

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L85110KA1994PLC016663

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCS9255R

(ii) (a) Name of the company

SUBEX LIMITED

(b) Registered office address

Pritech Park - SEZ, Block-09, 4th Floor, B Wing,  
Sy No. 51-64/4, ORR, Bellandur Vlg, Varthur Hobli  
Bengaluru  
Bangalore  
Karnataka  
560102



(c) \*e-mail ID of the company

investorrelations@subex.com

(d) \*Telephone number with STD code

08037451377

(e) Website

www.subex.com

(iii) Date of Incorporation

06/12/1994

| (iv) | Type of the Company | Category of the Company   | Sub-category of the Company   |
|------|---------------------|---------------------------|-------------------------------|
|      | Public Company      | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

| S. No. | Stock Exchange Name                      | Code  |
|--------|--|-------|
| 1      | BSE Ltd                                  | 1     |
| 2      | National Stock Exchange of India Limited | 1,024 |

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

19/09/2022

(b) Due date of AGM

30/09/2022

(c) Whether any extension for AGM granted

Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

| S.No | Main Activity group code | Description of Main Activity group | Business Activity Code | Description of Business Activity                         | % of turnover of the company |
|------|--------------------------|------------------------------------|------------------------|--|------------------------------|
| 1    | J                        | Information and communication      | J6                     | Computer programming, consultancy and related activities | 100                          |

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

10

Pre-fill All

| S.No | Name of the company            | CIN / FCRN            | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|--------------------------------|-----------------------|--|------------------|
| 1    | SUBEX TECHNOLOGIES LIMITE<br>+ | U74140KA2005PLC035905 | Subsidiary                                   | 100              |
| 2    | Subex Assurance LLP            |                       | Subsidiary                                   | 100              |

|    |                                       |  |            |     |
|----|---------------------------------------|--|------------|-----|
| 3  | Subex Digital LLP                     |  | Subsidiary | 100 |
| 4  | Subex Americas Inc.                   |  | Subsidiary | 100 |
| 5  | Subex (UK) Limited                    |  | Subsidiary | 100 |
| 6  | Subex Inc.                            |  | Subsidiary | 100 |
| 7  | Subex (Asia Pacific) Pte. Limite<br>+ |  | Subsidiary | 100 |
| 8  | Subex Middle East (FZE)               |  | Subsidiary | 100 |
| 9  | Subex Azure Holdings Inc.             |  | Subsidiary | 100 |
| 10 | Subex Bangladesh Private Lim<br>+     |  | Subsidiary | 100 |

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

##### (i) \*SHARE CAPITAL

###### (a) Equity share capital

| Particulars                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of equity shares             | 1,176,080,000      | 562,002,935    | 562,002,935        | 562,002,935     |
| Total amount of equity shares (in Rupees) | 5,880,400,000      | 2,810,014,675  | 2,810,014,675      | 2,810,014,675   |

Number of classes

1

| Class of Shares                           | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| <b>EQUITY</b>                             |                    |                |                    |                 |
| Number of equity shares                   | 1,176,080,000      | 562,002,935    | 562,002,935        | 562,002,935     |
| Nominal value per share (in rupees)       | 5                  | 5              | 5                  | 5               |
| Total amount of equity shares (in rupees) | 5,880,400,000      | 2,810,014,675  | 2,810,014,675      | 2,810,014,675   |

###### (b) Preference share capital

| Particulars                                   | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares             | 200,000            | 0              | 0                  | 0               |
| Total amount of preference shares (in rupees) | 19,600,000         | 0              | 0                  | 0               |

Number of classes

1

| Class of shares                               | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| <b>PREFERENCE</b>                             |                    |                |                    |                 |
| Number of preference shares                   | 200,000            | 0              | 0                  | 0               |
| Nominal value per share (in rupees)           | 98                 | 98             | 98                 | 98              |
| Total amount of preference shares (in rupees) | 19,600,000         | 0              | 0                  | 0               |

**(c) Unclassified share capital**

| Particulars                         | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0                  |

**(d) Break-up of paid-up share capital**

| Class of shares                               | Number of shares |             |           | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|-------------|-----------|----------------------|----------------------|---------------|
|   | Physical         | DEMAT       | Total     |                      |                      |               |
| <b>Equity shares</b>                          |                  |             |           |                      |                      |               |
| <b>At the beginning of the year</b>           | 62,436           | 561,940,495 | 562002935 | 2,810,014,6          | 2,810,014,           |               |
|   |                  | +           |           | +                    | +                    |               |
| <b>Increase during the year</b>               | 6,050            | 0           | 6050      | 0                    | 0                    | 0             |
| i. Public Issues                              | 0                | 0           | 0         | 0                    | 0                    | 0             |
| ii. Rights issue                              | 0                | 0           | 0         | 0                    | 0                    | 0             |
| iii. Bonus issue                              | 0                | 0           | 0         | 0                    | 0                    | 0             |
| iv. Private Placement/ Preferential allotment | 0                | 0           | 0         | 0                    | 0                    | 0             |
| v. ESOPs                                      | 0                | 0           | 0         | 0                    | 0                    | 0             |
| vi. Sweat equity shares allotted              | 0                | 0           | 0         | 0                    | 0                    | 0             |
| vii. Conversion of Preference share           | 0                | 0           | 0         | 0                    | 0                    | 0             |
| viii. Conversion of Debentures                | 0                | 0           | 0         | 0                    | 0                    | 0             |
| ix. GDRs/ADRs                                 | 0                | 0           | 0         | 0                    | 0                    | 0             |
| x. Others, specify                            | 6,050            | 0           | 6050      |                      |                      |               |
|   |                  |             |           |                      |                      |               |
| <b>Decrease during the year</b>               | 0                | 6,050       | 6050      | 0                    | 0                    | 0             |
| i. Buy-back of shares                         | 0                | 0           | 0         | 0                    | 0                    | 0             |
| ii. Shares forfeited                          | 0                | 0           | 0         | 0                    | 0                    | 0             |
| iii. Reduction of share capital               | 0                | 0           | 0         | 0                    | 0                    | 0             |

|                                     |        |             |           |             |            |   |
|-------------------------------------|--------|-------------|-----------|-------------|------------|---|
| iv. Others, specify                 | 0      | 6,050       | 6050      |             |            |   |
|                                     |        |             |           |             |            |   |
| <b>At the end of the year</b>       | 68,486 | 561,934,449 | 562002935 | 2,810,014,6 | 2,810,014, |   |
| <b>Preference shares</b>            |        |             |           |             |            |   |
| <b>At the beginning of the year</b> | 0      | 0           | 0         | 0           | 0          |   |
| <b>Increase during the year</b>     | 0      | 0           | 0         | 0           | 0          | 0 |
| i. Issues of shares                 | 0      | 0           | 0         | 0           | 0          | 0 |
| ii. Re-issue of forfeited shares    | 0      | 0           | 0         | 0           | 0          | 0 |
| iii. Others, specify                |        |             |           | 0           | 0          |   |
|                                     |        |             |           |             |            |   |
| <b>Decrease during the year</b>     | 0      | 0           | 0         | 0           | 0          | 0 |
| i. Redemption of shares             | 0      | 0           | 0         | 0           | 0          | 0 |
| ii. Shares forfeited                | 0      | 0           | 0         | 0           | 0          | 0 |
| iii. Reduction of share capital     | 0      | 0           | 0         | 0           | 0          | 0 |
| iv. Others, specify                 |        |             |           | 0           | 0          |   |
|                                     |        |             |           |             |            |   |
| <b>At the end of the year</b>       | 0      | 0           | 0         | 0           | 0          |   |

ISIN of the equity shares of the company

INE754A01055

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

| Class of shares                 |                      | (i) | (ii) | (iii) |
|---------------------------------|----------------------|-----|------|-------|
| Before split /<br>Consolidation | Number of shares     |     |      |       |
|                                 | Face value per share |     |      |       |
| After split /<br>Consolidation  | Number of shares     |     |      |       |
|                                 | Face value per share |     |      |       |

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

|   |                      |
|---|----------------------|
| Date of the previous annual general meeting | <input type="text"/> |
|---|----------------------|

|  |                      |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

|                  |                      |  |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

|   |                      |   |                      |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

|                            |                      |
|----------------------------|----------------------|
| Ledger Folio of Transferor | <input type="text"/> |
|----------------------------|----------------------|

|                   |                      |                      |                      |
|-------------------|----------------------|----------------------|----------------------|
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|                   | Surname              | middle name          | first name           |

|                            |                      |
|----------------------------|----------------------|
| Ledger Folio of Transferee | <input type="text"/> |
|----------------------------|----------------------|

|                   |                      |                      |                      |
|-------------------|----------------------|----------------------|----------------------|
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|                   | Surname              | middle name          | first name           |

|  |                      |
|--|----------------------|
| Date of registration of transfer (Date Month Year) | <input type="text"/> |
|--|----------------------|

|                  |                      |  |
|------------------|----------------------|--|
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock |
|------------------|----------------------|--|

|   |                      |   |                      |
|---|----------------------|---|----------------------|
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
|---|----------------------|---|----------------------|

|                            |                      |                      |                      |
|----------------------------|----------------------|----------------------|----------------------|
| Ledger Folio of Transferor |                      | <input type="text"/> |                      |
| Transferor's Name          | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|                            | Surname              | middle name          | first name           |
| Ledger Folio of Transferee |                      | <input type="text"/> |                      |
| Transferee's Name          | <input type="text"/> | <input type="text"/> | <input type="text"/> |
|                            | Surname              | middle name          | first name           |

**(iv) \*Debentures (Outstanding as at the end of financial year)**

| Particulars                   | Number of units | Nominal value per unit | Total value |
|-------------------------------|-----------------|------------------------|-------------|
| Non-convertible debentures    | 0               | 0                      | 0           |
| Partly convertible debentures | 0               | 0                      | 0           |
| Fully convertible debentures  | 0               | 0                      | 0           |
| <b>Total</b>                  |                 |                        | 0           |

**Details of debentures**

| Class of debentures                  | Outstanding as at the beginning of the year | Increase during the year | Decrease during the year | Outstanding as at the end of the year |
|--------------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| <b>Non-convertible debentures</b>    | 0   | 0                        | 0                        | 0                                     |
| <b>Partly convertible debentures</b> | 0   | 0                        | 0                        | 0                                     |
| <b>Fully convertible debentures</b>  | 0   | 0                        | 0                        | 0                                     |

**(v) Securities (other than shares and debentures)**

0

| Type of Securities | Number of Securities | Nominal Value of each Unit | Total Nominal Value  | Paid up Value of each Unit | Total Paid up Value  |
|--------------------|----------------------|----------------------------|----------------------|----------------------------|----------------------|
|                    |                      |                            |                      |                            |                      |
|                    |                      |                            |                      |                            |                      |
| <b>Total</b>       | <input type="text"/> |                            | <input type="text"/> |                            | <input type="text"/> |

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

683,635,779

**(ii) Net worth of the Company**

4,892,584,650.16

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

| S. No. | Category                                | Equity           |            | Preference       |            |
|--------|---|------------------|------------|------------------|------------|
|        |   | Number of shares | Percentage | Number of shares | Percentage |
| 1.     | Individual/Hindu Undivided Family       |                  |            |                  |            |
|        | (i) Indian                              | 0                | 0          | 0                |            |
|        | (ii) Non-resident Indian (NRI)          | 0                | 0          | 0                |            |
|        | (iii) Foreign national (other than NRI) | 0                | 0          | 0                |            |
| 2.     | Government                              |                  |            |                  |            |
|        | (i) Central Government                  | 0                | 0          | 0                |            |
|        | (ii) State Government                   | 0                | 0          | 0                |            |
|        | (iii) Government companies              | 0                | 0          | 0                |            |
| 3.     | Insurance companies                     | 0                | 0          | 0                |            |
| 4.     | Banks                                   | 0                | 0          | 0                |            |
| 5.     | Financial institutions                  | 0                | 0          | 0                |            |
| 6.     | Foreign institutional investors         | 0                | 0          | 0                |            |
| 7.     | Mutual funds                            | 0                | 0          | 0                |            |
| 8.     | Venture capital                         | 0                | 0          | 0                |            |
| 9.     | Body corporate<br>(not mentioned above) | 0                | 0          | 0                |            |
| 10.    | Others                                  | 0                | 0          | 0                |            |
|        | <b>Total</b>                            | 0                | 0          | 0                | 0          |

**Total number of shareholders (promoters)**

0

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

| S. No. | Category | Equity           |            | Preference       |            |
|--------|----------|------------------|------------|------------------|------------|
|        |          | Number of shares | Percentage | Number of shares | Percentage |



|     |   |             |       |   |   |
|-----|---|-------------|-------|---|---|
| 1.  | Individual/Hindu Undivided Family       |             |       |   |   |
|     | (i) Indian                              | 464,077,709 | 82.58 | 0 |   |
|     | (ii) Non-resident Indian (NRI)          | 15,132,838  | 2.69  | 0 |   |
|     | (iii) Foreign national (other than NRI) | 194,368     | 0.03  | 0 |   |
| 2.  | Government                              |             |       |   |   |
|     | (i) Central Government                  | 0           | 0     | 0 |   |
|     | (ii) State Government                   | 0           | 0     | 0 |   |
|     | (iii) Government companies              | 0           | 0     | 0 |   |
| 3.  | Insurance companies                     | 0           | 0     | 0 |   |
| 4.  | Banks                                   | 7,000       | 0     | 0 |   |
| 5.  | Financial institutions                  | 0           | 0     | 0 |   |
| 6.  | Foreign institutional investors         | 0           | 0     | 0 |   |
| 7.  | Mutual funds                            | 0           | 0     | 0 |   |
| 8.  | Venture capital                         | 0           | 0     | 0 |   |
| 9.  | Body corporate<br>(not mentioned above) | 29,406,317  | 5.23  | 0 |   |
| 10. | Others FPI, QIB, NBFC, clearing me<br>+ | 53,184,703  | 9.46  | 0 |   |
|     | <b>Total</b>                            | 562,002,935 | 99.99 | 0 | 0 |

**Total number of shareholders (other than promoters)**

358,634

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

358,634

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details                           | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters                         | 0                            | 0                      |
| Members<br>(other than promoters) | 157,061                      | 358,634                |
| Debenture holders                 | 0                            | 0                      |

## VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### (A) \*Composition of Board of Directors

| Category                                 | Number of directors at the beginning of the year |               | Number of directors at the end of the year |               | Percentage of shares held by directors as at the end of year |               |
|--|--|---------------|--|---------------|--|---------------|
|  | Executive  | Non-executive | Executive                                  | Non-executive | Executive  | Non-executive |
| <b>A. Promoter</b>                       | 0  | 0             | 0  | 0             | 0  | 0             |
| <b>B. Non-Promoter</b>                   | 2  | 4             | 2  | 4             | 0.1  | 0.01          |
| (i) Non-Independent                      | 2  | 1             | 2  | 1             | 0.1  | 0.01          |
| (ii) Independent                         | 0  | 3             | 0  | 3             | 0  | 0             |
| <b>C. Nominee Directors representing</b> | 0  | 0             | 0  | 0             | 0  | 0             |
| (i) Banks & FIs                          | 0  | 0             | 0  | 0             | 0  | 0             |
| (ii) Investing institutions              | 0  | 0             | 0  | 0             | 0  | 0             |
| (iii) Government                         | 0  | 0             | 0  | 0             | 0  | 0             |
| (iv) Small share holders                 | 0  | 0             | 0  | 0             | 0  | 0             |
| (v) Others                               | 0  | 0             | 0  | 0             | 0  | 0             |
| <b>Total</b>                             | <b>2</b>   | <b>4</b>      | <b>2</b>                                   | <b>4</b>      | <b>0.1</b>   | <b>0.01</b>   |

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

### (B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year

| Name                                  | DIN/PAN    | Designation         | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|---------------------------------------|------------|---------------------|--------------------------------|--|
| Anil Chandanmal Singh <sup>+</sup>    | 00239589   | Director            | 60,000                         |  |
| Nisha Dutt                            | 06465957   | Director            | 0                              |  |
| Poornima Prabhu                       | 03114937   | Director            | 0                              |  |
| George Zacharias                      | 00162570   | Director            | 0                              |  |
| Vinod Kumar Padmanab <sup>+</sup>     | 06563872   | Managing Director   | 44,095                         |  |
| Shiva Shankar Naga Reddy <sup>+</sup> | 07212118   | Whole-time director | 500,000                        |  |
| Sumit Kumar                           | AFHPP9537P | CFO                 | 0                              |  |

| Name             | DIN/PAN    | Designation      | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|------------------|------------|------------------|--------------------------------|--|
| G V Krishnakanth | AKSPM6451B | Company Secretar | 55,000                         |  |

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

2

| Name            | DIN/PAN    | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|-----------------|------------|--|---|--|
| Venkatraman G S | AAGPV4343M | CFO  | 10/12/2021  | Cessation  |
| Sumit Kumar     | AFHPP9537P | CFO  | 31/01/2022  | Appointment  |

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

| Type of meeting        | Date of meeting | Total Number of Members entitled to attend meeting | Attendance                 |                         |
|------------------------|-----------------|--|----------------------------|-------------------------|
|                        |                 |  | Number of members attended | % of total shareholding |
| Annual General Meeting | 09/07/2021      | 283,393  | 115                        | 3.04                    |

**B. BOARD MEETINGS**

\*Number of meetings held

5

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance                   |                 |
|--------|-----------------|--|------------------------------|-----------------|
|        |                 |  | Number of directors attended | % of attendance |
| 1      | 17/05/2021      | 6  | 6                            | 100             |
| 2      | 09/08/2021      | 6  | 6                            | 100             |
| 3      | 03/09/2021      | 6  | 5                            | 83.33           |
| 4      | 28/10/2021      | 6  | 6                            | 100             |
| 5      | 31/01/2022      | 6  | 6                            | 100             |

**C. COMMITTEE MEETINGS**

Number of meetings held

13

| S. No. | Type of meeting             | Date of meeting | Total Number of Members as on the date of the meeting | Attendance                 |                 |
|--------|-----------------------------|-----------------|---|----------------------------|-----------------|
|        |                             |                 |   | Number of members attended | % of attendance |
| 1      | Audit Committee             | 17/05/2021      | 4   | 4                          | 100             |
| 2      | Audit Committee             | 09/08/2021      | 4   | 4                          | 100             |
| 3      | Audit Committee             | 28/10/2021      | 4   | 4                          | 100             |
| 4      | Audit Committee             | 31/01/2022      | 4   | 3                          | 75              |
| 5      | Nomination and Remuneration | 17/05/2021      | 3   | 3                          | 100             |
| 6      | Nomination and Remuneration | 28/10/2021      | 3   | 3                          | 100             |
| 7      | Nomination and Remuneration | 31/01/2022      | 3   | 2                          | 66.67           |
| 8      | Stakeholders Forum          | 17/05/2021      | 3   | 3                          | 100             |
| 9      | Stakeholders Forum          | 09/08/2021      | 3   | 3                          | 100             |
| 10     | Stakeholders Forum          | 28/10/2021      | 3   | 3                          | 100             |

**D. \*ATTENDANCE OF DIRECTORS**

| S. No. | Name of the director | Board Meetings   |                             |                 | Committee Meetings                                       |                             |                 | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
|        |                      | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance | Number of Meetings which director was entitled to attend | Number of Meetings attended | % of attendance |                              |
|        |                      |  |                             |                 |  |                             |                 |                              |
| 1      | Anil Chandan         | 5  | 5                           | 100             | 13   | 13                          | 100             |                              |
| 2      | Nisha Dutt           | 5  | 5                           | 100             | 9  | 9                           | 100             |                              |
| 3      | Poornima Pral        | 5  | 4                           | 80              | 11   | 9                           | 81.82           |                              |
| 4      | George Zacha         | 5  | 5                           | 100             | 6  | 6                           | 100             |                              |
| 5      | Vinod Kumar          | 5  | 5                           | 100             | 6  | 6                           | 100             |                              |
| 6      | Shiva Shankar        | 5  | 5                           | 100             | 0  | 0                           | 0               |                              |

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

| S. No. | Name              | Designation         | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others     | Total<br>Amount |
|--------|-------------------|---------------------|--------------|------------|-------------------------------|------------|-----------------|
| 1      | Vinod Kumar Padm  | Managing Director   | 23,132,100   | 0          | 0                             | 19,885,600 | 43,017,700      |
| 2      | Shiva Shankar Nag | Whole-Time Director | 12,115,355   | 0          | 0                             | 30,869,600 | 42,984,955      |
|        | Total             |                     | 35,247,455   | 0          | 0                             | 50,755,200 | 86,002,655      |

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

| S. No. | Name             | Designation             | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others    | Total<br>Amount |
|--------|------------------|-------------------------|--------------|------------|-------------------------------|-----------|-----------------|
| 1      | Sumit Kumar      | Chief Financial Officer | 1,661,435    |            |                               | 45,832    | 1,707,267       |
| 2      | G V Krishnakanth | Company Secretary       | 4,392,134    |            |                               | 3,438,700 | 7,830,834       |
|        | Total            |                         | 6,053,569    | 0          | 0                             | 3,484,532 | 9,538,101       |

Number of other directors whose remuneration details to be entered

4

| S. No. | Name               | Designation                         | Gross Salary | Commission | Stock Option/<br>Sweat equity | Others | Total<br>Amount |
|--------|--------------------|-------------------------------------|--------------|------------|-------------------------------|--------|-----------------|
| 1      | nil Chandanmal Sin | Non-Executive, Independent Director | 0            | 1,100,000  | 0                             | 0      | 1,100,000       |
| 2      | Nisha Dutt         | Independent Director                | 0            | 900,000    | 0                             | 0      | 900,000         |
| 3      | Poornima Kamalaks  | Independent Director                | 0            | 700,000    | 0                             | 0      | 700,000         |
| 4      | George Zacharias   | Independent Director                | 0            | 900,000    | 0                             | 0      | 900,000         |
|        | Total              |                                     | 0            | 3,600,000  | 0                             | 0      | 3,600,000       |

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which penalised / punished | Details of penalty/ punishment | Details of appeal (if any) including present status |
|--|--|---------------|--|--------------------------------|---|
|  |  |               |  |                                |   |

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

| Name of the company/ directors/ officers | Name of the court/ concerned Authority | Date of Order | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
|  |  |               |   |                        |                                   |

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

(In case of 'No', submit the details separately through the method specified in instruction kit)

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Pramod S.M.

Whether associate or fellow

Associate  Fellow

Certificate of practice number

13784

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...

11(C)

dated

31/01/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

06563872

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

|               |
|---------------|
| <b>Attach</b> |
| <b>Attach</b> |
| <b>Attach</b> |
| <b>Attach</b> |

**List of attachments**

|  |
|--|
|  |
|--|

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



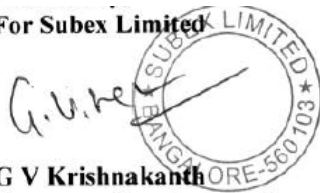
|                  |
|------------------|
| +91 80 3745 1377 |
| info@subex.com   |
| www.subex.com    |

**DETAILS OF COMMITTEE MEETINGS MENTIONED IN FORM MGT-7 UNDER POINT C OF IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**Number of Committee Meetings held: 13**

| Sl. No. | Type of meeting                     | Date of meeting | Total Number of Members as on the date of the meeting | Attendance                 |                 |
|---------|-------------------------------------|-----------------|---|----------------------------|-----------------|
|         |                                     |                 |   | Number of members attended | % of attendance |
| 1       | Audit Committee                     | 17-05-2021      | 4   | 4                          | 100             |
| 2       | Audit Committee                     | 09-08-2021      | 4   | 4                          | 100             |
| 3       | Audit Committee                     | 28-10-2021      | 4   | 4                          | 100             |
| 4       | Audit Committee                     | 31-01-2022      | 4   | 3                          | 75              |
| 5       | Nomination & Remuneration Committee | 17-05-2021      | 3   | 3                          | 100             |
| 6       | Nomination & Remuneration Committee | 28-10-2021      | 3   | 3                          | 100             |
| 7       | Nomination & Remuneration Committee | 31-01-2022      | 3   | 2                          | 66.67           |
| 8       | Stakeholders Relationship Committee | 17-05-2021      | 3   | 3                          | 100             |
| 9       | Stakeholders Relationship Committee | 09-08-2021      | 3   | 3                          | 100             |
| 10      | Stakeholders Relationship Committee | 28-10-2021      | 3   | 3                          | 100             |
| 11      | Stakeholders Relationship Committee | 31-01-2022      | 3   | 3                          | 100             |
| 12      | Risk Management Committee           | 28-10-2021      | 4   | 4                          | 100             |
| 13      | Risk Management Committee           | 27-12-2021      | 4   | 4                          | 100             |

For Subex Limited



**G V Krishnakanth**  
Company Secretary & Compliance Officer

**Subex Limited**

CIN - L85110KA1994PLC016663

Registered Address : Pritech Park - SEZ, Block-09, 4th Floor B Wing  
Survey No. 51 to 64/4, Outer Ring Road, Bellandur Village, Varthur Hobli, Bengaluru - 560 103. India





**Form No. MGT-8**

**[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies  
(Management and Administration) Rules, 2014]**

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of Subex Limited (“the Company”) as required to be maintained under the Companies Act, 2013 (“the Act”) and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2022. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers, and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;
2. maintenance of registers/records and making entries therein within the time prescribed therefore;
3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court, or other authorities as the case may be within the prescribed time.
4. calling/ convening/ holding meetings of Board of Directors and its committees, and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
5. closure of Register of Members / Security holders, as the case may be;



6. advances/ loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. contracts/arrangements with related parties as specified in Section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back or securities/redemption of preference shares or debentures/alteration or reduction of capital/conversion of shares/securities and issue of security certificates in all instances, wherever applicable;  
-Not applicable
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;—There were no transactions requiring the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year. Hence not applicable.
10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.
11. signing of audited financial statement as per the provisions of Section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them
13. appointment/ re-appointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court, or such other authorities under the various provisions of the Act;
15. acceptance/ renewal/ repayment of deposits; -Not Applicable as the Company has not accepted any deposit during the period under review.
16. borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;



17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;
18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company; - Not applicable as no alteration was made in the provisions of the Memorandum and/ or Articles of Association of the Company.

For BMP & Co. LLP,  
Company Secretaries

Place: Bangalore  
Date: \_\_\_\_\_ 2022  
UDIN:

Pramod S M  
FCS No: 7834  
CP No: 13784