

August 19, 2016

To
The Manager – Listing
BSE Limited
The National Stock Exchange of India Limited

Dear Sir/Madam,

Sub: Updates-The Twenty Second Annual General Meeting of Subex Limited (**'the Company'**)

Please be informed on the following disclosures of the Company:

- The Twenty Second Annual General Meeting of Subex Limited (**'the Company'**) will be held at the registered office situated at RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560103 on Monday, the 12th day of September 2016 at 2 PM.
- The Register of Members and Share Transfer Books will remain closed from September 6, 2016 to September 12, 2016 (both days inclusive). Please note that this is an annual book closure and *does not relate* to any dividends or other announcements.
- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL. The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Monday, September 5, 2016 (record date).
- The e-voting period commences on Friday, September 9, 2016 (9:00 AM) (IST) and ends on Sunday, September 11, 2016 (5:00 PM) (IST).

We request you to take the aforesaid notification on record.

For Subex Limited



Ganesh K V
Chief Financial Officer, Global Head – Legal and Company Secretary

Encl.: Notice of the Twenty Second AGM.



Subex Limited

(CIN: L85110KA1994PLC016663)

Regd. Office: RMZ Ecoworld,
Outer Ring Road, Devarabisanahalli,
Bangalore - 560103, India
Phone : +91 80 6659 8700
Fax : +91 80 6696 3333
E-mail : info@subex.com
www.subex.com

NOTICE OF TWENTY SECOND ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second Annual General Meeting (22nd AGM) of the Members of Subex Limited ('the Company') will be held at the registered office situated at RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560103 on Monday, the 12th day of September 2016 at 2 P.M to transact the following business:

ORDINARY BUSINESS:

1. Adoption of financial statements

To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director

To appoint a Director in place of Mr. Surjeet Singh (holding DIN 05278780), who retires by rotation, and being eligible offers himself for re-appointment.

3. Ratification of appointment of Auditors

To ratify the appointment of auditor to hold office from the conclusion of the 22nd Annual General Meeting until the conclusion of the 26th Annual General Meeting, to fix their remuneration and to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of The Companies Act, 2013 and the Rules made thereunder and the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Bangalore (ICAI registration number 101049W/E300004) be and is hereby ratified as Auditors of the Company to hold office until the conclusion of the 26th Annual General Meeting".

SPECIAL BUSINESS:

4. Appointment of Ms. Priyanka Roy as an Independent Director

To consider and if thought fit, to pass the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of The Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to The Companies Act, 2013, Ms. Priyanka Roy (holding DIN 06992056), who was appointed as Additional Director of the Company with effect from 26th August 2015 under Section 161 of The Companies Act, 2013 be and is hereby appointed as Independent Director of the Company to hold office for a term of five consecutive years."

5. Alteration of Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of The Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

6. Re-appointment of Mr. Surjeet Singh as Managing Director and CEO of the Company

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

"RESOLVED THAT that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of The Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to The Companies Act, 2013 and subject to such other

approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment of Mr. Surjeet Singh (holding DIN 05278780) as the Managing Director & CEO of the Company, for a period of one year from October 5, 2016 to hold office until October 4, 2017 as per the terms of appointment including salary, commission and perquisites (hereinafter referred to as "Remuneration"), as detailed in the explanatory statement attached hereto, which hereby is approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement (including authority from time to time, to determine the amount of salary and commission as also the type and amount of perquisite and other benefits payable to the Managing Director & CEO) in such manner as may be agreed to between the Board

of Directors and the Managing Director & CEO, provided however that the Remuneration payable to the Managing Director & CEO shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of The Companies Act, 2013.

RESOLVED FURTHER THAT the Board 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 and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board

Place: Mumbai

Date: 9th August, 2016

Ganesh K V

Chief Financial Officer, Global Head – Legal and Company Secretary

NOTES:

1. The explanatory statement pursuant to Section 102 of The Companies Act, 2013 in respect of the above-mentioned special businesses is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing their representative(s) to attend and vote at the Annual General Meeting, pursuant to the provisions of section 105 of The Companies Act, 2013.
4. Members/proxies should bring the attendance slip enclosed herewith, duly filled in for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. 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.
7. The Register of Contracts or Arrangements in which 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.
8. The certificate from the Auditors of the Company certifying that the Company's ESOP 2000, ESOP 2005 and ESOP 2008 stock option plans are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 shall be available for

- inspection by the Members at the Annual General Meeting.
9. The Register of Members and Share Transfer Books will remain closed from September 6th, 2016 to September 12th, 2016 (both days inclusive).
 10. Members are requested to notify the Registrar and Share Transfer Agents - M/s. Canbank Computer Services Limited, J P Royale, 1st Floor, No. 218, 2nd Main, Sampige Road (Near 14th Cross), Malleswaram, Bangalore - 560 003, of any change in their addresses so as to enable the Company to address future communications to their correct addresses including dividend matters.
 11. As per the provisions of Section 72 of The Companies Act, 2013 and Rule 19(1) of The Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
 12. Voting through electronic means:
In compliance with provisions of Section 108 of The Companies Act, 2013 and Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 22nd AGM by electronic means and the business may be transacted through e-Voting Services provided by NSDL. The complete details of the instructions for e-voting is annexed to this notice.
 13. Being a Company with strong focus on green initiatives, Subex has been sending all shareholder communications such as the notice of General Meetings, Audited Financial Statements, Board's Report, Auditors' Report, etc., in electronic mode to all members whose E-mail addresses are registered with the Company/Depository Participant(s). Members are requested to register their E-mail Id with their Depository Participant and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to investorrelations@subex.com by providing their DP Id and Client Id as reference.
 14. The Notice of the 22nd AGM, Annual Report and instructions for e-voting along with the attendance slip and proxy form, is being sent by electronic mode to all members whose E-mail addresses are registered with the Company/ Depository Participant(s) unless a member has requested for Hard copy of the same. For members who have not registered their E-mail addresses, physical copies of the aforesaid documents are being sent by permitted mode.
 15. Members may also note that the Notice of the 22nd AGM and the Annual Report 2015-16 will be available on Company's website, www.subex.com under investors section.
 16. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Mr. Ganesh K V, Chief Financial Officer, Global Head – Legal and Company Secretary at an early date so as to enable the management to reply at the meeting.
 17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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. Members holding shares in physical form can submit their PAN details to the Company.
 18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (7.45 am to 4.15 pm) on all working days except Saturdays & Sundays, up to and including the date of the 22nd AGM of the Company.

By Order of the Board

Place: Mumbai
Date: 9th August, 2016

Ganesh K V
Chief Financial Officer, Global Head – Legal and Company Secretary

Additional Information on Directors Seeking Appointment/Re-appointment at the 22nd AGM

Item No. 2 & 6:

Mr. Surjeet Singh

Mr. Surjeet Singh is a seasoned management professional and business leader with over two decades of multi-industry global experience in leading Finance, Corporate Development, Business Planning and Global operations functions. He has a successful corporate and entrepreneurial track record of building organizations and fostering collaboration in large and culturally diverse cross functional teams. He was the Global Chief Financial officer of Patni Computer Systems where he played key role in shaping business transformation including significant improvements in operating metrics and processes, structuring large platform deals with fortune 500 customers, seamless management transitions, upholding highest standards of financial and corporate governance. He was instrumental in helping realize maximum shareholder value with successful exit of majority shareholders at Patni. Prior to this, Mr. Surjeet Singh was part of the founding team of Cymbal Corporation, a mid-sized telecom BSS systems integration boutique out of silicon valley which was acquired by Patni in 2004 for \$68M, which at the time was one of the largest cross border services transaction by an Indian company. In early part of his career, Mr. Surjeet Singh held various finance and operational roles at Ranbaxy - a global multinational pharmaceutical company during its

internationalization phase in the 90's. Mr. Surjeet Singh is a fellow of the Institute of Costs and Works Accountants, India, Certified Public Accountant from AICPA, USA. He holds a B.S. in Finance from the University of Pune and is a graduate of Advanced Management Program from Harvard Business School.

He is a member of the Audit Committee, Stakeholder's Relationship Committee, Risk Management Committee and CSR Committee of the Board of Directors of the Company.

As on the date of this notice, he does not hold any equity shares of the Company.

Item No 4:

Ms. Priyanka Roy

Ms. Priyanka Roy has significant experience in corporate commercial laws. A graduate of the National Law School in Bangalore, India, she started her career as in-house counsel with ICICI Bank in 2000. She was also with Amarchand Mangaldas and a partner at J. Sagar & Associates and moved on to co-found Alliance Legal in 2011. She recently merged her practice with IndusLaw, a full service pan-India law firm and is a partner at IndusLaw's Mumbai office.

As on the date of this notice, she does not hold any equity shares of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the special businesses set out in the accompanying notice of the 22nd Annual General Meeting of the Members of Subex Limited.

Item No. 4

Ms. Priyanka Roy is an Independent Director of the Company. She joined the Board of Directors of the Company on August 26, 2015.

In terms of Section 149 and other applicable provisions of The Companies Act 2013, Ms. Priyanka Roy being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company for a period of five years.

The Company has received notice in writing under the provisions of Section 160 of The Companies Act, 2013, from a member along with a deposit of ₹ 1,00,000/- proposing the candidature of Ms. Priyanka Roy for the office of Independent Director, to be appointed as such under the provisions of Section 149 of The Companies Act, 2013.

The Company has received from Ms. Priyanka Roy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 in terms of Companies

(Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of The Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of The Companies Act, 2013.

In the opinion of the Board, Ms. Priyanka Roy fulfils the conditions specified in The Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Priyanka Roy as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and Sunday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Priyanka Roy as an Independent Director.

Except Ms. Priyanka Roy, none of the Directors or key managerial personnel or their relatives is interested or concerned in the resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

Item No. 5

The existing Article of Associations ('AoA') are based on The Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of The Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with The Companies Act 2013.

With the coming into force of the Act several regulations of the

existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. While some of the Articles of the existing AoA of the Company require alteration or deletions, material changes that are proposed in the new draft AoA are given below for ease of reference of shareholders.

Sl. No.	Article Reference as per existing Articles of Association	Article reference as per Amended Articles of Association	Summary of Change
1.	Preamble	-	"Table A not to apply" is deleted as this is no longer relevant under The Companies Act, 2013.
2.	-	Preliminary Clause 1	Definitions are appropriately modified to align with the provisions of The Companies Act, 2013. Any definitions bearing a reference to Trust Deed are retained in their original form.

Sl. No.	Article Reference as per existing Articles of Association	Article reference as per Amended Articles of Association	Summary of Change
3.	-	Preliminary Clause 1	Definition of Postal Ballot introduced.
4.	-	Preliminary Clause 1	Inclusion of clause on Postal Ballot as a means to attain the approval of shareholders, in addition to the AGM.
5.	Articles 9, 11 to 30	-	Deletion of Article 9, 11 to 30 pertaining to Shares and Certificate as it is covered by Companies Act, 2013
6.	Articles 31 to 37	-	Deletion of Article 31 to 37 pertaining to Forfeiture of shares as it is covered by Companies Act, 2013
7.	Articles 59 to 81	19	Deletion of procedure to conduct meetings of members as it is covered by Companies Act, 2013. Inclusion of reference to Secretarial Standard 2 and Video Conferencing Meeting.
8.	Articles 83 to 90	-	Deletion of clause on procedure to appoint Director in vacancy or by appointment as it is covered by Companies Act, 2013
9.	Article 94	12 (2)	Deletion of clause on disqualification of director and aligned as per Companies Act, 2013.
10.	Article 95 (a) and 113	15	Reference to CEO deleted and MD included as CEO not defined under Companies Act, 2013
11.	Article 96	-	Restriction on powers of Managing Director is deleted, as these powers are exercisable only by Board.
12.	Articles 99 to 108	19	Deletion of procedure to conduct meetings of Board as it is covered by Companies Act, 2013. Amended to include reference to Secretarial Standard 1 and Video conferencing Meetings.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. Members will also be provided with a copy of the same on request.

None of the Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested,

financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders

Item No. 6

The Board of Directors has, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, re-appointed Mr. Surjeet Singh as the Managing Director & CEO of the Company for the period from October 5, 2016 to October 4, 2017, vide its resolution passed on August 09, 2016.

The Board has approved the terms & conditions of the payment of remuneration to Mr. Surjeet Singh, the details of which are given below:

- (a) **Tenure:** 1 year (October 5, 2016 to October 4, 2017)
- (b) **Remuneration:** Rupee equivalent of USD 25,000 per annum
- (c) **Benefits:**
 - a. **Medical Reimbursement:** Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or aboard, for self and family.
 - b. **Insurance:** Personal accident insurance and Keyman or other insurance as per the policy of the Company or as approved by the Board of Directors.
- (d) **Taxes:** All taxes, duties, levies, surcharge etc. shall be borne solely by Mr. Surjeet Singh.

(e) **Expenses:** The Company shall reimburse, on a monthly basis, all reasonable travelling, entertainment and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities. He shall be entitled to travel in Business class where travel time is more than 5 hrs.

(f) **Leave:** casual/sick leave and holidays as per the policy of the Company

(g) **Termination:**

- a. The Company or Mr. Surjeet Singh may terminate the agreement giving either party notice in writing of 90 (Ninety) days.
- b. If the employment of Mr. Surjeet Singh is terminated by the Company, without cause, before the expiry of 1 (One) year from the Appointment Date, he shall be entitled to receive from the Company, compensation, being rupee equivalent of USD 25,000 subject to usual statutory and other deductions.

The Board recommends the Resolution at Item No. 6 of the Notice for approval of the shareholders by a Special Resolution. Except Mr. Surjeet Singh, none of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice

Annexure-A

Details of Directors as on March 31, 2016 seeking appointment/re-appointment at the Twenty Second Annual General Meeting scheduled to be held on September 12, 2016 (Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

Name of Director	Surjeet Singh	Priyanka Roy
Date of birth	March 8, 1968	July 24, 1975
Date of appointment	October 5, 2012	August 26, 2015
Relationship with Directors	None	None
Expertise in specific functional area	Wide managerial experience	Legal Expertise
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2016		
1. Audit Committee	Subex Limited (member)	-
2. Nomination & Remuneration/ Compensation Committee	-	-
3. Shareholders' Relationship Committee	Subex Limited (member)	
4. Other Committees	Corporate Social Responsibility (Member)	-
	Risk Management Committee (Member)	-

Disclosure in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015

There are no *inter-se* relationships between the Board Members.



Subex Limited

(CIN: L85110KA1994PLC016663)

Regd. Office: RMZ Ecoworld,
Outer Ring Road, Devarabisanahalli,
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Phone : +91 80 6659 8700

Fax : +91 80 6696 3333

E-mail : info@subex.com

www.subex.com

ATTENDANCE SLIP

Annual General Meeting – September 12, 2016

Reg. Folio No. _____

No. of Shares: _____

DP ID: _____

Client ID: _____

I/We, certify that I/We, am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Annual General Meeting held at the registered office situated at RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560103 on Monday, the 12th day of September 2016 at 2 PM

Member's/Proxy's name in block letters

Signature of Member/Proxy

Note:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A Member may vote either for or against each resolution.



Subex Limited

(CIN: L85110KA1994PLC016663)
Regd. Office: RMZ Ecoworld,
Outer Ring Road, Devarabisanahalli,
Bangalore - 560103, India
E-mail : investorrelations@subex.com
Website: www.subex.com

PROXY FORM

Name of the member (s): _____

Registered address: _____

E-mail Id: _____

Folio No/ Client Id: _____

DP ID: _____

I/We, being the member (s) of _____ Shares of the above named company, hereby appoint:

1) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

2) Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him;

3) Name: _____ Address: _____

E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held at the registered office situated at RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore – 560103 on Monday, the 12th day of September 2016 at 2 PM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote(Optional see Note 2) Please mention no.of shares		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Financial Statements for the year ended March 31, 2016			
2.	Re-appointment of Mr Surjeet Singh, who retires by rotation			
3.	Ratification of Appointment of Auditors			
Special Business				
4.	Appointment of Ms. Priyanka Roy as an Independent Director			
5.	Alteration of Articles of Association			
6.	Re-appointment of Mr. Surjeet Singh as Managing Director and CEO of the Company			

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
Re. 1/-
Revenue
Stamp

Voting through electronic means

- I. In compliance with provisions of Section 108 of The Companies Act, 2013, Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended by The Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote on resolutions proposed to be considered at the 22nd Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 22nd AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the 22nd AGM may also attend the 22nd AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on September 9, 2016 (9:00 am) and ends on September 11, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 5, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an E-mail from NSDL [for members whose E-mail IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open E-mail and open PDF file viz: "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Name of the company".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail to biswajit@adyanta.co.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of 22nd AGM for members whose E-mail IDs are not registered with the Company/Depository Participant(s)

or requesting physical copies:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

USER ID EVEN () PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and E-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 5, 2016.

NOTE: The cut-off date shall not be earlier than 7 days before the date of general meeting

- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 5, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the RTA at ravi@ccsl.co.in/canbankrta@ccsl.co.in

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the 22nd AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 22nd AGM

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 22nd AGM through polling paper.

- XIII. Mr. Biswajit Ghosh (Membership No. 19552), Partner, HBP & Co, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The Chairman shall, at the 22nd AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Poling Paper" for all those members who are present at the 22nd AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 22nd AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.subex.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

