-mail IDs, physical copies are being sent through permitted modes. The copies of the said documents will also be uploaded on the website of the company [www.lexnimble.in](http://www.lexnimble.in).**
- 17) Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment or re-appointment.
- 18) The notice of Annual General Meeting will be sent to the members, whose names appears in the Register of members / depositories as at closing hours of business on Friday the 20<sup>th</sup> July, 2018.
- 19) All documents mentioned in the resolutions and/or explanatory statement, are available for inspection for the members at the registered office of the Company during business hours on any working day and will also be made available at the venue of the Annual General Meeting.
- 20) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in Electronic Form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
- 21) Process and manner for e-voting is as under: The Company is offering e-voting facility to its members enabling them to cast their votes electronically. The Company has signed an agreement with M/s Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the shareholders to cast their votes electronically pursuant to Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations 2015.

The instructions for e-voting are as under:

- i) The e-voting period begins on Wednesday the 15<sup>th</sup> August, 2018 at 9.00 AM and ends on Friday the 17<sup>th</sup> August, 2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11<sup>th</sup> August, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.



- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “Lex Nimble Solutions Limited” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction.</li> </ul>

- (xi) After entering these details appropriately, click on “SUBMIT” tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN (the EVSN is 180718012) for the **LEX NIMBLE SOLUTIONS LIMITED** on which you choose to vote.

- xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA)/Authority Letter with the attested specimen signature of the Authorised signatory who are authorized to vote, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- 22) Resolution (s) passed by the members through remote e-voting and voting at the AGM are deemed to have passed as if they have been passed at the AGM.
- 23) The facility for voting through Ballot paper will also be made available at the venue of the meeting and members attending the AGM and who have not cast their votes by remote e-voting, shall be able to exercise their right to vote at the AGM through Ballot Paper.
- 24) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM, but shall not be entitled to cast their vote again at the venue of the AGM.
- 25) Members must quote their Folio Number/DP ID & Client ID and contact details such as e-mail address and contact no. etc. in all correspondences with the company/RTA.
- 26) Sri V. Bhaskara Rao, Practicing Company Secretary, Address: V. Bhaskara Rao & Co, Company Secretaries , 6-2-1085/B, Flat No.103, Badam Sohana Apartments, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082, Mail Id:[bhaskararaoandco@gmail.com](mailto:bhaskararaoandco@gmail.com), has been appointed as a Scrutinizer to scrutinize the poll at the Annual General Meeting and the remote e-voting process in a fair and transparent manner.
- 27) The Scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to Chairman.