

May 29, 2020

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

Dear Sir/Madam,

Sub: Subex Limited “The Company”-Secretarial Compliance Report of the Company for the year ended March 31, 2020

In accordance with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find attached the Secretarial Compliance Report of the Company for the year ended March 31, 2020. We request you to take the same on record.

Kindly acknowledge the receipt of the same.

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

**Secretarial compliance report of Subex Limited for the year ended March 31, 2020**

We have examined:

- (a) all the documents and records made available to us and explanation provided by Subex Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Review Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder subject to the reporting made under point no. (c) below;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sl. No.	Action taken by SEBI / Stock Exchanges	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.,	Observations/ remarks of the Practicing Company Secretary if any
1	The NSE has been sending communications to the Company to appoint the 6 th Director on a quarterly basis from the 1st quarter of FY 2019-20 and the NSE vide its notice dated February 03, 2020 asked the Company to pay the fine of Rs. 5,42,800/- for the delay in appointing the 6th Director on the Board	The 6 th Director was appointed by the Company w.e.f 07.02.2020, whereas Pursuant to the Regulation 17(1)(c) of LODR, the board of directors of the top 1000 listed entities comprise of not less than six directors w.e.f 01.04.2019	The NSE vide its notice dated February 03, 2020 asked the Company to pay the fine of Rs. 5,42,800/- for the delay in appointing the 6th Director on the Board	The Company had replied to all the communications of NSE saying that they were scouting appropriate profiles of persons who could be appointed as the 6th Director on the Board of the Company. The Company has again sent its reply against NSE's notice dt. 03.02.2020 vide letter dated February 05, 2020 and requested the NSE to waive the fine amount and waiting further communication from NSE.



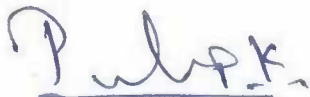
Sl. No.	Action taken by SEBI / Stock Exchanges	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.,	Observations/ remarks of the Practicing Company Secretary if any
2	The Company had received emails from The Securities and Exchange Board of India (SEBI) on January 28, 2020 and February 18, 2020 relating to the compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015	Mr. Subhash Menon, one of the Promoters of Subex Limited, had executed contra trades in the scrip of Subex Limited, which is in contravention of Clause 10 of the Code of Conduct specified under Schedule B of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Mr. Subhash Menon, by executing such contra trades earned a profit of Rs. 24,81,074/-	The Company is advised to disgorge the said profit of Rs. 24,81,074/- earned by Mr. Subhash Menon, through execution of contra trades, and remit the same to SEBI, for credit to the Investor Protection and Education Fund (IPEF) administered by the Board, within 10 days of email dt. 28.01.2020	The Company had informed Mr. Subhash Menon regarding communication received from The SEBI for his necessary action. The Company had also replied to SEBI vide letters dated January 30, 2020 and February 26, 2020 and awaiting further communication from SEBI



(d) The listed entity has taken the following action to comply with the observation made in previous reports:

Sl. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	The provisions of Section 203 of the Companies Act, 2013 has not been complied w.r.t appointment of Whole Time Company Secretary (the company has a company secretary who has been appointed as an acting Company Secretary but not as a Key Managerial Personnel).	Not Applicable	The Company has appointed Mr. G. V. Krishnakanth as a Whole Time Company Secretary under the provisions of Section 203 of the Companies Act, 2013 w.e.f 10.07.2018 and filed the application before the Registrar of Companies, Karnataka for adjudication during the FY 2019-20	For the period of non-compliance, the Company has filed the application before the Registrar of Companies, Karnataka and awaiting the hearing date From the Registrar of Companies, Karnataka

For V. SREEDHARAN & ASSOCIATES



(Pradeep B. Kulkarni)
Partner
FCS: 7260; CP No. 7835



Bengaluru
May 11, 2020

UDIN Number F007260B000224312