

August 21, 2017

To
BSE Limited
The National Stock Exchange of India Limited

Dear Sir/Madam,

Sub: Subex Limited ("The Company") - Outcome of the Board Meeting No. 5/2017-18 held on August 21, 2017

Please find below the disclosure we are making in compliance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with regard to the outcome of the meeting of the Board of the Company held today, i.e., August 21, 2017:

1. RESTRUCTURING OF THE BUSINESS OF THE COMPANY

Pursuant to the in-principle approval accorded by the Board at its meeting No. 2/ 2017-18 held on May 25, 2017, as part of the overall 'Subex 3.0' strategy the Board of Directors of the Company at its meeting today approved restructuring of the Company's business (the "**Restructuring**"), subject to the approval of the Members of the Company, to achieve the following objectives, *inter alia*:

- (i) segregate Company's business into separate verticals, facilitating greater focus on each business vertical and higher operational efficiencies;
- (ii) enhance the ability of the Company to enter into business specific partnerships and to attract strategic investors at respective business levels;
- (iii) improve organizational capabilities, arising from the segregation of human capital and focus the diverse skills, talent and experience in specialized fields to compete successfully in an increasingly competitive industry;
- (iv) de-risk various business verticals from each other; and
- (v) enhance value for the shareholders of the Company

The Restructuring contemplates the following:

- (i) the Revenue Maximization Solutions and related businesses carried out by the Company (the "**RMS Business**"), would be transferred on going concern basis to its

Subex Limited

CIN - L85110KA1994PLC016663

Registered Address: RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560103, India



subsidiary, Subex Assurance LLP ("**Subex Assurance**") by way of a capital contribution made by the Company into Subex Assurance; and

- (ii) the Subex Secure and Analytics solutions and related businesses carried out by the Company (the "**Digital Business**"), would be transferred to its subsidiary, Subex Digital LLP ("**Subex Digital**") by way of a capital contribution made by the Company into Subex Digital on a going concern basis.

Post such Restructuring, the Company would directly hold over 99.99% of the capital of, and have 99.99% share in the profits and losses of, each of Subex Assurance LLP and Subex Digital LLP.

2. AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The Board has approved amendment to the Articles of Association of the Company, subject to the approval of the Members of the Company, in connection with the following:

- a) Removal of certain provisions in the Articles of Association which pertains to the 127,721,000 5.70% Secured Foreign Currency Convertible Bonds (FCCB III) which were issued by the Company on 6th July 2012, and which were redeemed on the maturity date of 7th July 2017;
- b) Including certain provisions in the Articles of Association pertaining to control and management of Subex Assurance and Subex Digital, whereby following the Restructuring, certain specified matters relating to Subex Assurance and Subex Digital would need to be approved by the Board of the Company and/ or the Members of the Company, as the case may be.

3. AMENDMENT TO THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board has approved certain amendments of the objects clause of the Memorandum of Association of the Company, subject to the approval of the Members of the Company, in order to bring it in line with the requirements of the Companies Act, 2013, and to expand the scope of the objects clause of the Memorandum of Association of the Company.

The Board also approved a draft of the postal ballot notice to be sent to the Members of the Company and a copy of the same is attached herewith.



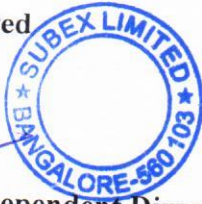
Kindly note that the meeting concluded at 4.15 p.m.

We request you to take the aforesaid notification on record.

Thanking you

Yours truly,
For Subex Limited


Anil Singhvi
Chairman & Independent Director
DIN: 00239589



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Subex Limited

(CIN: L85110KA1994PLC016663)

Registered Office: RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bengaluru-560103

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

E mail: info@subex.com

website: www.subex.com

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("**Act**") read with the Companies (Management and Administration) Rules, 2014 ("**Rules**"), including any statutory modification or re-enactment thereof for the time being in force, for seeking the consent of the Members of Subex Limited ("**Company**") for:

1. According approval by means of special resolution for the restructuring of the business of the Company ("**Restructuring**") whereby:
 - (i) The Revenue Maximization Solutions and related businesses carried out by the Company, would be transferred to its subsidiary, Subex Assurance LLP by way of a capital contribution on a going concern basis; and
 - (ii) The Subex Secure and Analytics solutions and related businesses carried out by the Company, would be transferred to its subsidiary, Subex Digital LLP by way of a capital contribution on a going concern basis.

Post such Restructuring, the Company would directly hold over 99.99% of the capital of, and have 99.99% share in the profits and losses of, each of Subex Assurance LLP and Subex Digital LLP.

2. According approval by means of special resolution for the amendment to the Articles of Association of the Company.
3. According approval by means of special resolution for the amendment to the Object Clause of the Memorandum of Association of the Company.



4. According approval by means of ordinary resolution under Section 188 of the Companies Act, 2013 for appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP.
5. According approval by means of ordinary resolution under Section 188 of the Companies Act, 2013 for appointment of Mr. Ashwin Chalapathy in an office or place of profit at Subex Assurance LLP.

The Board of Directors of the Company in their meeting held on 21st August 2017, accorded its approval to proceed with the plan of Restructuring, for amendment of the Articles of Association of the Company, for amendment of the Objects Clause of the Memorandum of Association, and to appoint Mr. Vinod Kumar Padmanabhan and Mr. Ashwin Chalapathy in an office or place of profit at Subex Assurance LLP. The proposed Resolutions and Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, stating the material facts and the reasons thereof, are appended. The Postal Ballot Form is enclosed for your consideration.

The Board of Directors at their meeting held on 21st August 2017 has appointed Mr. Biswajit Ghosh, Practicing Company Secretary, as scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting ("**e-voting**") facility as an alternative to its Shareholders to enable them to cast their votes electronically instead of casting the vote using physical Postal Ballot Forms.

The Company has engaged National Securities Depository Limited ("**NSDL**") to provide e-voting facilities to the Members. As an alternative to the Postal Ballot voting, Members may choose to vote using e-voting facility, the details whereof are specified under instructions to the Postal Ballot Form.

Members, who opt to vote physically using Postal Ballot Forms or do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form.

The e-voting facility will be available at the link: <https://www.evoting.nsdl.com/> starting from **9.00 a.m. on 25th August 2017 until 5.00 p.m. on 23rd September 2017.**

Members are requested to read carefully and follow the instructions printed on the enclosed Postal Ballot Form and return the Form, duly completed and signed, in the attached Postage-prepaid self-addressed envelope so as to reach the Scrutinizer by **5.00 p.m. 23rd September 2017.**

Responses received by the Scrutinizer after the above date will be strictly treated as if no response has been received from the Member(s), in terms of the Postal Ballot Rules.

The Scrutinizer will submit his report to the Board of Directors of the Company or any person authorized, after completion of the scrutiny of physical Postal Ballot Forms / e-voting, and the result of the Postal Ballot will be announced at 5.00 p.m. on 25th September 2017 at the Registered Office of the Company at RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bengaluru - 560103 and shall thereafter be published in newspapers. The result of the Postal Ballot shall also be displayed at the Registered Office of the Company and hosted on the website www.subex.com, besides being communicated to the Stock Exchange(s) where

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the securities of the Company are listed. The Resolution, if approved, will be taken as effectively passed on the date of declaration of results.

Members requiring any clarifications on e-voting may contact National Securities Depository Limited on toll-free number **1800 222 990** or by email at evoting@nsdl.co.in.

The following resolutions are requested to be passed by the Members through Postal Ballot.

1. Restructuring of the business of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 (the "**Act**") and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to transfer:

- (A) the Revenue Maximization Solutions and related businesses carried out by the Company, to its subsidiary Subex Assurance LLP, by way of a capital contribution, including: (a) the contracts, agreements, licenses, engagements, financial instruments, commitments and other contractual arrangements relating to such business, including obligations under contracts which are surviving and relate to such business; (b) the assets and properties, whether tangible or intangible, rights, titles, interests, privileges, intellectual property and licenses relating to such business, including the shares of Subex (UK) Limited and Subex Middle East (FZE); (c) all liabilities, debts and obligations of all nature, whether or not recorded, relating to such business; and (d) certain identified persons on the payroll of the Company, (the "**RMS Business**"), for a consideration of Rs 641,62,00,000/- (Rupees Six Hundred Forty One Crores and Sixty Two Lakhs only), subject to working capital adjustments, in the form of a credit to the Company's capital account with Subex Assurance LLP, on such terms and conditions as set out in the Limited Liability Partnership Agreement ("**SA LLP Agreement**") proposed to be entered into by and between the Company, Subex Digital LLP and Subex Assurance LLP.
- (B) the Subex Secure and Analytics solutions and related businesses carried out by the Company, to its subsidiary Subex Digital LLP, by way of a capital contribution, including: (a) the contracts, agreements, licenses, engagements, financial instruments, commitments and other contractual arrangements relating to such business, including obligations under contracts which are surviving and relate to such business; (b) the assets and properties, whether tangible or intangible, rights, titles, interests, privileges, intellectual property and licenses relating to such business; (c) all liabilities, debts and obligations of all nature, whether or not recorded, relating to such business; and (d) certain identified persons on the payroll of the Company, (the "**Digital Business**"); for a consideration of Rs 16,00,00,000/- (Rupees Sixteen Crores only), subject to working capital adjustments, in the form of credit to the Company's capital account with Subex Digital LLP, on such terms and conditions as set out in the Limited Liability Partnership Agreement ("**SD LLP Agreement**") proposed to be entered into by and between the Company, Subex Assurance LLP and Subex Digital LLP.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, be and is hereby authorized to take such actions and to give all such directions as may be necessary or desirable and also to settle any questions that may arise in regard to the contribution of the RMS Business and Digital Business to Subex Assurance LLP and Subex Digital LLP, respectively (including the power to modify, amend, supplement, execute, deliver and perform the SA LLP Agreement and the SD LLP Agreement), as they deem fit and appropriate in the interests of the Company, and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

2. Amendment to the 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), and the Memorandum of Association and Articles of Association of the Company, the consent and approval of the members of the Company be and is hereby accorded for adoption of the draft Articles of Association attached to this notice of Postal Ballot 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."

3. Amendment to the Objects Clause of the Memorandum of Association:

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Memorandum of Association and Articles of Association of the Company, the consent and approval of the members of the Company be and is hereby accorded to:

- (A) amend the main objects clause of the Memorandum of Association of the Company by inserting the following clauses under Part III (A):

Clause 4 - To carry on the business of software development, designing, customisation, implementation, maintenance, testing and benchmarking of all softwares and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned/ hired or third party infrastructure and equipment, to undertake information technology enabled services like data processing, back office processing, data warehousing and database management.

Clause 5 - To offer consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, process control and automation, project management, information technology requirements management, artificial intelligence, natural language processing and to undertake research and development, to all persons, entities, governments, bodies whether private or public in India and outside India.

- (B) amend the incidental or ancillary objects clause of the Memorandum of Association by inserting the following clause as clause 21 under Part III(B), in substitution, and to the entire exclusion, of the existing provisions of clause 21 under Part III(B):

Clause 21 - To form, incorporate or promote any entity or entities, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or entity in any manner it shall think fit for services rendered or to be rendered in, or about the formation or promotion of the entity of the conduct of its business or in or about the promotion or formation of any other entity in which the Company may have an interest.

- (C) delete and remove part III(C) of the Memorandum of Association, being the other objects clause, in its entirety.

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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 all of the above mentioned resolutions."

4. Approval under Section 188 of the Companies Act, 2013 for appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent and approval of the members of the Company be and is hereby accorded for the appointment of Mr. Vinod Kumar Padmanabhan (currently a whole-time director of the Company) in an office or place of profit at Subex Assurance LLP, pursuant to which Mr. Vinod Kumar Padmanabhan shall continue to be a director of the Company in a non-executive, non-independent capacity."

5. Approval under Section 188 of the Companies Act, 2013 for appointment of Mr. Ashwin Chalapathy in an office or place of profit at Subex Assurance LLP:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent and approval of the members of the Company be and is hereby accorded for the appointment of Mr. Ashwin Chalapathy (currently a whole-time director of the Company) in an office or place of profit at Subex Assurance LLP, pursuant to which Mr. Ashwin Chalapathy shall continue to be a director of the Company in a non-executive, non-independent capacity."

Place: Bengaluru

Date: 21st August, 2017

By Order of the Board

Anil Singhvi
Chairman & Independent Director
DIN: 00239589

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolutions and Ordinary Resolutions is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of Subex between 10.00 a.m. and 12 noon on all working days of Subex from the date hereof up to **25th September 2017**
3. The Notice of Postal Ballot is being sent to all Members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories as on **11th August 2017**
4. The Postal Ballot Form, along with the instructions for Ballot voting and e-voting, is enclosed separately.
5. The Postal Ballot Notice along with the Postal Ballot Form shall also be hosted on Subex's website: www.subex.com.
6. Shareholders who wish to avail physical copies of the Postal Ballot Notice / Form shall be provided the same upon request.
7. Shareholders can also register their e-mail IDs and contact numbers with Subex by sending details to investorrelations@subex.com

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Companies Act") to the accompanying Notice dated 21st August, 2017

Item no. 1: Restructuring of the business of the Company

1. Material Facts relating to the Restructuring of the business of the Company

Members are informed that the Board of Directors in their meeting held on 21st August, 2017 have, subject to the approval of members, approved the proposed Restructuring, whereby: (i) the Company's Revenue Maximization Solutions and related businesses will be transferred by way of a capital contribution being made to its subsidiary, Subex Assurance LLP, in terms of the SA LLP Agreement proposed to be executed in this regard; and (ii) the Company's Subex Secure and Analytics solutions and related businesses will be transferred by way of a capital contribution being made to its subsidiary, Subex Digital LLP in terms of the SD LLP Agreement proposed to be executed in this regard. The Company will retain and continue to operate its Network Analytics business and such other businesses which are not being transferred as part of the Restructuring. Further, particulars of the Restructuring are outlined below:

A) RMS Business

The Board at its meeting on 21st August 2017, approved a draft of the SA LLP Agreement, proposed to be entered into between the Company, Subex Digital LLP and Subex Assurance LLP, in respect of the contribution of the Revenue Maximization Solutions and related businesses carried out by the Company, into Subex Assurance LLP, including: (a) the contracts, agreements, licenses, engagements, financial instruments, commitments and other contractual arrangements relating to such business including obligations under contracts which are surviving and relate to such business; (b) the assets and properties, whether tangible or intangible, rights, titles, interests, privileges, intellectual property and licenses relating to such business, including the shares of Subex (UK) Limited and Subex Middle East (FZE); (c) all liabilities, debts and obligations of all nature, whether or not recorded, but relating to such business; and (d) certain identified persons on the payroll of the Company (the "**RMS Business**").

As consideration for such contribution, the Company's capital account in Subex Assurance LLP will be credited by an amount of Rs 641,62,00,000/- (Rupees Six Hundred Forty One Crores and Sixty Two Lakhs only), subject to working capital adjustments in the manner set out in the SA LLP Agreement, and as supported by the report of an independent valuer to be the fair value of the RMS Business. The consideration shall be represented as an investment in the books of the Company.

Following the Restructuring, the Company would directly hold over 99.99% of the capital of, and have 99.99% share in the profits and losses of, Subex Assurance LLP, while Subex Digital LLP would hold the balance capital of, and have a 0.01% share in the profits and losses of, Subex Assurance LLP. Accordingly, the entire economic interest as well as control and ownership of the RMS Business would remain within the Subex Group pursuant to the Restructuring.

B) Digital Business

The Board at its meeting on 21st August 2017, approved a draft of the SD LLP Agreement, proposed to be entered into between the Company, Subex Assurance LLP and Subex Digital LLP in respect of the contribution of the Subex Secure and Analytics solutions and related businesses carried out by the Company into Subex Digital LLP, including: (a) the contracts, agreements, licenses, engagements, financial instruments, commitments and other contractual arrangements relating to such business including obligations under contracts which are surviving and relate to such business; (b) the assets and properties, whether tangible or intangible, rights, titles, interests, privileges, intellectual property and licenses relating to such business; (c) all liabilities, debts and obligations of all nature, whether or not recorded, but relating to such business; and (d) certain identified persons on the payroll of the Company (the "**Digital Business**").

As consideration for such contribution, the Company's capital account in Subex Digital LLP will be credited by an amount of Rs. 16,00,00,000/- (Rupees Sixteen Crores only), subject to working capital adjustments in the manner set out in the SD LLP Agreement, and as supported by the report of an

independent valuer to be the fair value of Digital Business. The consideration shall be represented as an investment in the books of the Company.

Following the Restructuring, the Company would directly hold over 99.99% of the capital of, and have 99.99% share in the profits and losses of, Subex Digital LLP, while Subex Assurance LLP would hold the balance capital of, and have a 0.01% share in the profits and losses of, Subex Digital LLP. Accordingly, the entire economic interest as well as control and ownership of the Digital Business would remain within the Subex Group pursuant to the Restructuring.

2. Purpose of the Restructuring:

The proposed Restructuring and the contributions being made in this regard, are in line with the Company's overall 'Subex 3.0' strategy, wherein the Company intends to segregate and restructure its various business verticals, for the following commercial reasons, *inter alia*:

- (i) Segregate the Company's business into separate verticals, facilitating greater focus on each business vertical and higher operational efficiencies;
- (ii) enhance the ability of the Company to enter into business specific partnerships and to attract strategic investors at respective business levels;
- (iii) improve organizational capabilities, arising from the segregation of human capital and focus the diverse skills, talent and experience in specialized fields to compete successfully in an increasingly competitive industry;
- (iv) de-risk various business verticals from each other; and
- (v) enhance value for the shareholders of the Company.

3. Nature of Concern or Interest of Directors, Manager, Key Managerial Personnel and their Relatives

None of the directors, managers, key managerial personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Item no. 2: Amendment of the Articles of Association of the Company

1. Material Facts relating to the Amendment of the Articles of Association

The existing Articles of Association of the Company contain certain provisions in relation to the 127,721,000 5.70% Secured Foreign Currency Convertible Bonds (FCCB III) issued by the Company on 6th July 2012. The said FCCB III were duly redeemed by the Company on the maturity date of 7th July 2017. As such, the provisions pertaining to FCCB III in the Articles of Association of the Company are now redundant, and would need to be removed from the Articles of Association of the Company.

Further, in line with the sound corporate governance practices followed by the Company, the Board of Directors propose to include certain provisions pertaining to control and management of Subex Assurance LLP and Subex Digital LLP in the revised Articles of Association, whereby certain specified matters relating to Subex Assurance LLP and Subex Digital LLP would need to be approved by the Members of the Company and/ or the Board of the Company; as the case may be.

As per the provisions of the Act, amendment of the Articles of Association of the Company requires approval of the Members of the Company by means of a special resolution.

None of the directors, managers, key managerial personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Item no. 3: Amendment of the Objects Clause of the Memorandum of Association of the Company

1. Material Facts relating to the Amendment of the Objects Clause of the Memorandum of Association

The objects clause of the Memorandum of Association of the Company is being recommended for amendment to bring it in line with the requirements of the Companies Act, 2013, and to expand the scope of the objects clause of the Company. The 'other objects' under the objects clause is proposed to be removed from the Memorandum of Association of the Company to bring it in line with the provisions of the said Act.

As per the provisions of the Act, amendment of the Memorandum of Association of the Company would require approval of the Members of the Company by means of a special resolution through Postal Ballot.

None of the directors, managers, key managerial personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Item no. 4: Approval under Section 188 of the Companies Act, 2013 for appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP

1. Material Facts relating to the Appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP

Mr. Vinod Kumar Padmanabhan is the Chief Operating Officer of Subex Limited. He was appointed as the Whole Time Director of the Company effective 25th May 2017 for a period of 3 years by the Members of the Company at the 23rd Annual General Meeting held on 28th July 2017.

Following completion of the Restructuring, he will be employed by Subex Assurance LLP, on the same terms as his existing employment agreement with the Company. As part of the overall 'Subex 3.0 strategy', it is envisaged that this will be beneficial for the Company, considering that the RMS Business of the Company, which is a substantial undertaking of the Company, is proposed to be contributed to Subex Assurance LLP as part of the Restructuring (subject to the approval of the Members that is being sought through this Postal Ballot). Mr. Vinod Kumar Padmanabhan shall continue to be a non-executive, non-independent director of the Company post the Restructuring. The key particulars of his proposed appointment by Subex Assurance LLP are as set out below:

a) Nature of Contract/ Agreement: Employment Agreement

b) Material Terms:

i. Salary: Rs.125 lakhs per annum (i.e. the same as under his existing employment agreement with the Company).

ii. Commission: Mr. Vinod Kumar Padmanabhan will be eligible for commission payable on performance basis which is 130% of the base salary mentioned above on a yearly basis subject to a minimum of Rs. 55 lakhs (i.e. the same as under his existing employment agreement with the Company).

iii. Other terms: Same as under his existing employment agreement with the Company, which was approved by the Members of the Company at the 23rd Annual General Meeting held on 28th July 2017.

As he is a director of the Company, his appointment and remuneration in an office of profit in Subex Assurance LLP, a subsidiary of the Company, requires approval of the Members by means of an ordinary resolution.

Apart from Mr. Vinod Kumar Padmanabhan, none of the directors, managers, key managerial personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Item no. 5: Approval under Section 188 of the Companies Act, 2013 for appointment of Mr. Ashwin Chalapathy in an office or place of profit at Subex Assurance LLP

1. Material Facts relating to the Appointment of Mr. Ashwin Chalapathy in an office or place of profit at Subex Assurance LLP

Mr. Ashwin Chalapathy is the Chief Technology Officer and Head of Service Delivery of Subex Limited. He was appointed as the Whole Time Director of the Company effective 25th May 2017 for a period of 3 years by the Members of the Company at the 23rd Annual General Meeting held on 28th July 2017.

Following completion of the Restructuring, he will be employed by Subex Assurance LLP, on the same terms as his existing employment agreement with the Company. As part of the overall 'Subex 3.0 strategy', it is envisaged that this will be beneficial for the Company, considering that the RMS Business of the Company, which is a substantial undertaking of the Company, is proposed be contributed to Subex Assurance LLP as part of the Restructuring (subject to the approval of the Members that is being sought through this Postal Ballot). Mr. Ashwin Chalapathy shall continue to be a non-executive, non-independent director of the Company post the Restructuring. The key particulars of his proposed appointment by Subex Assurance LLP are as set out below:

a) Nature of Contract/ Agreement: Employment Agreement

b) Material Terms:

i. Salary: Rs. 110 lakhs per annum (i.e. the same as under his existing employment agreement with the Company).

ii. Commission: Mr. Ashwin Chalapathy will be eligible for commission payable on performance basis which is 130% of the base salary mentioned above on a yearly basis subject to a minimum of Rs. 55 lakhs (i.e. the same as under his existing employment agreement with the Company).

iii. Other terms: Same as under his existing employment agreement with the Company, which was approved by the Members of the Company at the 23rd Annual General Meeting held on 28th July 2017.

As he is a director of the Company, his appointment and remuneration in an office of profit in Subex Assurance LLP, a subsidiary of the Company, requires approval of the Members by means of an ordinary resolution.

Apart from Mr. Ashwin Chalapathy, none of the directors, managers, key managerial personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

Place: Bengaluru
Date: August 21, 2017

By Order of the Board

Anil Singhvi
Chairman & Independent Director
DIN: 00239589

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 remote e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its Members.

The instructions for remote e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the remote e-voting process:
 - a. Open email and open the PDF file titled 'remote e-voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type out the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (Remote E-Voting Event Number) of Subex Limited.
 - h. Now you are ready for remote e-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail, to biswajit.ghosh@hbcs.in with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to l. mentioned above, in order to successfully cast your vote.

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3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and remote e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990
4. Login to the remote 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 Password' option available on the site to reset the password.
5. 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.
6. The remote e-voting period commences on Friday, 25th August 2017 (9:00 Hours IST) and ends on Saturday, 23rd September 2017 (17:00 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 11th August 2017 may cast their vote electronically. The remote e-voting module shall be disabled by 23rd September 2017 (beyond 17:00 Hours IST) for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. 11th August 2017.
8. The Scrutinizer will submit his report to the Board of Directors after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Company Secretary or any Director of the Company duly authorized, at 17:00 Hours IST, on or before 25th September 2017 at the registered office and will also be displayed on the website of the Company (www.subex.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
9. The date of declaration of results of the postal ballot, i.e. on or before 25th September 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.