

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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Independent Auditor's Report to confirm that the Proposed Accounting Treatment is in conformity with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015

To

The Board of Directors
 Subex Limited
 RMZ Ecoworld, Devarabisanahalli
 Outer Ring Road, Bengaluru
 Karnataka 560103, India

1. This report is issued in accordance with the terms of the service letter dated October 25, 2019, Master Engagement Agreement ('MEA') dated August 14, 2018 and addendum to MEA dated December 09, 2019 with Subex Limited (the "Company").
2. At the request of the Company, we have examined the Proposed Accounting Treatment prescribed in the accompanying Scheme for Reduction of Capital (the "Scheme") of the Company. This certificate is required by the Company in accordance with requirements of Regulation 11 of Securities and Exchange Board of India ("SEBI") Listing Obligations and Disclosure Requirements, SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") (together referred to as "SEBI LODR regulations" hereinafter) and Section 66 of the Companies Act 2013 ("the Act") to be submitted to the stock exchanges i.e.; The National Stock Exchange of India Limited ("NSE Limited") and Bombay Stock Exchange Limited ("BSE Limited") and other government regulatory authorities as required, to confirm that the Proposed Accounting Treatment prescribed in the Scheme is in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time ("the Rules").
3. The attached Scheme is prepared by the Company on the basis of the unaudited standalone financial results for the period ended December 31, 2019 and other unaudited financial information which has been furnished to us by the management.

Management's Responsibility

4. The Board of Directors of the Company are responsible for the preparation of the unaudited standalone financial results, Scheme and its compliance with the SEBI LODR regulations, the Act, the Rules and other relevant laws and regulations, including the applicable accounting standards read with the rules made thereunder. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Scheme.

Auditor's Responsibility

5. Our responsibility is to provide a limited assurance in the form of a conclusion whether the Proposed Accounting Treatment prescribed in the Scheme is in conformity with the Ind AS prescribed under section 133 of the Act read with the Rules.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

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8. In a limited assurance engagement, the evidence gathering procedures are more limited than in a reasonable assurance engagement. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures performed to provide a limited assurance vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Accordingly, we have performed the following procedures:
- (a) Obtained the Scheme as provided by the Company; and
 - (b) Examined the Proposed Accounting Treatment prescribed in the Scheme and assessed whether the same is in conformity with the Ind AS prescribed under section 133 of the Act read with the Rules.

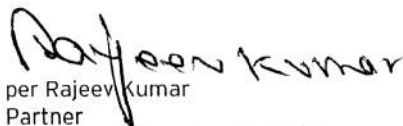
Conclusion

9. Based on the procedures performed specified in paragraph 8 above and according to information and explanations received by us, nothing has come to our attention that causes us to believe that the Proposed Accounting Treatment prescribed in the Scheme is not in conformity with section 133 of the Act read with the Rules.

Restriction on Use

10. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose mentioned in paragraph 2 above and to be submitted to the government regulatory authorities including NSE Limited, BSE Limited, Securities and Exchange Board of India, Registrar of Companies (if required), and should not be used for any other person or purpose or distributed to anyone or referred to in any document without our prior written consent. Our examination relates to the matters specified in this report and does not extend to the Company as a whole. We make no representations regarding compliance by the Company with any other law or statutory requirements. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004


per Rajeev Kumar
Partner

Membership Number: 213803

Unique Document Identification Number: 20213803AAAAAJ5111

Place of Signature: Bengaluru

Date: February 7, 2020



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