Subex Limited
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Bangalore – 560 037 India
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January 3, 2014

To
The Manager – Listing
National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East)
Mumbai – 400 051

Dear Sir/Madam,

Sub: Updates

This is to inform you that the holders of the outstanding US$ 127,721,000 5.70% Secured Convertible Bonds due 2017, convertible into ordinary shares of Subex Limited ("**Bonds**"), have at a meeting of the Bondholders on January 3, 2014, undertaken the following action in relation to the Bonds. A summary of the key action taken is set out below:

- The Bondholders have waived the requirement under the terms and conditions of the Bonds ("**Terms**") for the Company to make the scheduled payment of interest on January 6, 2014, on the condition that the Issuer pay to or to the order of the Trustee an amount of US$ 28.50 together with the amount of US$ 57.00 due under the deed of Undertaking entered into between the Trustee and the Issuer dated January 4, 2013 for each US$ 1,000 principal amount of Bonds is paid to the Bondholders when the Bonds are redeemed.

Please find enclosed herewith for your reference and records a copy of the notice communicating outcome of the meeting to the holders of 5.70% Bonds and a copy of Notice of the Meeting dated December 10, 2013.

Thanking you,
Yours truly
For Subex Limited

SUBEX LIMITED * BANGALORE-560 037 *

Ganesh K V
Global Head – Finance, Legal & Company Secretary

THIS NOTICE IS NOT AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY OR EXCHANGE ANY SECURITIES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION.

THIS NOTICE OR ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE MEETING HAVE NOT BEEN SUBMITTED TO THE CLEARANCE PROCEDURES OF THE COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA (CONSOB) PURSUANT TO ITALIAN LAWS AND REGULATIONS. THIS NOTICE IS CIRCULATED IN THE REPUBLIC OF ITALY UNDER THE EXEMPTION PURSUANT TO ARTICLE 101-BIS, PARAGRAPH 3-BIS OF THE LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED (THE FINANCIAL SERVICES ACT) AND ARTICLE 35-BIS, PARAGRAPH 4, LETTER B) OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED.

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS IMMEDIATELY.

SUBEX LIMITED

(incorporated in the Republic of India with limited liability under the Indian Companies Act, 1956 with CIN L85110KA1994PLC016663)

(the **Issuer**)

NOTICE

to the holders of the

U.S.$127,721,000 5.70% Secured Convertible Bonds due 2017, convertible into Ordinary Shares of Subex Limited (the Bonds)

ISIN: XS0799661698

RELATING TO MATTERS CONSIDERED AT A MEETING CONVENED BY THE ISSUER AT 11.00 A.M. (SINGAPORE TIME) ON 3 JANUARY 2014

We refer to a Notice of Meeting from the Issuer dated 10th December 2013 (the **Notice of Meeting**). Terms used but not defined in this Notice have the meaning given in the Notice of Meeting.

Results of Meeting

Notice is hereby given to the holders of the Bonds that, at the Meeting of such holders held on 3 January 2014 at 11:00 a.m. (Singapore time) at the offices of Hogan Lovells Lee & Lee, 50 Collyer Quay, #10-01 OUE Bayfront, Singapore 049321, the Extraordinary Resolution set out in the Notice of Meeting previously notified to Bondholders in accordance with the terms of the Trust Deed for such Bonds was duly passed.

The Issuer has provided the Trustee with: (i) a duly executed deed of undertaking in the form attached as Schedule 1 to the Notice of Meeting; and (ii) a duly executed officer's certificate in the form attached as Schedule 2 to the Notice of Meeting, as a result of which the Extraordinary Resolution has become effective.

This Notice is given by:

SUBEX LIMITED

3 January 2014



THIS NOTICE OF MEETING IS NOT AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY OR EXCHANGE ANY SECURITIES IN THE UNITED STATES OR IN ANY OTHER JURISDICTION.

THIS NOTICE OF MEETING OR ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE MEETING HAVE NOT BEEN SUBMITTED TO THE CLEARANCE PROCEDURES OF THE *COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA* (CONSOB) PURSUANT TO ITALIAN LAWS AND REGULATIONS. THIS NOTICE OF MEETING IS CIRCULATED IN THE REPUBLIC OF ITALY UNDER THE EXEMPTION PURSUANT TO ARTICLE 101-BIS, PARAGRAPH 3-BIS OF THE LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED (THE FINANCIAL SERVICES ACT) AND ARTICLE 35-BIS, PARAGRAPH 4, LETTER B) OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED.

THIS NOTICE OF MEETING IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF BONDHOLDERS. IF BONDHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD CONSULT THEIR OWN INDEPENDENT PROFESSIONAL ADVISERS IMMEDIATELY.

SUBEX LIMITED
(*incorporated in the Republic of India with limited liability under the Indian Companies Act, 1956 with CIN L85110KA1994PLC016663*)
(the **Issuer**)

NOTICE OF MEETING

of the holders of the

U.S.$127,721,000 5.70% Secured Convertible Bonds due 2017, convertible into Ordinary Shares of Subex Limited (the Bonds)

ISIN: XS0799661698

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of Schedule 3 to the Trust Deed (as defined below) constituting the Bonds and made between the Issuer and the Trustee (as defined below) as trustee for the Bondholders (as defined below), a meeting of the Bondholders convened by the Issuer will be held at 11:00 am (Singapore time) on 3 January 2014 at the offices of Hogan Lovells Lee & Lee, 50 Collyer Quay, #10-01 OUE Bayfront, Singapore 049321, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as an Extraordinary Resolution in accordance with the provisions of the Trust Deed. Unless the context otherwise requires, capitalised terms used in this Notice of Meeting shall bear the meanings given to them in the Trust Deed.

EXTRAORDINARY RESOLUTION

"THAT THIS MEETING (the **Meeting**) of the holders (the **Bondholders**) of the outstanding U.S.$127,721,000 5.70% Secured Convertible Bonds due 2017, convertible into ordinary shares of Subex Limited (the **Bonds**) issued by Subex Limited (the **Issuer**) constituted by a trust deed dated 6 July 2012 (the **Trust Deed**) between the Issuer and The Bank of New York Mellon, acting through its London Branch, as trustee for the Bondholders (the **Trustee**), by Extraordinary Resolution (as defined in the Trust Deed) HEREBY:

(1) approves, assents and agrees irrevocably to waive (the **Waiver**) the 6 January 2014 interest payment under Condition 5.1 (*Interest – Interest*) of the Terms and Conditions of the Bonds as set out in Schedule 1 to the Trust Deed (the **Conditions**) on the condition that the Issuer pay to or to the order of the Trustee an amount of U.S.$ 28.50 together with the amount of U.S. $57.00 due under the deed of Undertaking entered into between the Trustee and the Issuer dated 4



January 2013 (together the **Waiver Condition Amount**) for each U.S.$1,000 principal amount of Bonds then outstanding at the same time as payment of an Early Redemption Amount and/or the amount at which the Issuer is required to redeem the Bonds at the Maturity Date (such payments, the **Waiver Condition**);

(2) approves, assents and agrees irrevocably (A) to waive any and all breaches and Events of Default and Potential Events of Default under the Trust Deed and the Conditions that may occur as a result of the non-payment to which the Waiver refers provided that, the Waiver Condition is satisfied in full and not in part; and (B) the Waiver shall not at any time constitute, or be determined or regarded as, or be alleged by the Bondholders, the Trustee (acting on the instructions of the Bondholders or otherwise) or any other person to be, an event requiring an adjustment to be made to the Conversion Price (as defined in the Conditions) under Condition 6.3 (*Adjustment to Conversion Price*) (or any other provision of the Bonds, the Conditions, the Trust Deed or the Agency Agreement), and Condition 6.3 (*Adjustment to Conversion Price*) and the Trust Deed shall at all times be construed accordingly;

(3) approves, assents and agrees irrevocably that the Waiver and the waiver at paragraph (2) above shall take immediate effect but that if the Waiver Condition Amount becomes due under the Waiver Condition but is not received in full, such waivers shall be deemed null and void *ab initio* with the effect that each and every breach of the Trust Deed and/or Event of Default that would have occurred but for such waivers shall be deemed to have occurred.

(4) sanctions, authorises, directs, requests and empowers the Trustee to concur in the Waiver and the Waiver Condition and, in order to give effect thereto and to implement the same, forthwith to execute and deliver the deed of undertaking in the form attached as Schedule 1 to the Notice of Meeting and to concur in and to execute and do, all such other deeds, instruments, acts and things as may be necessary to carry out and give effect to this Extraordinary Resolution;

(5) discharges and exonerates each of the Trustee and the Registered Bondholder (as defined in the Notice of Meeting) and each of their respective directors, officers and employees from all liability for which any of them may have become or may become responsible under the Trust Deed, the Bonds or otherwise in respect of any act or omission in connection with the Waiver, its implementation and/or this Extraordinary Resolution and acknowledges that the Trustee has not and will not make any independent assessment of the Waiver and the impact thereof on the interests of the Bondholders and is acting solely on the instructions of the Bondholders in respect of this Extraordinary Resolution; and

(6) this Extraordinary Resolution shall not become effective unless and until the Issuer provides a duly executed deed of undertaking to the Trustee in the form attached as Schedule 1 to the Notice of Meeting and an officer's certificate in the form attached as Schedule 2 to the Notice of Meeting.

Unless the context otherwise requires, capitalised terms used in this Extraordinary Resolution shall bear the meanings given to them in the Trust Deed or, as applicable, the Notice of Meeting."

Rationale for the Extraordinary Resolution

The Issuer believes that approval of the Extraordinary Resolution is necessary and desirable for the Issuer and beneficial for Bondholders for the principal reasons set out below.

Interest Payment

The Issuer will not have sufficient cash to make the scheduled initial interest payments on 6 January 2014.

The Issuer therefore believes that waiving this interest payment is the only viable option available to the Issuer to avoid a payment default on the Bonds. Failure to pay the interest on the Bonds on 6 January 2014 would constitute an Event of Default, and could give rise to events of default under other indebtedness of the Issuer. Unless a further restructuring could be agreed with its creditors, such a default may ultimately lead to the insolvency of the Issuer, among other things.

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As a condition to the waiver of this interest payment, the Issuer proposes to pay an amount equivalent to the value of the waived 6 January 2014 interest payment, being an aggregate of US$28.50 for each US$1,000 in principal amount of Bonds, along with the Early Redemption Amount and/or the amount payable upon redemption of the Bonds on the Maturity Date.

Documents Available for Inspection

Bondholders may, at any time during normal business hours on any weekday (Saturdays, Sundays and bank and other public holidays excepted) prior to and during the Meeting, obtain copies of the documents listed below at the specified office of the Principal Agent set out below and at the registered office of the Issuer.

Documents available:

- a copy of this Notice of Meeting;
- a copy of the Trust Deed; and
- a copy of the Agency Agreement (as defined in the Trust Deed).

General

The attention of Bondholders is particularly drawn to the quorum required for the Meeting and for an adjourned Meeting which is set out in the Trust Deed and summarised in "- *Voting and Quorum*" below. Having regard to such requirements, Bondholders are strongly urged either to attend the Meeting or to take steps to be represented at the Meeting, as referred to below, as soon as possible.

None of the Trustee, the Principal Agent or any other Agent expresses any view as to the merits of the Waiver or the Extraordinary Resolution but the Trustee has authorised it to be stated that it has no objection to the Waiver and the Extraordinary Resolution being put to Bondholders for their consideration. None of the Trustee, the Principal Agent or any other Agent has been involved in negotiating the Waiver and none of them makes any representation that all relevant information has been disclosed to the Bondholders in or pursuant to this Notice of Meeting. Accordingly, each of the Trustee and the Principal Agent recommends that Bondholders who are unsure of the impact of the Waiver and the Extraordinary Resolution should seek their own financial, tax and legal advice.

The Issuer will bear certain customary legal, accounting and other professional fees and expenses associated with the Waiver.

All of the Bonds are held by The Bank of New York Depository (Nominees) Limited, as a nominee of a common depository for Euroclear Bank S.A./N.V. (**Euroclear**) and/or Clearstream Banking, *société anonyme* (**Clearstream, Luxembourg**) (the **Registered Bondholder**). For the purposes of this Notice of Meeting, **holder of Bonds** or **Bondholder** shall mean each person who is for the time being shown in the records of Euroclear or Clearstream, Luxembourg as the holder of a particular principal amount of the Bonds, unless the context otherwise requires, and related expressions shall be construed accordingly, and the passing of the Extraordinary Resolution shall be deemed an instruction to the Registered Bondholder to approve the Extraordinary Resolution in accordance with its terms.

Voting and Quorum

(1) The provisions governing the convening and holding of the Meeting are set out in Schedule 3 (*Provisions for meetings of Bondholders*) to the Trust Deed, a copy of which is available for inspection as referred to above.

(2) A Bondholder wishing to attend and vote at the Meeting in person must produce a valid voting certificate or valid voting certificates issued by the Principal Agent relative to the Bond(s), in respect of which it wishes to vote.

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(3) A Bondholder not wishing to attend and vote at the Meeting in person may, in accordance with the procedures of Clearstream, Luxembourg or Euroclear, instruct the Principal Agent to issue a block voting instruction and appoint a proxy (or, in the case of a Bondholder that is a corporation, a representative) to attend and vote at the Meeting in accordance with its instructions.

(4) An accountholder with Euroclear or Clearstream, Luxembourg (an **Accountholder**) who wishes to obtain a voting certificate or procure the Principal Agent to issue a block voting instruction and appoint a proxy (or, as the case may be, representative) to attend and vote at the Meeting (or, if applicable, any adjourned such Meeting) on his behalf should (not less than 48 hours before the time appointed for the holding of the Meeting (or, if applicable, any adjourned such Meeting) and within the relevant time limit specified by Euroclear or Clearstream, Luxembourg (as the case may be)) request the relevant clearing system to block the Bonds in his own account and to hold the same to the order or under the control of the Principal Agent.

(5) An Accountholder whose Bonds have been so blocked will thus be able to obtain a voting certificate from the Principal Agent, or procure that a block voting instruction is given either by deposit of a voting instruction form with or otherwise in accordance with the procedures of Euroclear or Clearstream, Luxembourg. For the avoidance of doubt, an Accountholder may obtain a voting certificate or procure a block voting instruction from the Principal Agent to the extent that the Accountholder has deposited voting instructions with Euroclear or Clearstream, Luxembourg no later than 10 a.m. (London time) on 31 December 2013.

(6) Any Bond(s) so held and blocked for the purpose of obtaining a voting certificate will be released to the Accountholder by the relevant clearing system on the earliest of (i) the conclusion of the Meeting (or, if applicable, any adjourned such Meeting) and (ii) (within the time limit specified by the relevant clearing system) the surrender of the voting certificate to the Principal Agent who issued the same.

(7) Any Bond(s) so held and blocked for the purpose of obtaining a block voting instruction will be released to the Accountholder by the relevant clearing system on the earliest of (i) the conclusion of the Meeting (or, if applicable, any adjourned such Meeting) and (ii) (within the time limit specified by the relevant clearing system) such Bond(s) ceasing in accordance with the procedures of the relevant clearing system and with the agreement of the Principal Agent to be held to its order or under its control; provided, however, in the case of (ii) above, that if the Principal Agent has caused a block voting instruction to be delivered to the Issuer in respect of such Bond(s), such Bond(s) will not be released to the relevant Accountholder unless and until the Principal Agent has notified the Issuer of the necessary revocation of or amendment to such block voting instruction.

(8) At the Meeting, the quorum required to pass the Extraordinary Resolution is two or more persons present in person holding voting certificates or being proxies or representatives and holding or representing in the aggregate not less than 75 per cent. in principal amount of the Bonds for the time being outstanding (as defined in the Trust Deed). If a quorum is not present at the Meeting, the Meeting will be adjourned and the Extraordinary Resolution will be considered at an adjourned Meeting (notice of which will be given to Bondholders). The quorum at such adjourned Meeting shall be two or more persons present in person holding voting certificates or being proxies or representatives and holding or representing in the aggregate not less than 25 per cent. in principal amount of the Bonds for the time being outstanding (as defined in the Trust Deed).

(9) Whilst the Bonds are represented by the Global Certificate, the registered holder thereof is treated as two persons for the purposes of any quorum requirements of a meeting of Bondholders and, at any such meeting, as having one vote in respect of each U.S.$1,000 in principal amount of Bonds in respect of which the Global Certificate is issued.

(10) Every question submitted to each Meeting shall be decided in the first instance by a show of hands and in case of equality of votes, the chairman of the Meeting shall both on a show of hands and on a poll have a casting vote in addition to the vote or votes (if any) to which he may be entitled as a holder of a voting certificate or as a proxy or representative. A poll may be

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demanded by the chairman of the Meeting, the Issuer, the Trustee or any person present holding a voting certificate or being a proxy or representative of in the aggregate not less than 2 per cent. in principal amount of the Bonds for the time being outstanding (as defined in the Trust Deed). On a show of hands every person who is present in person and produces a voting certificate or is a proxy or representative shall have one vote. On a poll every person who is so present shall have one vote in respect of each U.S.$1,000 in principal amount of the Bonds represented by the voting certificate so produced or in respect of which he is a proxy or representative.

(11) To be passed, the Extraordinary Resolution requires a majority in favour consisting of not less than three-quarters of the votes cast. If passed, the Extraordinary Resolution shall be binding upon all the Bondholders whether present or not present at the Meeting and whether or not voting, and each of them shall be bound to give effect to it accordingly.

(12) Notice of the results of the Meeting to vote on the Extraordinary Resolution shall be given to Bondholders by the Issuer as soon as possible after the Meeting but in any event no later than seven days following the Meeting.

(13) This Notice of Meeting and all non-contractual obligations arising out of or in connection with it are governed by, and shall be construed in accordance with, English law.

(14) Bondholders whose Bonds are held by Euroclear or Clearstream, Luxembourg should contact the following for further information:

Euroclear:	Custody Operations Department Tel: (Brussels) +322 224 4245, Fax: +322 224 1459
Clearstream, Luxembourg:	Corporate Action (CIE) Department Tel: (Luxembourg) +352 46 564 8065, Fax: +352 46 564 8248

(15) The address and contact details of the Principal Agent and Paying Agent with respect to the Bonds are as follows:

The Bank of New York Mellon
One Canada Square
London E14 5AL
Attention: Trustee Administration Manager
Fax: +44 20 7964 4637

This Notice of Meeting is given by:

SUBEX LIMITED

10 December 2013

