



Subex Limited

(CIN: L85110KA1994PLC016663)

Regd. Office: RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bangalore - 560103, India

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NOTICE

of Twenty Third Annual General Meeting

Notice is hereby given that the Twenty Third Annual General Meeting (23rd AGM) of the Members of Subex Limited ('the Company') will be held at Le Meridien hotel, "Coronet" hall, No. 28 Sankey Road, Bengaluru-560052, on Friday, the 28th day of July, 2017 at 3 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, 2017 and the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Mr. Surjeet Singh as a Director liable to retire by rotation

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

3. Ratification of appointment of Statutory Auditor

To ratify the appointment of auditor to hold office from the conclusion of the 23rd 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 the Auditor of the Company to hold office until the conclusion of the 26th Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditor."

SPECIAL BUSINESS:

4. Appointment of Ms. Poornima Prabhu as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of section 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 of the Companies Act, 2013, Ms. Poornima Prabhu (holding DIN 03114937), who was appointed as Additional Director of the Company with effect from 24th March 2017 under Section 161 of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from 28th July 2017.

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 to give effect to the aforesaid resolution."

5. Appointment of Mr. Vinod Kumar Padmanabhan as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (the Act), Rules made thereunder, provisions of the Articles of Association of the Company and other applicable provisions of the Act, if any,

Mr. Vinod Kumar Padmanabhan (bearing DIN:06563872) who was appointed as an Additional Director by the Board at its meeting held on 25th May, 2017, be and is hereby appointed as the Director of the Company.

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 to give effect to the aforesaid resolution.

6. Appointment of Mr. Ashwin Chalapathy as Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 (the Act), Rules made thereunder, provisions of the Articles of Association of the Company and other applicable provisions of the Act, if any, Mr. Ashwin Chalapathy (bearing DIN: 07791669) who was appointed as an Additional Director by the Board at its meeting held on 25th May, 2017, be and is hereby appointed as the Director of the Company.

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 to give effect to the aforesaid resolution.

7. Appointment of Mr. Vinod Kumar Padmanabhan as Whole-Time Director 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 sections 196, 197 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 including the Central Government, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Vinod Kumar Padmanabhan (holding DIN 06563872) as the Whole-Time Director of the Company, for a period of three years from May 25, 2017 to hold office until May 24, 2020 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 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 Whole- Time Director) in such manner as may be agreed to between the Board of Directors and the Whole- Time Director, provided however that the Remuneration payable to the Whole-Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197 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."

8. Appointment of Mr. Ashwin Chalapathy as Whole-Time Director 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 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 including the Central Government, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ashwin Chalapathy (holding DIN 07791669) as the Whole-Time Director of the Company, for a period of three years from May 25, 2017 to hold office until May 24, 2020 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 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 Whole -Time Director) in such manner as may be agreed to between the Board of Directors and the Whole- Time Director, provided however that the Remuneration payable to the Whole -Time Director shall not exceed the overall ceiling of the total managerial remuneration as provided under section 196, 197 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.”

9. Approve payment of remuneration to Independent Directors by way of commission

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

“**RESOLVED THAT** pursuant to the provisions of Section 197, 198 and 149 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission to the Independent Directors, at an amount not exceeding 1% per annum of the net profits of the Company as commission calculated in accordance with the provisions of Section 198 of the

Companies Act, 2013 in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and to be paid and distributed amongst the Independent Directors of the Company in such amounts or proportions and in all respects as may be decided by the Board of Directors, in respect of the net profits of the Company for each year commencing from April 1, 2017.

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: 05 June, 2017

Anil Singhvi
*Chairman and Independent
Director*
DIN : 00239589

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 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
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.
4. Members/proxies should bring the attendance slip enclosed herewith, duly filled in for attending the Meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
6. 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.
7. 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.
8. 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.
9. The certificate from the Auditors of the Company certifying that the Company's, 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
10. Members shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending the conclusion of the meeting, to inspect the proxies lodged with the company, at any time during the business hours of the company, provided not less than three days' notice in writing

of the intention to inspect is given to the company.

11. The Register of Members and Share Transfer Books will remain closed from July 22nd, 2017 to July 28th, 2017 (both days inclusive).
12. 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.
13. 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.
14. 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 23rd 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.
15. 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.
16. The Notice of the 23rd 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.
17. Members may also note that the Notice of the 23rd AGM and the Annual Report 2016-17 will be available on Company's website, www.subex.com under investors section.
18. Additional information, pursuant to Regulation 36 of the SEBI (LODR), Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the AGM, forms part of this Notice.
19. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to Mr. Arjun Makhecha, Acting Company Secretary at an early date so as to enable the management to reply at the meeting.
20. 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.
21. 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 a.m. to 4.15 p.m.) on all working days except Saturdays & Sundays, up to and including the date of the 23rd AGM of the Company.

By Order of the Board

Place: Mumbai
Date: 05 June, 2017

Anil Singhvi
*Chairman and Independent
Director*
DIN : 00239589

ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 23RD AGM

Item No. 2:

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 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 operations 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.

Item No. 4:

Ms. Poornima Prabhu

Ms. Poornima Prabhu, a Practising Advocate, holds a degree of Bachelor of Arts and LLB from Mumbai University and is presently

Legal Head at Lodha Ventures Holdings Private Limited. She has earlier held the position of director and carries significant experience in dealing with corporate matters which includes mergers, acquisitions, divestment and litigation settlement. She was a Counsel at J. Sagar Associates, a national law firm having more than 300 lawyers. Prior to that, she has worked with Khaitan & Co., another leading law firm.

She is a member of the Audit Committee, Nomination and Remuneration Committee and Compensation Committee of the Board of Directors of the Company.

Item No. 5 & 7:

Mr. Vinod Kumar Padmanabhan

Mr. Vinod Kumar Padmanabhan is the Chief Operating Officer (COO) of Subex Limited and is responsible for managing the Portfolio Development & Innovation, Client Acquisition & Relationships and Fulfilment teams. Prior to this, he worked in the capacity of Group President of the Company, and has previously handled the role of President and Senior Vice President - Sales at the Company, where he was directly responsible for the worldwide revenue generation efforts as well as the day-to-day operations of the Company's sales organisation including sales, sales operations, alliances, and channels.

He is a member of the Risk Management Committee of the Board.

Item No. 6 & 8:

Mr. Ashwin Chalapathy

With an experience spanning almost 17 years in the IT industry, Mr. Ashwin Chalapathy brings a rich blend of diverse strengths and experience encompassing Engineering, Operations, business development and a strong people orientation. In his current role as Chief Technology Officer (CTO) and Head of Service Delivery, he is responsible for developing domain-led solutions, services and technology offerings. He also leads the Managed Services Operations at Subex, building operational capabilities and competencies across the business optimization portfolio.

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 23rd Annual General Meeting of the Members of Subex Limited.

Item No.4:

Ms. Poornima Prabhu

Ms. Poornima Prabhu is an Additional Independent Director of the Company. She joined the Board of Directors with effect from March 24, 2017.

In terms of Section 149 and 161 and other applicable provisions of the Companies Act 2013, Ms. Poornima Prabhu 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/- (Rupees One Lakh Only) proposing the candidature of Ms. Poornima Prabhu 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. Poornima Prabhu (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. Poornima Prabhu 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. Poornima Prabhu 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 believes that Ms. Poornima Prabhu will be able to devote her time and provide her expertise to the Board and hence recommends her appointment as Independent Director on the Board of Directors of the Company.

Except Ms. Poornima Prabhu, none of the Directors or key

managerial personnel or their relatives is interested or concerned in the resolution. As on the date of this notice, Ms. Poornima Prabhu does not hold any equity shares of the Company.

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 & 7:

Mr. Vinod Kumar Padmanabhan

Taking into consideration the size and complexity of the Company's operations, the enormous responsibility for oversight of the Company, the qualifications and accomplishments of Mr. Vinod Kumar Padmanabhan, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the "Board"), at its Meeting held on May 25, 2017 appointed Mr. Vinod Kumar Padmanabhan as an Additional Director and Whole-Time Director for the first time.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act), the Rules framed thereunder and the Articles of Association of the Company, Mr. Vinod Kumar Padmanabhan would cease to hold office at the ensuing Annual General Meeting but would be eligible for appointment as a Director of the company subject to the approval of the members. 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/- (Rupees One Lakh Only) proposing the candidature of Mr. Vinod Kumar Padmanabhan as Director.

In terms of Section 149, 161 and 196 and other applicable provisions of the Companies Act 2013, Mr. Vinod Kumar Padmanabhan is proposed to be appointed as a Whole-time Director of the Company for a period of three years. The Board has approved the terms & conditions of the payment of remuneration to Mr. Vinod Kumar Padmanabhan, the details of which are given below:

- a) Tenure: The appointment will be for a period of 3 years (May 25, 2017 to May 24, 2020)
- b) The remuneration will be payable as follows:
 - i. Salary: ₹.125 lakhs per annum w.e.f. May 25, 2017
 - ii. Commission: The Whole-time Director 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 ₹55 lakhs.

- c) Taxes: The Whole-Time Director shall be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.
- d) Leave: casual/sick leave and holidays as per the policy of the Company
- e) Termination: In the case of termination by the Company, the Whole-Time Director shall not be entitled to any notice by the Company but, if applicable, shall be entitled to severance benefits as per the employment agreement. In the case of termination by the Whole-Time Director, the Whole-Time Director shall provide a minimum of three (3) months notice. In the event the Whole-Time Director fails to provide the required notice, the Whole-Time Director shall pay the Company an amount equal the pay of the Whole-Time Director (based on the Annual Pay) for the number of months, less than three (3) months of notice given.

The Board believes that Mr. Vinod Kumar Padmanabhan will be able to devote his time and provide his expertise towards the efficient management and hence recommends his appointment as the Whole-Time Director on the Board to the members. The appointment as Whole-Time Director thereof is subject to the approval of the members at the ensuing Annual General Meeting.

The Company has received from Mr. Vinod Kumar Padmanabhan (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board recommends the resolution at Item No. 5 of the notice for approval by the members by means of an ordinary resolution and Item No. 7 by means of a special resolution.

Except Mr. Vinod Kumar Padmanabhan, none of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the resolutions mentioned at Items No. 5 and 7 of the Notice. As on the date of this notice, Mr. Vinod Kumar Padmanabhan holds 19,095 equity shares of the Company and is interested to the extent of the shares held by him.

The employment agreement entered into between the Company and Mr. Vinod Kumar Padmanabhan is kept open for inspection by members of the Company at the registered office

RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bengaluru, Karnataka 560103 between the working hours of the company i.e 07:45 a.m. and 04:15 p.m on any working day except Saturday till the date of the Annual General Meeting.

Mr. Vinod Kumar Padmanabhan attended the meeting of the Board held on May 25, 2017.

Item No. 6 & 8:

Mr. Ashwin Chalapathy

Taking into consideration the size and complexity of the Company's operations, the enormous responsibility for oversight of the Company, the qualifications and accomplishments of Mr. Ashwin Chalapathy, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the "Board"), at its Meeting held on May 25, 2017 appointed Mr. Ashwin Chalapathy as an Additional Director and Whole-Time Director for the first time.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (Act), the Rules framed thereunder and the Articles of Association of the Company, Mr. Ashwin Chalapathy would cease to hold office at the ensuing Annual General Meeting but would be eligible for appointment as a Director of the company subject to the approval of the members. 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/- (Rupees One Lakh Only) proposing the candidature of Mr. Ashwin Chalapathy as Director.

In terms of Section 149, 161 and 196 and other applicable provisions of the Companies Act 2013, Mr. Ashwin Chalapathy is proposed to be appointed as a Whole-Time Director of the Company for a period of three years. The Board has approved the terms & conditions of the payment of remuneration to Mr. Ashwin Chalapathy, the details of which are given below:

- a) Tenure: The appointment will be for a period of 3 years (May 25, 2017 to May 24, 2020)
- b) The remuneration will be payable as follows:
 - iii. Salary: ₹110 lakhs per annum w.e.f. May 25, 2017
 - iv. Commission: The Whole-time Director 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 ₹55 lakhs.
- c) Taxes: The Whole-Time Director shall be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.
- d) Leave: casual/sick leave and holidays as per the policy of

the Company

- e) Termination: In the case of termination by the Company, the Whole-Time Director shall not be entitled to any notice by the Company but, if applicable, shall be entitled to severance benefits as per the employment agreement. In the case of termination by the Whole-Time Director, the Whole-Time Director shall provide a minimum of three (3) months notice. In the event the Whole-Time Director fails to provide the required notice, the Whole-Time Director shall pay the Company an amount equal the pay of the Whole-Time Director (based on the Annual Pay) for the number of months, less than three (3) months of notice given.

The Board believes that Mr. Ashwin Chalapathy will be able to devote his time and provide his expertise towards the efficient management and hence recommends his appointment as the Whole-time Director on the Board to the members. The appointment as Whole -Time Director thereof subject to the approval of the members at the ensuing Annual General Meeting.

The Company has received from Mr. Ashwin Chalapathy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board recommends the resolution at Item No. 6 of the notice for approval of the members by means of an ordinary resolution and Item No. 8 by means of a special resolution.

Except Mr. Ashwin Chalapathy, none of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the resolutions mentioned at Items No. 6 and 8 of the Notice. As on the date of this notice, Mr. Ashwin Chalapathy does not hold any shares of the Company.

The employment agreement entered into between the Company and Mr. Ashwin Chalapathy is kept open for inspection by members of the Company at the registered office RMZ Ecoworld, Outer Ring Road, Devarabisanahalli, Bengaluru, Karnataka 560103 between the working hours of the company i.e 07:45 a.m. and 04:15 p.m on any working day except Saturday till the date of the Annual General Meeting

Mr. Ashwin Chalapathy attended the meetings of the Board held on May 25, 2017 and June 5, 2017.

Disclosures under Schedule V of the Companies Act 2013:

I General Information about the company:

- o Nature of Industry: Software sector as per NIC code list of 2008 under the code list J62011 which includes "Writing, modifying, testing of computer program to meet the needs of a particular client excluding web-page designing".
- o Date of commencement of Production: The Company was incorporated on 06th December, 1994 and commenced business from this date.
- o In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus- Not Applicable

FINANCIAL PERFORMANCE BASED ON GIVEN INDICATORS

The Company's Earnings Before Interest and Tax during the last three financial years were as follows:

(INR in lakhs)

Particulars	2016-17	2015-16
Earning Before Exceptional items, extraordinary items, interest, tax, depreciation and amortization	5,724	5,028

There has been a consistent increase in the Earning Before Exceptional items, extraordinary items, interest, tax, depreciation and amortization of the Company during the previous three financial years as stated above.

- o Foreign Investments or collaborations: The company has not entered into any material foreign collaboration.

The Company as on 15th May, 2017, allotted 550,94,999 equity shares on a preferential basis to Non-Promoters. The allotment was made at ₹14/- per share (including a premium of ₹4/- per share), for a consideration of ₹771,329,992.

Foreign investors mainly comprise of NRI's, FII's and Foreign Nationals in the Company on account of securities held by them in the company.

II Information about the appointee:

Mr. Vinod Kumar Padmanabhan

- o Background details: Mr. Vinod Kumar Padmanabhan holds a degree of Bachelor of Technology and is associated with the company since October 15, 1997. Mr. Vinod Kumar Padmanabhan is the Chief Operating Officer (COO) of Subex Limited and is responsible for managing the Portfolio Development & Innovation, Client Acquisition & Relationships and Fulfilment teams. Prior to this, he worked in the capacity of Group President of the Company, and has previously handled the role of President and Senior Vice President - Sales at the Company, where he was directly responsible for the worldwide revenue generation efforts

as well as the day-to-day operations of the Company's sales organisation including sales, sales operations, alliances, and channels.

- o Past remuneration: Below is the remuneration paid for respective financial years:

Financial Year	Remuneration paid (₹.)
2014-15	1,48,77,490
2015-16	1,27,21,362
2016-17	1,49,39,897

- o Recognition or awards: Nil
- o Job Profile and his suitability: He is currently employed as the Chief Operating Officer (COO) of the Company. The Board of Directors of the Company will benefit from his experience and expertise and as such his appointment as Whole-Time Director is desirable and in the best interests of the Company.
- o Remuneration Proposed: Details have been mentioned in the explanatory statement to the Notice.
- o Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The Remuneration derived and proposed to be paid are within the scope and limits of Section 197 and 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Whole-time Directors level of similar sized industry.
- o Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any- As on the date of this notice, Mr. Vinod Kumar Padmanabhan holds 19,095 equity shares of the Company and is interested to the extent of the shares held by him.

Mr. Ashwin Chalapathy

- o Background details: Associated with the company since January 15, 2007. With an experience spanning almost 17 years in the IT industry, Mr. Ashwin Chalapathy brings a rich blend of diverse strengths and experience encompassing Engineering, Operations, business development and a strong people orientation. In his current role as Chief Technology Officer (CTO) and Head of Service Delivery, he is responsible for developing domain-led solutions, services and technology offerings. He also leads the Managed Services Operations at Subex, building operational capabilities and competencies across the business optimization portfolio.
- o Past remuneration: Below is the remuneration paid for respective financial years:

Financial Year	Remuneration paid (₹.)
2014-15	98,54,020
2015-16	1,00,84,532
2016-17	1,38,48,185.00

- o Recognition or awards: Nil
- o Job Profile and his suitability: He is currently employed as the Chief Technology Officer (CTO) and Head of Service Delivery in the Company. The Board of Directors of the Company will benefit from his experience and expertise and as such his appointment as Whole-Time Director is desirable and in the best interests of the Company.
- o Remuneration Proposed: Details have been mentioned in the explanatory statement to the Notice.
- o Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): The Remuneration derived and proposed to be paid are within the scope and limits of Section 197 and 198 of the Companies Act, 2013 read with the provisions of Schedule V of the Act and is comparable to the remuneration of Whole-time Director level of similar sized industry.
- o Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any- Not Applicable

III Other Information

- o Reason of Loss or Inadequate profits: Due to impairment of goodwill, there is a resulting loss reported by the entity at the end of the year. Impairment of goodwill is assessed by independent valuers and expert opinion considering change in 5 years avg. revenue and EBIDTA projections, foreign exchange loss and change in weighted average cost of capital.
- o Steps taken for improvement: The Company made sufficient profits out of operations for the period 2016-17, but due to goodwill impairment, there is resulting loss. Valuation of goodwill is an annual exercise and its impairment is non-cash charge to bring it at its fair value. Other than this charge, the company shall remain profit making prospectively.
- o Expected increase in productivity & profits in measurable terms: The aforesaid steps taken/ to be taken by the Company are expected to improve the Company's performance and profitability in the future.

ITEM NO.9:

In view of Sections 197, 198 and 149 and any other relevant provisions of the Companies Act, 2013, it is proposed that the Independent Directors of the Company be paid a commission in addition to sitting fees and reimbursement of expenses for attending the meetings, at an amount not exceeding 1% per annum of the net profits of the Company as commission calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and the same is to be paid and distributed amongst the Independent Directors of the Company in such amounts or proportions and in all respects as may be decided by the Board of Directors, in respect of the net profits of the Company for each year commencing from April 1, 2017.

Approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of remuneration by way of commission to the Independent Directors.

The Managing Director, Whole-time Directors and Key Managerial

Personnel of the Company and their relatives are not concerned or interested financially or, otherwise, in the resolution set out at item No. 9 of the Notice. Independent Directors may be deemed to be concerned or interested in the resolution set out at item No. 9 to the extent of remuneration or fees that may be received by them. The relatives of Independent Directors may be deemed to be interested or concerned in the resolution set out at item No. 9 of the Notice, to the extent of their shareholding interest, if any, in the Company.

The Board recommends the Special Resolution set out at item No.9 of the Notice for approval by the members of the Company.

By Order of the Board

Place: Mumbai
Date: 05 June, 2017

Anil Singhvi
*Chairman and Independent
Director*
DIN : 00239589

ANNEXURE-A

Details of Directors as on date of the notice, seeking appointment/re-appointment at the Twenty Third Annual General Meeting scheduled to be held on July 28th, 2017.

(Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

Name of Director	Surjeet Singh	Poornima Prabhu	Vinod Kumar Padmanabhan	Ashwin Chalapathy
Age	49 years	41 years	47 years	45 years
Date of appointment	October 5, 2012	March 24, 2017	May 25, 2017	May 25, 2017
Relationship with Directors	None	None	None	None
Expertise in specific functional area	Wide managerial experience	Legal Expertise	Extensive Sales and Operational Experience	Extensive Technical and Operational Experience
Qualification	Cost & Management Accounting, CPA degrees and graduate of Advance Management Program from Harvard Business School	Bachelor of Arts and LLB	Bachelor of Technology	Master of Science (Computes Science)
Number of Shares held in the Company	Nil	Nil	19,095	Nil
Chairman/Member of the Committee of Directors of other companies in which he/she is a Director as on March 31, 2017				
1. Audit Committee	Subex Limited (member)	Subex Limited (member)	-	-
2. Stakeholders' Relationship Committee	Subex Limited (member)	-	-	-
3. Corporate Social Responsibility	Subex Limited (member)	-	-	-
4. Risk Management Committee	Subex Limited (member)	-	Subex Limited (member)	-
5. Nomination and Remuneration Committee	-	Subex Limited (member)	-	-
6. Compensation Committee	-	Subex Limited (member)	-	-

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

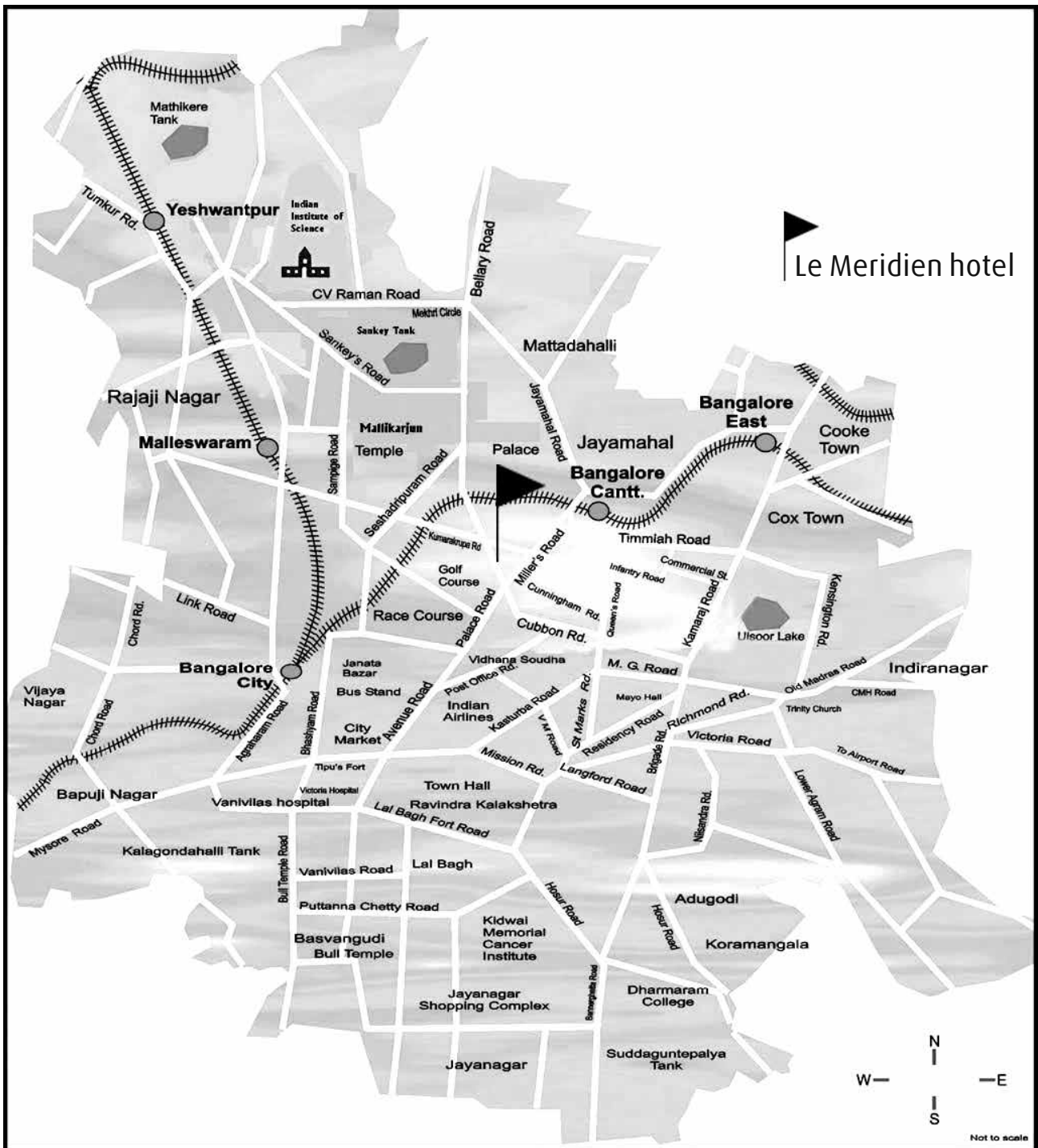
There are no inter-se relationships between the Board members.

ROUTE MAP FOR TWENTY THIRD ANNUAL GENERAL MEETING

Venue: Le Meridien hotel, "Coronet" hall, No. 28 Sankey Road, Bengaluru-560052

Date: Friday, the 28th day of July 2017

Time: 3.00 P.M





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

Email: info@subex.com | www.subex.com

Attendance Slip

Annual General Meeting – July 28th, 2017

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 23rd Annual General Meeting held at Le Meridien hotel, "Coronet" hall, No. 28 Sankey Road, Bengaluru-560052, on Friday, the 28th day of July 2017 at 3 P.M

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

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

Email: info@subex.com | 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:

Email Id:..... Signature: or failing him;

1) Name:Address:

Email Id:..... Signature: or failing him;

1) Name:Address:

Email Id:..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held at Le Meridien hotel, "Coronet" hall, No. 28 Sankey Road, Bengaluru-560052, on Friday, the 28th day of July 2017 at 3 P.M and at any adjournment thereof in respect of such resolutions as are indicated below:

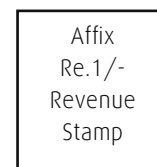
Resolution

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, 2017			
2.	Re-appointment of Mr. Surjeet Singh, who retires by rotation			
3.	Ratification of the Appointment of Auditors			
	Special Business			
4.	Appointment of Ms. Poornima Prabhu as an Independent Director of the Company			
5.	Appointment of Mr. Vinod Kumar Padmanabhan as Director of the Company			
6.	Appointment of Mr. Ashwin Chalapathy as Director of the Company			
7.	Appointment of Mr. Vinod Kumar Padmanabhan as Whole -Time Director of the Company			
8.	Appointment of Mr. Ashwin Chalapathy as Whole -Time Director of the Company			
9.	Approve payment of remuneration to Independent directors by way of commission			

Signed this.....day of..... 2017

Signature of shareholder _____

Signature of Proxy holder(s) _____



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 23rd 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 23rd 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 23rd AGM may also attend the 23rd AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on July 25, 2017 (9:00 am) and ends on July 27, 2017 (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 July 21, 2017, 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 email from NSDL [for members whose email 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 106297" of Subex Limited.
 - (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 23rd AGM for members whose E-mail ID's are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (106297)	USER ID	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 July 21, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 21, 2017, 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 or 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.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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 23rd AGM through polling paper.
- XII. Mr. Biswajit Ghosh (Membership No.F8750), Partner, BMP & Co, LLP, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the 23rd 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 "Polling Paper" for all those members who are present at the 23rd AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 23rd 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.
- XV. 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 the National Stock Exchange of India Limited, Mumbai.