

August 27, 2012

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

Dear Sir/Madam,

Sub: Minutes of the Extraordinary General Meeting held on August 17, 2012

Pursuant to Clause 31(d) of the Listing Agreement, please find enclosed the Minutes of the Extraordinary General Meeting held on August 17, 2012 at the registered office of the Company at 11.30 A.M.

We request you to take the above document on record.

For Subex Limited



Vinay M A
Company Secretary & Compliance Officer



ENCL: As above.

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF
SUBEX LIMITED HELD ON FRIDAY, THE 17TH DAY OF AUGUST 2012 AT 11.30 A M
AT THE REGISTERED OFFICE OF THE COMPANY AT ADARSH TECH PARK,
OUTER RING ROAD, DEVARABISANNALLI, BANGALORE – 560 037**

1. The following officials of the Company were present

Mr. Subash Menon	Founder, Managing Director & CEO
Mr. Sudeesh Yezhuvath	Chief Operating Officer & Wholetime Director
Mr. Vinay M A	Company Secretary & Compliance Officer
2. At the request of the Directors present, Mr. Subash Menon occupied the Chair. It was noted that 47 members were present in person and 5 through proxy. After ascertaining that the requisite quorum was present, the Chairman formally extended a warm welcome to the Members attending the Extraordinary General Meeting and called the meeting open.
3. With the approval of the members, the notice of the meeting having been already circulated to the members was taken as read.
4. The Chairman then answered and addressed the queries and clarifications sought by the members.

Thereafter the only agenda item was taken up for consideration.

AGENDA ITEM # 1

Proposed by : Mr. R Manjunath
Seconded by : Mr. C M Gopala Swamy

The following resolution was proposed as a Special Resolution:

***“RESOLVED THAT** pursuant to the provisions of Section 31 and other relevant provisions, if any, of the Companies Act, 1956, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association, a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the Regulations contained in the new set of Articles be and are hereby approved and adopted as the Articles of Association of the Company and they be the Regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.*

***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 amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”*

The Chairman then put the resolution to vote and asked those members in favour of and against the resolution, by turn, to raise their hands.

Since there was no opposition to the resolution, the Chairman declared the resolution as having been passed unanimously.

CONCLUSION

Since there was no further business to transact, the Chairman formally closed the meeting after thanking the members for their presence at the Meeting.

Place: Bangalore
Date: August 27, 2012

SD/-
SUBASH MENON
CHAIRMAN

