



SUBEX LIMITED

CIN L85110KA1994PLC016663

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

Tel.: +91 80 6659 8700 Fax: +91 80 6696 3333; E mail: info@subex.com website: www.subex.com

POSTAL BALLOT FORM

Sr. No.

Name(s) of Shareholder(s) including Joint-holders, if any	:
Registered Address of the Sole/ First named Shareholder	:
Registered Folio No. / DP ID No. * / Client ID No.*	:
No. of Shares held	:

* Applicable to investors holding shares in a Dematerialized Form.

I / We hereby exercise my / our vote in respect of the Special Resolution(s)/ Ordinary Resolution(s) to be passed through postal ballot for the businesses stated in the Postal Ballot Notice of the Company dated August 21, 2017 by conveying my / our assent (✓) or dissent (X) of the said resolutions by placing the relevant mark at the appropriate places in the box below:

Item	Description	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special resolution for the restructuring of the business of the Company ("Restructuring") whereby: (i) The Revenue Maximization Solutions and related businesses carried out by the Company, would be transferred to its subsidiary, Subex Assurance LLP by way of a capital contribution on a going concern basis; and (ii) The Subex Secure and Analytics solutions and related businesses carried out by the Company, would be transferred to its subsidiary, Subex Digital LLP by way of a capital contribution on a going concern basis			
2.	Special resolution for the amendment to the Articles of Association of the Company			
3.	Special resolution for the amendment to the Object Clause of the Memorandum of Association of the Company			
4.	Ordinary resolution under Section 188 of the Companies Act, 2013 for appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP			
5.	Ordinary resolution under Section 188 of the Companies Act, 2013 for appointment of Mr. Ashwin Chalapathy in an office or place of profit at Subex Assurance LLP			

Place :

Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

The remote e-voting facility is available at the link <https://www.evoting.nsdl.com/> The electronic voting particulars are set out as follows:

EVEN (Remote e-voting Event Number)	User ID	Password
107036		

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
25 th August 2017 (9:00 AM)	23 rd September 2017 (5:00 PM)

Notes:

- Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 23rd September, 2017 up to 5:00 PM IST.

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
4. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named Member and in his / her absence, by the next-named Member.
5. Consent must be accorded by placing a tick mark (√) in the column 'I assent to the resolution' or dissent must be accorded by placing a cross mark (X) in the column 'I dissent to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 23rd September, 2017. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified True Copy of Board Resolution / Power of Attorney/attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at biswajit@adyanta.co.in , with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. 11th August, 2017.
13. The Scrutinizer's decision on the validity of the postal ballot shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.