

February 17, 2026

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai- 400 001
BSE Scrip Code: 532348

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot no. C/1
G Block, Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051
NSE Symbol: SUBEXLTD

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached a copy of the Postal Ballot Notice dated February 10, 2026, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for:

1. Appointment of Mr. Venkata Erinti Narayana (DIN: 03345145) as an Independent Director of the Company; and
2. Appointment of Mr. Alok Ohrie (DIN: 01052136) as an Independent Director of the Company.

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Company’s Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited (NSDL), as the agency to provide e-voting facility. The e-voting facility will be available during the following period:

Commencement of e-voting	9:00 a.m. (IST) on Wednesday, February 18, 2026
End of e-voting	5:00 p.m. (IST) on Thursday, March 19, 2026

The Postal Ballot Notice is also available on the Company's website at <https://www.subex.com/investors/investor-information/#postal-ballot-2026>

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Subex Limited**

Ramu Akkili
Company Secretary & Compliance Officer

Encl.: as above

Subex Limited

(CIN: L85110KA1994PLC016663)

Regd. Office: Pritech Park - SEZ, Block-09, 4th Floor, B Wing, Sy No. 51-64/4, ORR, Bellandur

Village, Varthur Hobli Bengaluru-560103 Phone: +91 80 3745 1377

Email : investorrelations@subex.com, Website: www.subex.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Subex Limited (“**the Company**”) by means of Postal Ballot, only by remote e-voting process (“**e-voting**”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“**the Act**”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), 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).

SPECIAL BUSINESS

1. Appointment of Mr. Venkata Erinti Narayana (DIN: 03345145) as an Independent Director of the Company.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions 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), Mr. Venkata Erinti Narayana (DIN: 03345145), who was appointed as an Additional Director (Category: Non Executive, Independent), pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from December 25, 2025.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Alok Ohrie (DIN: 01052136) as an Independent Director of the Company.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions 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), Mr. Alok Ohrie (DIN: 01052136), who was appointed as an Additional Director (Category: Non Executive, Independent), pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from January 4, 2026.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors

For **Subex Limited**

Sd/-

Ramu Akkili

Company Secretary & Compliance Officer

Bengaluru, February 10, 2026

Registered Office:

Pritech Park - SEZ,

Block-09, 4th Floor, B Wing, Sy No. 51-64/4, ORR,

Bellandur Village, Varthur Hobli

Bengaluru-560103

NOTES:

1. The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear in the register of members / register of beneficial owners as on Friday, February 13, 2026 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. The Company has engaged the services of the National Securities and Depositories Limited (NSDL) as agency to provide e-voting facility to the members.
4. This Postal Ballot Notice will also be available on the Company’s website at: <https://www.subex.com/investors/investor-information/#postal-ballot-2026>, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.subex.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
6. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purposes only.
7. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
8. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“**SEBI Master Circular**”), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. The e-voting commences on Wednesday, February 18, 2026 at 9.00 am (IST) and ends on Thursday, March 19, 2026 at 5:00 pm (IST). The Special Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, March 19, 2026.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

10. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Pramod S.M. (FCS Membership No. 7834 and Certificate of Practice No.13784), Partner, BMP & Co., LLP, Practicing Company Secretaries as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer to Mr. Pramod S.M., for conducting the meeting only through the electronic voting process, in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman/ Company Secretary of the Company, upon completion of scrutiny of the result of the postal ballot i.e. e-voting and the results will be announced on or before Saturday, March 21, 2026. The results will displayed on the Company's website at www.subex.com and the website of NSDL at <https://www.evoting.nsdl.com>. The results will simultaneously be submitted to the Stock Exchanges i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), and will also be displayed at the registered office of the Company.
12. The resolutions, if passed by the requisite majority through e-voting, will be deemed to have been passed on the last date specified for voting i.e., Thursday, March 19, 2026. Further, the resolutions passed by the Members through this Postal Ballot shall be deemed to have been passed at General Meeting.
13. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting.
Members seeking to inspect such documents can send an email to investorrelations@subex.com mentioning his / her / its folio number / DP ID and Client ID.

PROCEDURE / INSTRUCTIONS FOR REMOTE E-VOTING

1. The Company is providing e-voting facility of NSDL to its members to exercise their right to vote on the proposed resolutions by electronic means.
2. The e-voting facility will be available during the following voting period:

Commencement of e-voting	9:00 a.m. (IST) on Wednesday, February 18, 2026
End of e-voting	5:00 p.m. (IST) on Thursday, March 19, 2026

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

How to 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 Master Circular dated January 30, 2026, 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 e-mail 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"> <li data-bbox="581 667 1425 1060">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 <li data-bbox="581 1102 1425 1575">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. <li data-bbox="581 1617 1425 1753">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 <li data-bbox="581 1795 1425 1896">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

	<p>page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will be opened. 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 i.e. Subex Limited 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 use your existing myeasi 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 provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 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>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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participant</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use *Forgot user ID and Forgot Password* option available at respective websites.

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
Securities held with NSDL	Members facing any technical issue in login can contact NSDL At helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Securities held 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.

<u>How to Log-in to NSDL e-Voting website</u>
<ol style="list-style-type: none"> 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. <p><i>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.</i></p>

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 use 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 pramod@bmpandco.com with a copy marked to evoting@nsdl.com and investorrelations@subex.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 (Name of NSDL Official) 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 investorrelations@subex.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 (Company email ID). If you are an Individual shareholder 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 January 30, 2026 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

Item No. 1

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Venkata Erinti Narayana (DIN: 03345145) as an Additional Director pursuant to Section 161 of the Companies Act, 2013, and further as Non-Executive Independent Director of the Company for a term of three years commencing from December 25, 2025, not liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

Mr. Venkat is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Venkat that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Venkat for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Venkat fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Venkat is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Brief Profile Mr. Venkat Erinti Narayana is as follows:

Mr. Venkat has over 30 years of experience across investment banking, private equity, fund management, cross-border mergers and acquisitions, project finance, and board-level governance, with a focus on emerging markets.

Most recently, he was associated with Aavishkaar Capital, part of the Aavishkaar Group, since 2013. During this period, he was involved in the raising and management of the Aavishkaar Frontier Fund and lead its activities in Indonesia. He also serves on the boards of portfolio companies. He was involved in the conceptualization and launch of the Global Supply Chain Support Fund, focused on SME exporters across Emerging Asia and East Africa.

Prior to this, Mr. Venkat worked as a senior investment banker, executing cross-border M&A, project finance, and special situation transactions across India and the region. He has also served as Chief Executive Officer of growth-stage companies.

Mr. Venkat holds a Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad, and a Bachelor of Engineering from the Birla Institute of Technology and Science, Pilan.

Details of Mr. Venkat pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Venkat as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Venkat as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Venkat as an Independent Director of the Company. Copy of the letter of appointment issued to Mr. Venkat setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investorrelations@subex.com.

Except Mr. Venkat and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in this Resolution.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

Item No. 2

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Alok Ohrie (DIN: 01052136) as an Additional Director pursuant to Section 161 of the Companies Act, 2013, and further as Non-Executive Independent Director of the Company for a term of three years commencing from January 4, 2026, not liable to retire by rotation, subject to approval of the Members by way of a Special Resolution.

Mr. Alok is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from Mr. Alok that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Mr. Alok for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Mr. Alok fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Alok is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director.

Brief Profile Mr. Alok Ohrie is as follows:

Alok Ohrie is a seasoned industry leader with over three and half decades of experience in the IT and IT-enabled services sector. Most recently, Alok served as the President and Managing Director of Dell Technologies India from April 2013 to July 2025. During this he was instrumental in transforming the company from predominantly being a PC Player into a comprehensive technology solutions provider, including AI-optimized infrastructure, Modern Datacentres, Multi Cloud and Cyber Security Solutions. Under his guidance, Dell Technologies India deployed customer-focused use-case solutions - from AI-based predictive maintenance to zero-trust cybersecurity stacks - fueling digital resilience for hundreds of enterprises and mid-market clients.

During his tenure, Alok led Dell Technologies India to become the fastest-growing business unit for Dell Globally. He architected innovative go-to-market strategies and established a robust omnichannel ecosystem, significantly enhancing the company's market presence in India. His leadership was pivotal in fostering a unified "One-Dell" culture and nurturing a strong leadership team and talent pool.

Prior to his role at Dell, Alok held various leadership positions at IBM, AMD, EMC and Wipro, accumulating extensive experience across multiple facets of the technology industry. He has been an active participant in several industry forums, including serving as the Chairman of ASSOCHAM's National Council of Electronics Manufacturing and as a member of the Executive Council of NASSCOM.

Alok's contributions to the industry have been widely recognized. He received the 'Outstanding Contribution to IT Industry' award in 2013, was named Indian Affairs' 'Most Innovative CEO of the Year' in 2019, and was honored with the "Distinguished Alumnus Award" by the National Institute of Technology Karnataka (NITK) in 2020. In 2024, he was felicitated with the Best CEO award by the Learning and Organization Development Roundtable (LNOD Roundtable) in association with the Women Leadership Forum of Asia (WLFA) for championing Diversity and Inclusion practices.

Beyond his corporate achievements, Alok has contributed to national initiatives, serving as a 'Super Mentor' for the Government of India's Atal Innovation Mission and participating in advisory roles for the USIBC India Advisory Council and the Ministry of Electronics & IT's MeitY Advisory Group on the "Digital India Electronic Mission of \$300Bn".

Alok remains deeply committed to fostering diversity, equity and inclusion, and women's advancement in the workforce, a consistent thread throughout his tenure earning acclaim for creating environments that empower underrepresented groups. He's widely recognized as a visionary technology leader with a robust understanding of how to align complex technological trends including AI and digital infrastructure with customer and market needs.

With a proven track record of delivering results through innovation, inclusive leadership, and operational excellence, Alok is equally celebrated as an accomplished business strategist, adept at building, scaling and managing high-performing businesses, cultivating strong customer and partner relationships, and guiding cross-functional teams for high-impact outcomes.

Details of Mr. Alok pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the “Annexure” to this Postal Ballot Notice.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. Alok as an Independent Director requires approval of members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Alok as an Independent Director requires approval of members of the Company by passing a special resolution.

Accordingly, the approval of members is sought for appointment of Mr. Alok as an Independent Director of the Company. Copy of the letter of appointment issued to Mr. Alok setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to investorrelations@subex.com.

Except Mr. Alok and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in this Resolution.

The Board of Directors commends the Special Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

By order of the Board of Directors
For **Subex Limited**

Sd/-

Ramu Akkili

Company Secretary & Compliance Officer

Bengaluru, February 10, 2026

Registered Office:

Pritech Park - SEZ,

Block-09, 4th Floor, B Wing, Sy No. 51-64/4, ORR,

Bellandur Village, Varthur Hobli, Bengaluru-560103

Details of Directors seeking appointment

[Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings]

Item No.1

Mr. Venkata Erinti Narayana	
Age	66 years
Qualifications	Post Graduate Diploma in Management from the Indian Institute of Management, Ahmedabad, and a Bachelor of Engineering from the Birla Institute of Technology and Science, Pilani.
Experience (including expertise in specific functional area) / Brief Resume	Over 3 decades of experience. Brief profile of Mr. Venkat is available at www.subex.com
Terms and Conditions of Appointment	Appointment as a Non-Executive Independent Director for a period of three years commencing from December 25, 2025, not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any) (FY2024-25)	Not applicable
Remuneration proposed to be paid	1. Sitting fees for attending Board and Committee Meetings, if any, where he is a member. 2. Commission, as determined by the Board of Directors
Date of first appointment on the Board	December 25, 2025
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board attended	Two meetings after his appointment
Directorships of other Boards as on date of Postal Ballot Notice	1. Lead Angels Association for Entrepreneurship Development. 2. SVAAS Management Services Private Limited 3. SMS Vans Skilling and Advisory Private Limited 4. PT Sei Balai Green Energy, Indonesia
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil

Item No.2

Mr. Alok Ohrie

Age	59 years
Qualifications	BE Electronics & Communication National Institute of Technology, Surathkal (esrtwhile Regional Engineering College)
Experience (including expertise in specific functional area) / Brief Resume	Over three and half decades of experience in the IT and IT-enabled services sector. Brief profile of Mr. Alok is available at www.subex.com
Terms and Conditions of Appointment	Appointment as a Non-Executive Independent Director for a period of three years commencing from January 4, 2026, not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any) (FY2024-25)	Not applicable
Remuneration proposed to be paid	1. Sitting fees for attending Board and Committee Meetings, if any, where he is a member. 2. Commission, as determined by the Board of Directors
Date of first appointment on the Board	January 4, 2026
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board attended	One meeting after his appointment
Directorships of other Boards as on date of Postal Ballot Notice	Dell Technologies India Limited (Ceased to be director on June 18, 2025)
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil
