



Subex Limited

Registered Office: Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore – 560 037
Tel: +91 80 6659 8700 Fax: + 91 80 6696 3333

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the Members of Subex Limited will be held at the registered office of the Company situated at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore-560 037 on Wednesday, 28th day of December, 2011 at 11.30 AM to transact the following business:

SPECIAL BUSINESS:

1. Issue of Securities

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 81 and 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof), Foreign Exchange Management Act, 1999 (FEMA), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Listing Agreements entered into by the Company with the Stock Exchanges where the Company's securities are listed and in accordance with the guidelines issued by the Government of India (**“Gol”**), Reserve Bank of India (**“RBI”**), regulations issued by the Securities and Exchange Board of India (**“SEBI Regulations”**) and any competent authorities and clarifications issued thereon from time-to-time, and the provisions of the Memorandum and Articles of Association of the Company, subject to such approvals, permissions, consents and sanctions as may be necessary from the Gol, RBI, the Ministry of Finance (Department of Economic Affairs) and Ministry of Industry (Foreign Investment Promotion Board/ Secretariat for Industrial Assistance), SEBI and/or any other competent authorities, inside or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any Committee thereof) consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches, in the course of domestic/international offerings to Domestic/Foreign Investors/Institutional Investors/Foreign Institutional Investors, Members, Employees, Non-resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether shareholders of the Company or not (collectively referred to as **“Investors”**), through a Qualified Institutional Placement (**“QIP”**), Preferential Issue and/or Private Placement of equity shares and/or equity shares through Global Depository Receipts (**“GDRs”**), American Depository Receipts (**“ADRs”**), Foreign Currency Convertible Bonds (**“FCCBs”**) and/or any securities convertible into equity shares at the option of the company and/or holder(s) of the securities and/or securities linked to equity shares and/or securities with warrants including any instruments or securities representing either equity shares or a combination of the foregoing (hereinafter collectively referred to as **“Securities”**) secured or unsecured, listed on any Stock Exchange inside India and/or any International Stock Exchange outside India, through an offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, to be issued at a price as per applicable regulations, provided however the total amount (including if the Securities have been issued at a premium) raised through the aforesaid Securities should not exceed US\$ 135 Million (One Hundred and Thirty Five million United States dollars only) or its equivalent.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to price(s) being either at a discount or premium to the market price(s), security, redemption, conversion price, rate of interest, payment of interest, additional interest, premium on redemption, prepayment and any other payments whatsoever including terms for issue of additional equity shares of the Company or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the equity shares of the Company underlying such Securities and into which such Securities are convertible shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the issue of equity shares underlying the Securities to the holders of the Securities shall, inter alia, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted to holders of Securities shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of equity shares of holders of Securities prior to the allotment of the equity shares, the entitlement to the equity shares shall stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders, and
- (c) in the event of any merger, amalgamation, takeover or any other re-organisation, the number of shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a QIP, the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of Securities or such other time as may be allowed under the SEBI Regulations, from time to time, and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, deeds, etc., with such agencies, and also to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s), including the form of the consideration for the issue of the Securities, the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount on issue/conversion of Securities/exercise of warrants/redemption of Securities, rate of interest, redemption period, listings on one or more stock exchanges in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise with regard to the Issue(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities, and any prior actions taken by the Board in relation to the above are hereby ratified and confirmed."

2. Increase in Authorized Share Capital

To consider and if thought fit, pass with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with Section 94(1)(a) of the Companies Act, 1956 and Article 4 and other applicable provisions, if any, of the Articles of Association of the Company, the authorized capital of the Company be and is hereby increased from ₹ 130,00,00,000 (Rupees One Hundred and Thirty Crores only) divided into 12,80,40,000 (Twelve Crores Eighty Lakhs and Forty Thousand only) equity shares of ₹ 10 (Rupees Ten only) each and 2,00,000 (Two Lakhs only) preference shares of ₹ 98 (Rupees Ninety Eight only) each to ₹ 247,00,00,000 (Rupees Two Hundred and Forty Seven Crores only) divided into 24,50,40,000 (Twenty Four Crores Fifty Lakhs and Forty Thousand only) equity shares of ₹ 10 (Rupees Ten only) and 2,00,000 (Two Lakhs) preference shares of ₹ 98 (Rupees Ninety Eight Only) each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company, including the marginal notes thereto, be and is hereby deleted and be substituted with the following new Clause V:

- V. The authorized Share Capital of the Company is Rs is ₹ 247,00,00,000 (Rupees Two Hundred and Forty Seven Crores only) divided into 24,50,40,000 (Twenty Four Crores Fifty Lakhs and Forty Thousand only) equity shares of ₹ 10 (Rupees Ten only) each and 2,00,000 (Two Lakhs only) Preference Shares of ₹ 98 (Rupees Ninety Eight only) each, with the power to the Company to consolidate, convert, reorganize, repay, divide, sub-divide, reduce or increase its share capital, and to issue and new shares with preferential, qualified or special rights and conditions attached thereto, subject to the provisions of the Companies Act, 1956.*

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendments and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

3. Increase in Directors' Borrowing Powers

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

"RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956, and Article 52 and other applicable provisions, if any, of the Articles of Association of the Company, and in supersession of the resolution passed by the members in their Extraordinary General Meeting held on November 26, 2007, the consent of the members be and is hereby accorded to the Board of Directors of the Company, to borrow periodically from, including without limitation, any banks and/or public financial institutions as defined under Section 4 of the Companies Act, 1956 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc and/or through credit from official agencies and/or by way of commercial borrowings from the private section window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board of Directors for an aggregate amount not exceeding ₹ 1500,00,00,000 (Rupees One Thousand and Five Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board

Place: Bangalore
Date: November 25, 2011

Ramanathan J
Vice President-Finance & Company Secretary

NOTES:

1. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956, in respect of the 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 AND THE PROXY NEED NOT BE A MEMBER 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 Extraordinary General Meeting.
4. Members/proxies are requested to bring the attendance slip sent 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. 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.
7. As part of the "Green Initiative in Corporate Governance" introduced by the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, your Company has been sending all shareholder communications such as the notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, etc., to shareholders in electronic form to the E-mail Id provided by them and made available to us by the Depositories. 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.
8. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to the Vice President- Finance & Company Secretary at an early date so as to enable the management to reply at the meeting.

By Order of the Board

Place: Bangalore
Date: November 25, 2011

Ramanathan J
Vice President-Finance & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT 1956

The following Explanatory Statement sets out all material facts relating to the special businesses set out in the accompanying notice of the Extraordinary General Meeting of the Members of Subex Limited to be held at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore-560 037 on Wednesday, 28th day of December, 2011 at 11.30 AM.

Item No. 1

In order to meet the funding requirements for achieving organic and/or inorganic growth, and for moving towards market leadership position in the business optimization space and for investing in the long term interest of the business, the Company has made equity and debt issuances over the years. In furtherance to this, the Company proposes to raise funds for, inter alia, meeting any probable repayment obligations of its debts and for other general corporate purposes. The proposed fund raising will enable mobilization of additional funds in order to meet the funding requirements for achieving its short-term/long-term goals and inter alia, meeting any probable repayment obligations of its existing debts and for other general corporate purposes.

Section 81 of the Companies Act, 1956 provides, inter alia, that where it is proposed to increase the subscribed share capital of the company by issue and allotment of further shares, such further shares shall be offered to the persons, who at the date of the offer are holders of the equity shares of the company, in proportion to the capital paid up on those shares, as of that date, unless the shareholders in a general meeting decide otherwise. The listing agreements executed by the Company with the various stock exchanges also provide that the company shall offer, in the first instance further shares to the existing equity shareholders of the company unless the shareholders in a general meeting decide otherwise.

The Special Resolution seeks the consent of the shareholders authorizing the Board to make, and ratifying any action taken by the Board in respect of, the proposed issue of Securities in one or more tranche or tranches, at such time or times, at such prices as may be deemed appropriate by the Board subject to the applicable provisions of law. The detailed terms and conditions of the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities required to be consulted considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be existing shareholders of the Company.

The proposed issuance of Securities is in the interest of the Company and the Board recommends the Special Resolution for acceptance by the Members.

The Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of Securities issued/allotted to them, if any.

Item No. 2

As a consequence of the proposal to augment the financial resources as stated above, the Company may also be required to issue further equity shares. Since the existing authorised share capital may not be sufficient to accommodate such issuance, the Company proposes to increase the same from ₹ 130,00,00,000 (Rupees One Hundred and Thirty Crores only) to ₹ 247,00,00,000 (Rupees Two Hundred and Forty Seven Crores only). The authorized share capital so increased will be classified into 24,50,40,000 (Twenty Four Crores Fifty Lakhs and Forty Thousand only) equity shares of ₹10 (Rupees Ten only) each and 2,00,000 (Two Lakhs) Preference Shares of ₹ 98 (Rupees Ninety Eight only) each.

Pursuant to the provisions of Article 4 of the Articles of Association of the Company, the proposed change in composition of the authorized share capital of the Company requires the approval of the shareholders of the Company by way of a special resolution.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution. A copy of the existing as well as altered Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of the Directors are in any way concerned or interested in the resolution.

Item No. 3

Section 293(1)(d) of the Companies Act, 1956 read with Article 52 of the Articles of Association of the Company, provides that the Board of Directors cannot, except with the consent of the Company in general meeting, borrow monies, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say reserves not set apart for any specific purpose.

In order to enable the Board of directors to meet the requirement of raising funds as and when required to augment the financial resources of the Company as stated aforesaid, for, inter alia, meeting any probable repayment obligations of its existing debts and for other general corporate purposes, and in supersession of the resolution passed by the Members in their Extraordinary General Meeting held on November 26, 2007, it is proposed to increase the borrowing powers of the Board of Directors to ₹ 1500,00,00,000 (Rupees One Thousand Five Hundred Crores only) (excluding temporary loans) as mentioned in Item number 3 of the accompanying notice.

The Board recommends the resolution to be passed as an ordinary resolution by the Members.

None of the Directors are in any way concerned or interested in the resolution.

By Order of the Board

Place: Bangalore
Date: November 25, 2011

Ramanathan J
Vice President-Finance & Company Secretary

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NOT TO SCALE



ROUTE	1	2	3	4	5	6	7	8	9	10
	FROM BIAL	FROM YESHWANTPUR	FROM ITPL	FROM MALLESHWARAM	FROM MAHALAKSHMI LAYOUT	FROM NAGARASHAVI	FROM KENGRI	FROM GIRINAGAR	FROM BANNERGHATTA ROAD	FROM CHANDAPURA (HOSUR ROAD)

- Arrangements have been made for transport to and from the registered office of the Company so as to make it convenient for the Members to attend the Extraordinary General Meeting scheduled to be held on Wednesday, the 28th day of December, 2011 at 11.30 A.M.

- **Members are requested to refer to the map to determine their nearest pick-up location and the time of pick-up are provided overleaf.**

- *In case Members wish to avail the transport facility, they are requested to register their availability and pick-up location by calling on 9986203111 or 9742761760 during working hours between December 12, 2011 and December 23, 2011. Your cooperation in this regard is highly solicited*

as this will help to ensure that the Company is able to effectively service all pick-up locations.

- Members are requested to arrive at the pick-up location well in advance of the pick-up timings provided overleaf so that they can reach the venue of the EGM prior to the meeting.

- All the pick-up vehicles would be hosting Subex banners to enable the Members to easily identify them.

- The return transport from the registered office of the Company shall follow the same route map as provided. The transport would leave Subex premises at 2 P.M. Members are requested to plan their return accordingly.

- Please be informed that no reimbursements shall be made for any expenses incurred by the Members to arrive to the pick-up locations.

- For any clarifications/queries, Members are requested to call on the numbers provided above.

ROUTE 1			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R1.1	BANGALORE INTERNATIONAL AIRPORT	BANGALORE INTERNATIONAL AIRPORT	9.10 AM
R1.2	YELAHANKA	YELAHANKA POLICE STATION	9.35 AM
R1.3	VIDYARANYAPURA	MAIN BUS STOP	9.50 AM
R1.4	HEBBAL	HEBBAL FLYOVER BUS STOP	10.00 AM
R1.5	NAGAVARA	NAGAVARA RING ROAD BUS STOP	10.10 AM
R1.6	HENNUR	HENNUR SIGNAL BUS STOP	10.15 AM
R1.7	RAMAMURTHY NAGAR RING ROAD	RAMAMURTHY FLYOVER BUS STOP	10.30 AM
R1.8	K R PURAM	K.R. PURAM RAILWAY STATION BUS STOP	10.35 AM
		SUBEX	11.00 AM
ROUTE 2			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R2.1	YESHWANTHPUR	YESHWANTHPUR BUS STOP	9.30 AM
R2.2	MATHIKERE	MATHIKERE BUS STOP	9.35 AM
R2.3	MEKHRI CIRCLE	MEKHRI CIRCLE SIGNAL BUS STOP	9.45 AM
R2.4	R T NAGAR	R T NAGAR BUS STOP	9.50 AM
R2.5	NANDIDURGA ROAD	NANDIDURGA ROAD AIRTEL OFFICE	9.55 AM
R2.6	ULSOOR	PHILIPS BUILDING	10.10 AM
R2.7	INDIRANAGAR	NEAR PANJAB NATIONAL BANK	10.15 AM
R2.8	NGEF	NGEF BUS STOP	10.20 AM
R2.9	TIN FACTORY	TIN FACTORY BUS STOP	10.35 AM
		SUBEX	11.00 AM
ROUTE 3			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R3.1	ITPL	ITPL BUS STOP	10.10 AM
R3.2	BROOKEFIELD	BROOKEFIELD BUS STOP	10.25 AM
R3.3	KUNDALAHALLI	KUNDALAHALLI GATE BUS STOP	10.35 AM
R3.4	MARATHAHALLI	MARATHAHALLI SIGNAL	10.45 AM
		SUBEX	11.00 AM
ROUTE 4			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R4.1	MALLESHWARAM	MALLESHWARAM 18TH CROSS BUS STOP	9.35 AM
R4.2	CANTOMENT RAILWAY STATION	CANTOMENT RAILWAY STATION BUS STOP	10.00 AM
R4.3	SIVAJINAGAR	SIVAJINAGAR BUS STOP	10.05 AM
R4.4	VIVEKNAGAR	VIVEKNAGAR BUS STOP	10.25 AM
R4.5	KORAMANGALA	SONY WORLD SIGNAL	10.35 AM
R4.6	JAKKASANDRA	JAKKASANDRA BUS STOP	10.40 AM
		SUBEX	11.00 AM
ROUTE 5			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R5.1	MAHALAKSHMI LAYOUT	MAHALAKSHMI LAYOUT BUS STOP	9.25 AM
R5.2	BASAWESHWARNAGAR	BASAWESHWARNAGAR BUS STOP	9.35 AM
R5.3	RAJAJINAGAR	RAJAJINAGAR BUS STOP	9.50 AM
R5.4	KEMPEGOWDA BUS STAND	SANGOLLI RAYANNA CIRCLE	10.05 AM
R5.5	CORPORATION	CORPORATION BUS STOP	10.20 AM
R5.6	GARUDA MALL	GARUDA MALL SIGNAL	10.35 AM
R5.7	DOMLUR	DOMLUR FLY OVER BUS STOP	10.45 AM
R5.8	KEMP FORT	KEMP FORT BUS STOP	10.50 AM
		SUBEX	11.00 AM

ROUTE 6			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R6.1	NAGARABHAVI	NAGARABHAVI SIGNAL BUS STOP	9.20 AM
R6.2	VIJAYANAGAR	VIJAYANAGAR BUS STOP	9.30 AM
R6.3	ATTIGUPPE	ATTIGUPPE BUS STOP	9.40 AM
R6.4	CHANDRA LAYOUT	CHANDRA LAYOUT BUS STOP	9.50 AM
R6.5	WILSON GARDEN	WILSON GARDEN BUS STOP (BIG BAZAR)	10.05 AM
R6.6	LALBAGH WEST GATE	LALBAGH WEST GATE BUS STOP	10.10 AM
R6.7	DAIRY CIRCLE	DAIRY CIRCLE SIGNAL STOP	10.15 AM
R6.8	AGARA	AGARA SIGNAL	10.35 AM
		SUBEX	11.00 AM
ROUTE 7			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R7.1	KENGERI	SATELLITE BUS STOP	9.20 AM
R7.2	R V COLLEGE	R V COLLEGE BUS STOP	9.30 AM
R7.3	RAJARAJESHWERI NAGAR	RAJARAJESHWERI NAGAR ARCH	9.35 AM
R7.4	BANASHANKARI	BANASHANKARI 6TH STAGE BUS STOP	9.40 AM
R7.5	KATRIGUPPE	KATRIGUPPE BUS STOP	9.50 AM
R7.6	BANASHANKARI	BANASHANKARI BUS STOP	10.00 AM
R7.7	BTM LAYOUT	BTM UDUPI GARDEN	10.20 AM
		SUBEX	11.00 AM
ROUTE 8			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R8.1	GIRINAGAR	GIRINAGAR POLICE STATION	9.40 AM
R8.2	AVALAHALLI	AVALAHALLI BDA PARK	9.45 AM
R8.3	SRINIVASNAGAR	SRINIVASNAGAR BUS STOP	9.50 AM
R8.4	HANUMANTHINAGAR	HANUMANTHINAGAR BUS STOP	10.00 AM
R8.5	JAYANAGAR	ASHOKA PILLAR STOP	10.10 AM
R8.6	NIMHANS	NIMHANS BUS STOP	10.20 AM
		SUBEX	11.00 AM
ROUTE 9			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R9.1	BANNERGHATTA	BANNERGHATTA ROAD BUS STOP	9.45 AM
R9.2	BEGUR	BEGUR BUS STOP	10.05 AM
R9.3	BOMMANAHALLI	BOMMANAHALLI BUS STOP	10.15 AM
R9.4	SARJAPUR ROAD	SARJAPUR ROAD JUNCTION	10.45 AM
		SUBEX	11.00 AM
ROUTE 10			
PICK-UP/ ROUTE CODE	LOCATION	PICK-UP POINT	PICK-UP TIME
R10.1	CHANDAPURA	CHANDAPURA BUS STOP	9.30 AM
R10.2	NARAYANA HRUDAYALAYA	NARAYANA HRUDAYALAYA STOP	9.45 AM
R10.3	ELECTRONIC CITY	ELECTRONIC CITY FLYOVER BUS STOP	9.50 AM
R10.4	SILK BOARD	SILK BOARD BUS STOP	10.05 AM
R10.5	HSR JUNCTION	HSR JUNCTION BUS STOP	10.10 AM
		SUBEX	11.00 AM

**SUBEX LIMITED**

Registered Office: Adarsh Tech Park, Outer Ring Road,
Devarabisanahalli, Bangalore – 560 037

ATTENDANCE SLIP
Extraordinary General Meeting - December 28, 2011

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 Extraordinary General Meeting held at the registered office of the Company situated at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore – 560 037 on Wednesday, 28th day of December, 2011 at 11.30 AM.

.....
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 shareholder may vote either for or against each resolution.

**SUBEX LIMITED**

Registered Office: Adarsh Tech Park, Outer Ring Road, Devarabisanahalli,
Bangalore – 560 037

PROXY FORM
Extraordinary General Meeting - December 28, 2011

Reg. Folio No. _____**No. of Shares:** _____**DP ID:** _____**Client ID:** _____

I/We.....
of..... being Member(s) of Subex Limited
hereby appointof.....or failing him/
her.....of.....
as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at the
Wednesday, 28th day of December, 2011 at 11.30 AM and at any adjournment thereof.

Signed this day of 2011.

Affix Rs.1/- Revenue Stamp

Note :

1. This form, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The members who hold shares in dematerialized form shall quote their demat account number and DP ID Number.

BOOK POST

If undelivered, please return to :

Subex Limited

Registered Office : Adarsh Tech Park, Outer Ring Road,
Devarabisanahalli, Bangalore – 560 037

Tel : +91 80 6659 8700 Fax: + 91 80 6696 3333