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www.subex.com

July 05, 2019

To  
The Manager – Listing  
BSE Limited  
The National Stock Exchange of India Limited

Dear Sir/Madam,

**Sub: Subex Limited “The Company”- Voting Results under Regulation 44 of the SEBI (LODR) Regulations, 2015**

In accordance with the Regulation 44(3) of the SEBI (LODR) Regulations, 2015, please find enclosed the details of the voting results on resolutions passed by the shareholders through e-voting and through poll, at the 25<sup>th</sup> Annual General Meeting of the Company held on July 04, 2019.

The details of each agenda item and the scrutinizers report are enclosed hereto. Kindly note that all resolutions were passed with requisite majority. We request you to take the aforesaid notification on record.

Thanking you.

**Yours truly,  
For Subex Limited**



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

**Subex Limited**

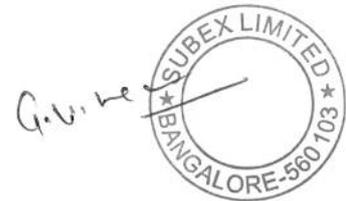
CIN - L85110KA1994PLC016663

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

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### General information about company

Scrip code	532348
NSE Symbol	SUBEX
MSEI Symbol	
ISIN	INE754A01014
Name of the company	SUBEX LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	04-07-2019
Start time of the meeting	2:00 PM
End time of the meeting	3:00 PM

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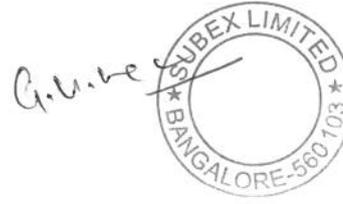
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### Scrutinizer Details

Name of the Scrutinizer	Biswajit Ghosh
Firms Name	BMP and Co, LLP
Qualification	CS
Membership Number	8750
Date of Board Meeting in which appointed	13-05-2019
Date of Issuance of Report to the company	05-07-2019

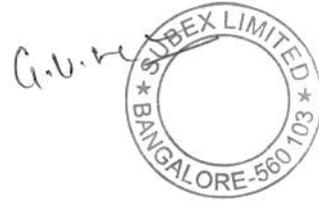
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Voting results	
Record date	27-06-2019
Total number of shareholders on record date	104995
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	0
b) Public	138
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	0
b) Public	0
<b>No. of resolution passed in the meeting</b>	
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Disclosure of notes on voting results	<a href="#">Add Notes</a>

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## Resolution (1)

Resolution required: (Ordinary / Special)		Ordinary										
Whether promoter/promoter group are interested in the agenda/resolution?		No										
Description of resolution considered		Adoption of financial statements for the year ended March 31, 2019										
Category	Mode of voting	No. of shares held	No. of votes polled	(3)=[(2)/(1)]*100	No. of votes – in favour	(4)	No. of votes – against	(5)	% of votes in favour on votes polled	(6)=[(4)/(2)]*100	% of Votes against on votes polled	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0	0	0.0000	0.0000	0.0000	0.0000
	Poll	0	0	0	0	0	0	0	0.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		0	0	0	0.0000	0	0	0.0000	0.0000	0.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0.0000	0	0	0	0	0	0
	Poll	4225325	0	0.0000	0	0.0000	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0	0	0	0	0	0
	<b>Total</b>		4225325	0	0.0000	0	0.0000	0	0	0.0000	0.0000	0.0000
Public- Non Institutions	E-Voting		1048749	0.1880	1012893	96.5811	35856	3.4189	96.5811	3.4189	3.4189	3.4189
	Poll	557777610	4650763	0.8338	4650763	100.0000	0	0.0000	100.0000	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0.0000	0	0	0	0	0	0
	<b>Total</b>		557777610	1.0218	5663656	99.3709	35856	0.6291	99.3709	0.6291	0.6291	0.6291
<b>Total</b>			562002935	1.0141	5663656	99.3709	35856	0.6291	99.3709	0.6291	0.6291	0.6291
						<b>Whether resolution is Pass or Not.</b>				Yes		
						Disclosure of notes on resolution				Add Notes		

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Mr. Vinod Kumar Padmanabhan as a Director liable to retire by rotation						
Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	4225325	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4225325	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1046546	0.1876	1000665	45881	95.6160	4.3840
	Poll	55777610	4650763	0.8338	4650763	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	55777610	5697309	1.0214	5651428	45881	99.1947	0.8053
	<b>Total</b>	562002935	5697309	1.0138	5651428	45881	99.1947	0.8053
						<b>Whether resolution is Pass or Not.</b>		Yes
								Add Notes

Disclosure of notes on resolution

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public- Non Institutions	



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## Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		Appointment of Mr. George Zacharias as an Independent Director of the Company.						
Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0	0	0	0.0000	0.0000
	Poll	0	0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0	0	0	0	0
	Poll	4225325	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	4225325	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1048749	0.1880	1001368	47381	95.4821	4.5179
	Poll	55777610	4650753	0.8338	4650653	100	99.9978	0.0022
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	55777610	5699502	1.0218	5652021	47481	99.1669	0.8331
<b>Total</b>		562002935	5699502	1.0141	5652021	47481	99.1669	0.8331
		<b>Whether resolution is Pass or Not.</b>						
		Yes						
		Disclosure of notes on resolution						
		Add Notes						

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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## Resolution (4)

Resolution required: (Ordinary / Special)		Ordinary							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Approval under section 188 of the Companies Act, 2013 for change in the terms of appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP							
Category	Mode of voting	No. of shares held	No. of votes polled	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		0	0	0	0	0.0000	0.0000	
	Poll	0	0	0	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0	0	0	0.0000	0.0000	
	<b>Total</b>	0	0	0.0000	0	0	0.0000	0.0000	
Public- Institutions	E-Voting		0	0.0000	0	0	0	0	
	Poll	4225325	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	4225325	0	0.0000	0	0	0.0000	0.0000	
Public- Non Institutions	E-Voting		1048749	0.1880	768044	280705	73.2343	26.7657	
	Poll	55777610	4650763	0.8338	4650663	100	99.9978	0.0022	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>	55777610	5699512	1.0218	5418707	280805	95.0732	4.9268	
<b>Total</b>		562002935	5699512	1.0141	5418707	280805	95.0732	4.9268	
		<b>Whether resolution is Pass or Not.</b>						Yes	
		Disclosure of notes on resolution						Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	



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## Resolution (5)

Resolution required: (Ordinary / Special)		Special				
Whether promoter/promoter group are interested in the agenda/resolution?		No				
Description of resolution considered						
Category	Mode of voting	No. of shares held	No. of votes polled			
		(1)	(2)			
			(3)=[(2)/(1)]*100			
			(4)			
			(5)			
			(6)=[(4)/(2)]*100			
			(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		0	0	0.0000	0.0000
	Poll	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0.0000	0.0000
	Total	0	0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0	0.0000	0
	Poll	4225325	0	0	0.0000	0
	Postal Ballot (if applicable)		0	0	0.0000	0
	Total	4225325	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1048749	773443	275306	73.7491
	Poll	557777610	4650763	4650413	350	99.9925
	Postal Ballot (if applicable)		0	0	0	0
	Total	557777610	5699512	5423856	275656	95.1635
	Total	562002935	5699512	5423856	275656	95.1635
				Whether resolution is Pass or Not.		Yes
				Disclosure of notes on resolution		Add Notes

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Institutions	
Public - Non Institutions	





**Form No. MGT-13**

**Report of Scrutinizer(s)**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21 (2) of the  
Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
25<sup>th</sup> Annual General Meeting  
Subex Limited  
RMZ Ecoworld, Outer Ring Road,  
Devarabisanhalli, Bangalore- 560103

Twenty Fifth Annual General Meeting of the Equity Shareholders of Subex Limited held on Thursday, July 04, 2019, at 2.00 p.m. at "The Grand Ball Room", Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru-560001.

Dear Sir,

I, CS Biswajit Ghosh, Partner, M/s. BMP & Co. LLP, Company Secretaries, Bangalore, was appointed as Scrutinizer(s) by the Board of Directors of Subex Limited for the purpose of poll taken on the below mentioned resolutions at the Annual General Meeting of Subex Limited, held on Thursday, July 04 2019, at 2.00 p.m. at "The Grand Ball Room", Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru-560001, submit my report as under:

1. The remote e-voting commenced on Monday, July 01, 2019 at 9:00 am and ended on Wednesday, July 03, 2019 at 5:00 pm. For the resolutions proposed at the Annual General Meeting, 55 shareholders have casted their votes through remote e-voting system and 59 shareholders casted their votes through poll paper at the venue of the Annual General Meeting.
2. The Annual General Meeting had also provided voting facility to the shareholders present at the meeting and who had not cast their vote earlier through remote e-voting facility.
3. After the closure of the voting at the Annual General Meeting, the report on the said voting taken at the meeting was generated in my presence and the voting was diligently scrutinized.



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**BMP & Co. LLP**

LLPIN : AAI-4194

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.

☎ : 080 26728442, ✉ : biswajit@bmpandco.com, 🌐 : [www.bmpandco.com](http://www.bmpandco.com)



4. The votes casted under remote e-voting facility were thereafter unblocked at 3 p.m. in the presence of the two witnesses who are not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.
5. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
7. 5 Poll papers were found invalid.
8. The result of the Poll and E-Voting is as under:

Sl No.	Resolution	E-Voting		Poll at AGM		Total		Percentage		Result
		For	Against	For	Against	For	Against	For	Against	
1	Adoption of Financial Statements for the year ended March 31, 2019	1012893	35856	4650763	0	5663656	35856	99.37	0.63	Passed
2	Re-appointment of Mr. Vinod Kumar Padmanabhan, who retires by rotation	1000665	45881	4650763	0	5651428	45881	99.19	0.81	Passed
3	Appointment of Mr. George Zacharias as an Independent Director of the Company. (Ordinary Resolution)	1001368	47381	4650653	100	5652021	47481	99.17	0.83	Passed

**BMP & Co. LLP**

LLPIN : AAI-4194



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4	Approval under Section 188 of the Companies Act, 2013 for change in the terms of appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance LLP. (Ordinary Resolution)	768044	280705	4650663	100	5418707	280805	95.07	4.93	Passed
5	Provision of interest free loan by the Company for purchase of its own shares by the Trust /Trustees for the benefit of Employees under the Subex Stock Option Scheme 2018. (Special Resolution)	773443	275306	4650413	350	5423856	275656	95.16	4.84	Passed

9. For your information, details of the polling done through remote e-voting and polling done at the Annual General Meeting are given in Annexure – A.

10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



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**BMP & Co. LLP**

LLPIN : AAI-4194

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☎ : 080 26728442. ✉ : biswajit@bmpandco.com, Website : www.bmpandco.com



11. The Register, all other papers and relevant records were sealed and handed over to the Company Secretary/Director authorised by the Chairman for safe keeping.

Thanking You,

Yours faithfully,

For BMP & Co. LLP

**Biswajit Ghosh**

Partner

(Membership No. FCS: 8750 C.P. No:8239)



Place: Bangalore

Date: July 05, 2019

We the undersigned, witness that the votes were unblocked in our presence.

Kusum Gore

Address: 268, 4<sup>th</sup> Main, Mahalakshmi Layout, Bangalore 560086

SK Abu Talha

Address: Metro No. 185, Opp. Sarakki Gate Bus stop, Bangalore 560078

**BMP & Co. LLP**

LLPIN : AAI-4194

Regd Office : # 4272, Sapthagiri, 2nd Floor, Vivekananda Park Road, Near Seetha Circle, Girinagar, Bangalore - 560 085.

☎ : 080 26728442. 📧 : biswajit@bmpandco.com, 🌐 Website : [www.bmpandco.com](http://www.bmpandco.com)

Annexure - A  
SUBEX LIMITED

Details of E-Voting and Physical Poll Annual General Meeting held on July 4, 2019

Res No	Resolution	Mode of polling	For				Against			
			Total Number of members exercised their votes	Total Number of votes cast by them	% of votes in favour	Total Number of members exercised their votes	Total Number of votes cast by them	% of votes against		
1	Adoption of Financial Statements for the year ended March 31, 2019	Remote e- voting	47	1012893	17.77	8	35856	0.63		
		Voting at the meeting	54	4650763	81.60	0	0	0.00		
		Total	101	5663656	99.37	8.00	35856	0.63		
2	Re-appointment of Mr. Vinod Kumar Padmanabhan, who retires by rotation	Remote e- voting	41	1000665	17.56	13	45881	0.81		
		Voting at the meeting	54	4650763	81.63	0	0	0.00		
		Total	95	5651428	99.19	13.00	45881	0.81		
3	Appointment of Mr. George Zacharias as an Independent Director of the Company (Ordinary Resolution)	Remote e- voting	42	1001368	17.57	13	47381	0.83		
		Voting at the meeting	53	4650653	81.60	1	100	0.00		
		Total	95	5652021	99.17	14.00	47481	0.83		
4	Approval under Section 188 of the Companies Act, 2013 for change in the terms of appointment of Mr. Vinod Kumar Padmanabhan in an office or place of profit at Subex Assurance L.L.P. (Ordinary Resolution)	Remote e- voting	43	768044	13.48	12	280705	4.93		
		Voting at the meeting	53	4650663	81.60	1	100	0.00		
		Total	96	5418707	95.07	13.00	280805	4.93		
5	Provision of interest free loan by the Company for purchase of its own shares by the Trust / Trustees for the benefit of Employees under the Subex Stock Option Scheme 2018 (Special Resolution)	Remote e- voting	44	773443	13.57	11	275306	4.84		
		Voting at the meeting	52	4650413	81.59	2	350	0.01		
		Total	96	5423856	95.16	13.00	275656	4.84		

  
 Biswajit Ghosh  
 Company Secretary  
 FCS No. 8750  
 CP No. 8219