

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]



सत्यमेव जयते

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

L72400TG2017PLC117649

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, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 29/09/2023

(b) Due date of AGM 30/09/2023

(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 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	SUBEX TECHNOLOGIES LIMITE	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		Subsidiary	100
8	Subex Middle East (FZE)		Subsidiary	100
9	Subex Azure Holdings Inc.		Subsidiary	100
10	Subex Bangladesh Private Limi		Subsidiary	100
11	Subex Account Aggregator Se	U67110KA2022PTC161029	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
Equity				
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
Preference				
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
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	68,486	561,934,449	562002935	2,810,014,6	2,810,014,	
Increase during the year	0	7,020	7020	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		7,020	7020			
Dematerialisation of Shares						
Decrease during the year	7,020	0	7020	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	7,020		7020			
Decrease in Physical Holding						
At the end of the year	61,466	561,941,469	562002935	2,810,014,6	2,810,014,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	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 / Consolidation	Number of shares			
	Face value per share			
After split / 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	
---	----------------------

Date of registration of transfer (Date Month Year)	
--	----------------------

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
---	----------------------	---	----------------------

Ledger Folio of Transferor	
----------------------------	----------------------

Transferor's Name			
-------------------	----------------------	----------------------	----------------------

	Surname	middle name	first name
--	---------	-------------	------------

Ledger Folio of Transferee	
----------------------------	----------------------

Transferee's Name			
-------------------	----------------------	----------------------	----------------------

	Surname	middle name	first name
--	---------	-------------	------------

Date of registration of transfer (Date Month Year)	
--	----------------------

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
---	----------------------	---	----------------------

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	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
Total			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
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	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
Total					

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

(i) Turnover

2,735,200,000

(ii) Net worth of the Company

4,238,700,000

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 (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	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	441,531,405	78.56	0	
	(ii) Non-resident Indian (NRI)	14,113,166	2.51	0	
	(iii) Foreign national (other than NRI)	530,661	0.09	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	75,000	0.01	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 (not mentioned above)	63,667,853	11.33	0	
10.	Others FPI, NBFC, clearing member	42,084,850	7.49	0	
	Total	562,002,935	99.99	0	0

Total number of shareholders (other than promoters)

357,862

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

357,862

**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 (other than promoters)	358,634	357,862
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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	4	0.21	0.01
(i) Non-Independent	2	1	2	1	0.21	0.01
(ii) Independent	0	3	0	3	0	0
C. Nominee Directors representing	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
Total	2	4	2	4	0.21	0.01

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)
nil Chandanmal Singhvi	00239589	Director	60,000	
Nisha Dutt	06465957	Director	0	01/05/2023
Poornima Prabhu	03114937	Director	0	
George Zacharias	00162570	Director	0	
Vinod Kumar Padmanab	06563872	Managing Director	500,000	01/05/2023
Shiva Shankar Naga Rao	07212118	Whole-time director	650,000	03/05/2023
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	5,000	

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

0

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)

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	19/09/2022	411,261	59	0.7

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	05/04/2022	6	6	100
2	30/05/2022	6	6	100
3	08/08/2022	6	6	100
4	14/11/2022	6	6	100
5	03/02/2023	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

14

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

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	30/05/2022	4	4	100
2	Audit Committee	08/08/2022	4	4	100
3	Audit Committee	14/11/2022	4	4	100
4	Audit Committee	03/02/2023	4	4	100
5	Nomination and Remuneration Committee	09/05/2022	3	3	100
6	Nomination and Remuneration Committee	14/11/2022	3	3	100
7	Nomination and Remuneration Committee	09/12/2022	3	3	100
8	Nomination and Remuneration Committee	03/02/2023	3	3	100
9	Stakeholders Forum	30/05/2022	3	3	100
10	Stakeholders Forum	08/08/2022	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	29/09/2023
								(Y/N/NA)
1	nil Chandanm	5	5	100	14	14	100	Yes
2	Nisha Dutt	5	5	100	10	10	100	Yes
3	Poornima Pral	5	5	100	12	12	100	Yes
4	George Zacha	5	5	100	6	6	100	Yes
5	Vinod Kumar f	5	5	100	6	6	100	Not Applicable
6	Shiva Shankar	5	5	100	0	0	0	Not Applicable

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/ Sweat equity	Others	Total Amount
1	Vinod Kumar Padm	Managing Direct	23,117,856	0		8,782,800	31,900,656
2	Shiva Shankar Nag	Whole-time direc	10,445,271	0		4,231,800	14,677,071
	Total		33,563,127	0	0	13,014,600	46,577,727

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sumit Kumar	Chief Financial C	6,947,542	0		266,400	7,213,942
2	G V Krishnakanth	Company Secre	4,732,375	0		180,900	4,913,275
	Total		11,679,917	0	0	447,300	12,127,217

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Anil Chandanmal Si	Non-Executive, I	0	900,000	0	0	900,000
2	Nisha Dutt	Independent Dir	0	900,000	0	0	900,000
3	Poornima Prabhu	Independent Dir	0	900,000	0	0	900,000
4	George Zacharias	Independent Dir	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. ...

12A(I)

dated

15/05/2023

(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

BOTTOLAND
A ARCHANA
MUTHAPPA
Digitally signed by
BOTTOLAND
ARCHANA MUTHAPPA
Date: 2023.11.22
15:16:36 +05'30'

DIN of the director

10264231

To be digitally signed by

KRISHNAKANTH
VENKATA
GANGAVARAPU
Digitally signed by
KRISHNAKANTH
VENKATA
GANGAVARAPU
Date: 2023.11.21
15:25:55 +05'30'

- ☒ 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

Attach

Attach

Attach

Attach

List of attachments

Committee Meetings- Annexure 1.pdf
Clarification.pdf
MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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