

REPORT ON CORPORATE GOVERNANCE

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Ideology of Corporate Governance is based on fairness, openness, professionalism, accountability and focus on the sustainable success of the Company and building confidence of its various stakeholders, thereby paving a way for long term growth. The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Therefore, situation, performance, ownership and governance of the Company are equally important with respect to the structure, activities and policies of the organization. Subex Limited's ("Subex / the Company") compliance with the Corporate Governance guidelines as stipulated by the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR), Regulations, 2015"] is described in this section.

For the success of the organisation, we believe it requires highest standards of corporate behaviour towards everyone we work with, the communities we touch and the environment on which we have an impact. This is our road to consistent, competitive, profitable and responsible growth and creating long-term value for our stakeholders, our people and our business partners. These principles have been the guiding force for our operations which we will endeavour in years to come.

The Company's Corporate Governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law
- Be transparent and maintain high degree of disclosure levels
- Communicate externally, in a truthful manner, about how the Company is run internally
- Comply with the laws in all the countries in which the Company operates

Subex is committed to good Corporate Governance practices. Consistent with this commitment, Subex seeks to achieve a high level of responsibility and accountability in its internal systems and policies. Subex respects the inalienable rights of the shareholders to information on the performance of the Company. The Company ensures, among others, the accountability of the Board of Directors and the importance of its decisions to all its participants viz., customers, employees, investors, regulatory bodies etc.

All details mentioned in this Report are as at March 31, 2021, unless otherwise stated. Material changes and events between the end of the financial year and date of the report are provided wherever required.

II. BOARD OF DIRECTORS

As on March 31, 2021, the Board of Directors of Subex Limited comprises of six directors out of which two are Executive Directors, three are Independent Directors and one Non- Executive Director. The Independent Directors satisfy the criteria of independence specified in the Act and as laid down under Regulation 16 (1) (b) of the SEBI (LODR) Regulations, 2015. They also meet the criteria for their appointment formulated by the Nomination & Remuneration Committee ("NRC") as approved by the Board.

Details of appointments / re-appointments:

- i. The Board at its meeting held on March 01, 2021, subject to the approval of the members at the 27th AGM approved the re-appointment of Mr. Vinod Kumar Padmanabhan as the Managing Director & CEO of the Company for a period of 3 years with effect from April 01, 2021.
- ii. The Board at its meeting held on February 01, 2021, changed the employment agreement of Mr. Shiva Shankar Naga Roddam from Subex Assurance LLP to Subex Limited and subject to the approval of the members at the 27th AGM revised the remuneration of Mr. Shiva Shankar Naga Roddam with effect from April 01, 2021.
- iii. Based on the recommendations of the Nomination & Remuneration Committee, the Board at its meeting held on May 11, 2020 approved the re-appointment of Mr. Anil Singhvi (DIN: 00239589) as Non- Executive & Non-Independent Director of the Company with effect from June 18, 2020 and the same has been approved by the members at the 26th AGM of the Company held on September 25, 2020.

A. Board Process:

The Board meets at regular intervals or atleast once in each quarter to discuss and decide on Company / Business policy and strategy apart from other Board business specifically reserved for its attention to ensure that it exercises full control over significant strategic, financial, operational and compliance matters. The Board / Committee Meetings are pre-scheduled and informed to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which are noted and confirmed in the subsequent Board Meeting.

The agenda items along with notes and information thereto (except for the price sensitive information, which is either placed at the meeting or sent just before meeting) as provided in Secretarial Standard (SS-1) on "Meeting of the Board of Directors" read with SEBI (LODR) Regulations, 2015 and Companies Act, 2013, are circulated to all Board Members well in advance before the Board Meetings. Additional agenda in the form of "Other Business" are included with the permission of the Chairman and with the consent of the majority of the Independent Directors present at the meeting.

B. Details of Board of Directors and their attendance is as follows:

Director	Position & Category	No. of Board Meetings Held	No. of Board Meetings Attended	Last AGM Attended	No. of Directorships in Private Companies [#]	No. of Directorships in Public Companies [*]	No. of Board/ Committees in Which the Director is Chairman ⁶	No. of Board / Committees in Which the Director Is Member ⁶
Mr. Anil Singhvi ⁵	Chairman, Non-Executive & Non-Independent Director	7	7	Yes	4	5	1	4
Mr. Vinod Kumar Padmanabhan ⁵	Managing Director & Chief Executive Officer [Executive Director]	7	7	Yes	-	2	-	1
Ms. Nisha Dutt	Independent Director	7	7	Yes	1	1	1	1
Ms. Poornima Prabhu	Independent Director	7	7	Yes	-	1	-	2
Mr. George Zacharias	Independent Director	7	7	Yes	-	2	-	2
Mr. Shiva Shankar Naga Roddam ^{**}	Whole-Time Director & COO [Executive Director]	7	7	Yes	-	1	-	-

Details of Directorships along with category held by Directors in other Listed Entities:

Name of the Director	Name of the Listed Entity	Category of Directorship
Mr. Vinod Kumar Padmanabhan ⁵	Nil	Nil
Mr. Anil Singhvi ⁵	Hindustan Construction Company Limited Shree Digvijay Cement Co Limited	Independent Director Executive, Non-Independent Director
Ms. Nisha Dutt	Nil	Nil
Ms. Poornima Prabhu	Nil	Nil
Mr. George Zacharias	Matrimony.com Limited	Non-Executive, Independent Director
Mr. Shiva Shankar Naga Roddam ^{**}	Nil	Nil

Notes:

^{*} Includes both Listed and Unlisted Public Companies and includes the Directorship details held in Subex Limited.

⁶ Memberships/Chairmanships of only Audit Committee and Stakeholders Relationship Committee in public companies (listed and unlisted) including Subex Limited is considered as per the requirements of Regulation 26 (1) (b) of SEBI (LODR) Regulations. Membership details mentioned above includes chairmanship positions held.

^{**} The Board at its meeting held on February 01, 2021, changed the employment agreement of Mr. Shiva Shankar Naga Roddam from Subex Assurance LLP to Subex Limited and subject to the approval of the members at the 27th AGM revised the remuneration of Mr. Shiva Shankar Naga Roddam with effect from April 1, 2021.

⁵ Mr. Anil Singhvi (DIN: 00239589) has been re-appointed as Non-Executive & Non-Independent Director of the Company with effect from June 18, 2020.

⁵ The Board at its meeting held on March 01, 2021, subject to the approval of the members at the 27th AGM approved the re-appointment of Mr. Vinod Kumar Padmanabhan as the Managing Director & CEO of the Company for a period of 3 years with effect from April 01, 2021.

[#] No. of Directorships in Private Companies' includes count of section 8 companies as well.

C. Number and Dates of Board Meetings

Details of meetings of the Board held during the financial year 2020-21 are as follows:

Sl. No	Board Meeting Number	Date of the Board Meeting
1.	No. 1/2020-21	May 11, 2020
2.	No. 2/2020-21	July 15, 2020
3.	No. 3/2020-21	August 10, 2020
4.	No. 4/2020-21	September 24, 2020
5.	No. 5/2020-21	November 09, 2020
6.	No. 6/2020-21	February 01, 2021
7.	No. 7/2020-21	March 01, 2021

D. Disclosure of relationships between directors inter-se:

There are no inter- se relationships between the Board members.

E. Details of Shareholding of Executive and Non- Executive Directors:

Name of the Director	No. of Shares Held as at March 31, 2021	% of equity
Mr. Anil Singhvi	60,000	0.011
Ms. Nisha Dutt	NIL	NA
Ms. Poornima Prabhu	NIL	NA
Mr. Vinod Kumar Padmanabhan	4,44,095	0.079
Mr. George Zacharias	NIL	NA
Mr. Shiva Shankar Naga Roddam	2,50,000	0.044

There are no convertible instruments held by the Executive and Non-Executive directors of the Company.

F. Term of Board Membership and Selection process

The Board, on recommendations of the Nomination & Remuneration Committee of the Board ["NRC"], considers the appointment and reappointment of Directors. Section 149(10) of the Companies Act, 2013, provides that an Independent Director shall hold office up to five consecutive years on the Board of a Company, not liable to retire by rotation, and shall be eligible for re-appointment for a further term at a maximum of five years on passing of a special resolution by the Shareholders. Section 152 of the Companies Act, 2013, states that one-third of the Board members other than Independent Directors who are subject to retire by rotation, shall retire every year and are eligible for re-appointment, if approved by the Shareholders. The Non-Executive & Non-Independent Directors including Managing Director & Chief Executive Officer of the Company are liable to retire by rotation and eligible for re-appointment, if approved by the Shareholders.

Recommending any new member on the Board is the responsibility of the NRC which consists of a majority of Independent Directors. Given the existing composition of the Board, the tenure as well as the years left of the existing members to serve on the Board, and the need for new domain expertise is reviewed by the NRC for the appointment of new

member on the Board. When such a need becomes apparent, the NRC reviews potential candidates in terms of their expertise, attributes, personal and professional backgrounds, and their ability to attend meetings in India. It then places the details of shortlisted candidates to the Board for its consideration. If the Board approves, the person is appointed as an Additional Director of the Company and subject to the approval of Shareholders at the next general meeting they are appointed as a Director of the Company either as Independent Director / Non-Executive & Non-Independent Director / Executive Director as the case may be.

G. Familiarization Programme for Independent Directors

Pursuant to Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the familiarization programme aims to provide independent directors with the industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the directors on the roles, responsibilities, rights and duties under the Companies Act, 2013 and other statutes. Details of the familiarization programme imparted to independent directors is available on the following link <https://www.subex.com/shareholder-services/>.

Core Skills/Expertise/Competencies of the Board of Directors.

The Board of Directors comprises of highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process.

The following are the core skills, expertise and competencies for effective functioning of the Company which are currently available with the Board:

Competencies / Skills	Description
Finance and Governance	Financial management, Capital allocation, accounting, financial reporting, Compliance, best practices in governance, ethics and values to enhance the value of the stakeholders.
Strategy	Management decisions, branding, operational integration, understanding diverse business environments, economic conditions and regulatory framework.
Sales and marketing	Developing strategies for increasing market share, Sales growth, expanding global markets and enhance reputation of the organisation.
Personnel and Leadership	People practices and policies, geographic, cultural and economic conditions and driving strengths and talent, succession planning, risk management and long term growth.

Mr. Anil Singhvi, Chairman & Non-Independent Director (Non-Executive & Non-Independent Director of the Company with effect from June 18, 2020) is a Chartered Accountant, and has over three decades of experience in the corporate sector and has rich expertise in financial, strategic planning for business and related aspects. Apart from Subex Limited he is also on the board of reputed companies.

Mr. Vinod Kumar Padmanabhan, Managing Director & CEO has over two decades of experience in the corporate world and has spearheaded several initiatives that helped the Company engage with its customer as a long-term strategic partner. He is also involved in the field of Sales, customer interaction and negotiation wherever needed. Since April 01, 2018 he has been instrumental in ramping up Subex's operations in Africa, Eastern Europe and the Middle East. He has been successful in meeting the top industry heads and has been a part of several discussion forums which has added value to the company in attracting the business talents and major business dealings.

Ms. Poornima Prabhu, Independent Director holds a Bachelor of Arts and a Law degree and provides her valuable advice to the Board and assists in the decision making related to the Legal and Governance aspects. She has served at Lodha Ventures Holdings Pvt., Ltd., as Head-Legal and as of Counsel at J. Sagar Associates. She has rich experience in corporate law, including mergers and acquisitions, divestment and litigation settlement.

Ms. Nisha Dutt, Independent Director holds a Master's in Business Administration and provides her expertise to the management in devising the business management, strategic plans and adds value towards solving the management related queries. She has played a vital role as a CEO of Intellectap and was responsible for front ending the conceptualization programmes.

Mr. George Zacharias has over three decades of diverse and successful work experience. He holds a graduate degree in Chemical Engineering and a PG Diploma in Business Management. He has worked with reputed companies across and assists the management in decision making process concerning with the business strategy and operational matters.

Mr. Shiva Shankar Naga Roddam is the Whole-Time Director & Chief Operating Officer responsible for Sales, Marketing, Engineering & Delivery of Subex Group who has over two decades of experience in Telecommunications, Cloud and PaaS. He comes with extensive international experience and ability to scale businesses in competitive environments, particularly around the SaaS space. He holds a degree in Business Management with specialization in Sales & Marketing.

H. Independent Directors

As on date, the Company has three Independent Directors including two Women Independent Directors on the Board. All the Independent Directors satisfy the criteria of Independence as laid down in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective profession, and who can effectively contribute to the Company's

business and policy decisions are considered by the NRC of the Company, for appointment as Independent Director on the Board. The NRC, inter alia, considers skills, qualifications, positive attributes, area of expertise, number of Directorship(s) and Membership(s) held in other companies by such persons, in accordance with Company's policies on selection of Directors.

As required under the Companies Act, 2013, one meeting of the Independent Directors of the Company was held on February 01, 2021.

All Independent Directors have given declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent directors, fulfil the conditions of Independence specified in section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations.

I. Directors Remuneration

The Company has a policy for the remuneration of Directors including Independent Directors. The remuneration policy lays down principles and parameters to ensure that remunerations are competitive, reasonable, and in line with corporate and individual performance. The Executive Director is appointed by Shareholders' resolution which includes their remuneration to be paid to them which is in line with the statutory requirements and Company's policies. The annual remuneration is recommended by the Nomination & Remuneration Committee to the Board for its consideration. While recommending the remuneration, the committee also takes into account corporate performance in a given year and individual performance parameters. The remuneration is within the limits approved by Shareholders. Perquisites and retirement benefits are paid in accordance with the Company's compensation policies, as applicable to all employees. Independent Directors are entitled to receive sitting fees and reimbursement of any expenses for attending meetings of the Board and its Committees. The Remuneration paid by the Company is in conformity with the provisions of the Companies Act, 2013, and has been considered and approved by the Board and the Shareholders. The Company has not granted any stock options to Independent Directors.

Subject to the approval of the shareholders at the 27th AGM of the Company, the Board at its meeting held on May 17, 2021 approved the proposal for payment of remuneration by way of commission to Independent and Non-Executive Directors, at a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013. In any financial year, if the Company has no profits or its profits are inadequate, the Company may pay remuneration to its Independent Directors and Non-Executive Directors, in accordance with the terms of Section II of Part II of Schedule V of the Companies Act, 2013.

Details of the remuneration paid/payable to the Directors (Executive/Non-Executive/Independent Directors) as required under the SEBI (LODR) Regulation, 2015 as well as under the Companies Act, 2013 are provided as part of this report.

III. AUDIT COMMITTEE

The constitution of the Audit Committee complies with the requirement under Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations. Ms. Nisha Dutt, Chairperson of the Audit Committee was present at the 26th Annual General Meeting. The Company Secretary acts as the Secretary to the Committee. The Chief Financial Officer, the Senior Management, the Statutory Auditors and the Internal Auditors are invited to attend all the meetings of the Committee.

A. Terms of Reference

The Audit Committee has inter alia, the following mandate as prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013 some of which are:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re- appointment, terms of appointment or reappointment and, if required, the replacement or removal of the statutory auditor and their remuneration.
3. Approving the payment to be made to the statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinions in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
8. Reviewing, with the management, performance of statutory and internal auditor's adequacy of the internal control systems.
9. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
10. Discussing with internal auditors any significant findings and follow up there on.
11. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
12. Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
13. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
14. Overseeing the functioning of the whistle blower/ vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and to take action against repeated frivolous complaints filed by director or employee.
15. Powers to investigate any activity within its terms of reference or referred to it by the Board, have full access to information contained in the books of accounts, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
16. Carrying out any other function as mentioned in the terms of reference of the Audit Committee and as prescribed under the SEBI (LODR) Regulations, 2015, the Companies Act, 2013 and the Rules made thereunder and any other statutory/regulatory body from time to time.
17. Examination of the financial statement and the auditor's report thereon.
18. Scrutinizing the inter-corporate loans and investments.
19. Valuation of undertakings or assets of the Company, wherever it is necessary.
20. Evaluating the internal financial controls and risk management systems.
21. Monitoring the end use of funds raised through public offers and related matters.
22. Approving the appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the

qualifications, experience and background, etc. of the candidate.

23. Calling for comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and discussing any related issues with the internal and statutory auditors and the management of the Company, if any.
24. Approval or any subsequent modification of transactions of the Company with related parties.
25. Approval / recommendation to the Board of the transactions other than transactions referred to in Section 188.
26. Omnibus approval of the related party transactions proposed to be entered into by the Company subject to the provisions of the Companies Act 2013.
27. Ratification of the transactions upto ₹ 1 crore entered into by a director or officer of the Company without obtaining prior approval of the Audit Committee.
28. Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

The Audit Committee charter containing terms of reference is also available on the Company's website at <https://www.subex.com/investors/shareholder-services/>.

B. Composition of the Audit Committee as on March 31, 2021

The Board at its meeting held on May 11, 2020 re-constituted the committee as mentioned below w.e.f June 18, 2020:

Sl. No	Name of the Director	Category
1.	Ms. Nisha Dutt (Chairperson)	Independent Director
2.	Mr. Anil Singhvi	Non-Executive & Non-Independent Director
3.	Ms. Poornima Prabhu	Independent Director
4.	Mr. George Zacharias	Independent Director

C. Meetings and Attendance of the Committee during the Year 2020-21:

During the financial year 2020-21, the following meetings of the Audit Committee were held:

Sl. No	Meeting No.	Date of the meeting
1.	No. 1/ 2020-21	May 11, 2020*
2.	No. 2/ 2020-21	August 10, 2020*
3.	No. 3/ 2020-21	November 09, 2020*
4.	No. 4/ 2020-21	February 01, 2021*

*dates on which the Quarterly/Half Yearly/Year ended results for the financial year 2020-21 were considered.

The Attendance of the directors at the Audit Committee Meetings during the Financial Year 2020-21 were as follows:

Name of the Director	No. of Audit Committee Meetings Held	No. of Audit Committee Meetings Attended
Ms. Nisha Dutt (Chairperson)	4	4
Mr. Anil Singhvi	4	4
Ms. Poornima Prabhu	4	4
Mr. Vinod Kumar Padmanabhan**	1	1
Mr. George Zacharias	4	4

** Mr. Vinod Kumar Padmanabhan stepped down as Member of the Audit Committee w.e.f. June 18, 2020

IV. NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee has been constituted as required under Section 178 of the Act and Regulation 19 of SEBI (LODR) Regulations. The Nomination & Remuneration Committee comprises of three directors out of which two are Independent directors including chairperson and one is Non- Executive & Non- Independent director.

The Nomination & Remuneration Committee has, inter alia, the following mandate as prescribed under Part C of Schedule II of The SEBI (LODR) Regulations, 2015 and Section 17 of the Companies Act, 2013 some of which are:

A. Terms of Reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director, KMP or other employees and recommend to the Board of Directors a policy relating to the appointment & remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors and specifying the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, the Committee or by an independent external agency and review its implementation and compliance.
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment, remuneration and removal.
5. Develop and recommend to the Board succession plan for the key positions in the Company (the "Succession Plan"), to review the Succession Plan periodically, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan and to perform a consultative and advisory role for any appointment requiring Board approval for the top management positions of the Company.

6. Administer the Company's equity incentive plans, including the review and grant of options to eligible employees under the plans and the terms and conditions applicable to such options, subject to the provisions of each plan.
7. Deciding on whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
8. Recommend to the Board, all remuneration, in whatever form, payable to senior management.
9. Carrying out any other function as prescribed under the SEBI Listing Regulations, the Companies Act, 2013 and the Rules made thereunder and any other statutory/regulatory body from time to time.

The Nomination & Remuneration Committee charter containing terms of reference is also available on the Company's website at <https://www.subex.com/investors/shareholder-services/>.

B. Composition of the Nomination & Remuneration Committee as on March 31, 2021 is as follows:

The Board at its meeting held on May 11, 2020 re-constituted the committee as mentioned below w.e.f June 18, 2020:

Sl. No	Name of the Director	Category
1	Ms. Poornima Prabhu (Chairperson)	Independent Director
2	Mr. Anil Singhvi	Non-Executive & Non-Independent Director
3.	Ms. Nisha Dutt	Independent Director

C. Meetings and Attendance of the Committee during the Year 2020-21:

During the financial year 2020-21, the following meetings of the Nomination & Remuneration Committee were held:

Sl. No	Meeting No.	Date of the meeting
1.	No. 1/2020-21	May 11, 2020
2.	No. 2/2020-21	September 17, 2020
3.	No. 3/2020-21	February 01, 2021
4.	No. 4/2020-21	March 01, 2021

Ms. Poornima Prabhu, Chairperson of the Nomination & Remuneration Committee was present at the 26th Annual General Meeting.

Attendance of the members of the Nomination & Remuneration Committee meetings during the Financial Year 2020-21 were as follows:

Name of the Director	No. of Nomination & Remuneration Committee Meetings Held	No. of Nomination & Remuneration Committee Meetings Attended
Ms. Nisha Dutt	4	4
Mr. Anil Singhvi	4	4
Ms. Poornima Prabhu	4	4

D. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the directors individually, as well as the evaluation of all the Committees of the Board. The Committee formulated the criteria for evaluation of the Chairman, Board of Directors, Members of the Committee and Individual Directors and the evaluation is conducted accordingly. The evaluation criteria included aspects related to competency of directors, strategy and performance evaluation, governance, independence, effectiveness, structure of the board/committee, level of engagement and contribution, independence of judgement etc. The performance evaluation of the independent directors was carried out by the entire Board. The performance evaluation of the Chairman and non-independent directors was carried out by the independent directors. The directors expressed their satisfaction with the evaluation process and its results, which reflected in the overall management of the Board and its committees with the Company.

V. Remuneration Policy

The Remuneration Policy provides the framework to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives. The Remuneration policy is devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 and is available on the website of the Company under <https://www.subex.com/investors/shareholder-services/>. The Company follows a compensation mix of fixed pay, benefits and performance-based variable pay and sharing of wealth through the Company's stock options. Individual performance pay is determined by combination of individual and business performance of the Company. The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) and performance incentives (variable component) to its Executive Directors and Key Managerial Personnel.

A. Details of remuneration paid to all the Directors during the year 2020-21 are as follows:

The Nomination & Remuneration Committee determines and recommends to the Board, the compensation payable to the Executive Directors. All Board level compensation is approved by the shareholders, where necessary, and is separately disclosed in the financial statements. The compensation, however, is within the parameters set by the provisions of the Companies Act, 2013 and rules made thereunder.

Details of remuneration paid/payable to the directors during the year 2020-21 are as follows:

(₹ in lakhs)

Name	Sitting fees	Salary and perquisites
Mr. Anil Singhvi	20.00	-
Ms. Nisha Dutt	16.00	-
Ms. Poornima Prabhu	19.00	-
Mr. Vinod Kumar Padmanabhan	-	56.97
Mr. George Zacharias	11.00	-
Mr. Shiva Shankar Naga Roddam	-	17.40*

* Remuneration drawn by Mr. Shiva Shankar Naga Roddam from the Company for the period February 01, 2021 to March 31, 2021.

Note: Subject to the approval of the shareholders at the 27th AGM of the Company, the Board at its meeting held on May 17, 2021 approved an amount of ₹ 12 lakhs be paid to each of the Independent Director and Non- Executive Director as Commission for the Financial year 2021.

Remuneration of Executive Directors:

The compensation paid to the Executive Directors were within the limits approved by the Shareholders. The elements of the total compensation are approved by the Nomination & Remuneration Committee within the overall limits specified under the Companies Act, 2013. The elements of compensation of the Executive Directors include the fixed compensation, variable compensation in the form of annual incentive, benefits, work related facilities and perquisites. The Nomination & Remuneration Committee determines the annual variable pay compensation in the form of annual incentive and annual increment for the Executive Directors based on Company's and individual's performance as against the pre agreed objectives for the year.

Details of Remuneration of Executive Directors during the year are given below:

Mr. Vinod Kumar Padmanabhan, Managing Director & CEO (April 01, 2018 to March 31, 2021)

- Tenure: 3 years (April 01, 2018 to March 31, 2021).
- Remuneration: ₹ 60,00,000 per annum for a period of 3 years from April 01, 2018.
- Taxes: Mr. Vinod Kumar Padmanabhan will be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.

- Expenses: The Company shall reimburse all reasonable travelling and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities.
- Other terms and conditions including notice period and severance fees: As per the employment agreement between Subex Limited and Mr. Vinod Kumar Padmanabhan.

The Board at its meeting held on March 01, 2021, subject to the approval of the members at the 27th AGM approved the re-appointment of Mr. Vinod Kumar Padmanabhan as the Managing Director & CEO of the Company for a period of 3 years with effect from April 01, 2021.

The brief terms of appointment were:

- Fixed Pay: ₹ 240 lakhs per annum (comprising primarily of basic pay, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, special allowance, company's contribution to provident fund, gratuity and others) to be paid periodically in accordance with the Company's normal payroll practices and subject to deduction of tax.
- Variable Pay: ₹ 160 lakhs per annum payable on performance basis and parameters as decided by the Nomination & Remuneration Committee and the Board from time to time.
- Stock Options (existing) 25,00,000 allocated during his previous tenure and entire value of perquisites arising out of exercise of stock options granted.
- Any future Stock Options granted by the Nomination & Remuneration Committee from time to time and entire value of perquisites arising out of exercise of stock options granted.
- Taxes: Mr. Vinod Kumar Padmanabhan will be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.
- All other terms and conditions including notice period and severance fees will be as per the employment agreement between the Company and Mr. Vinod Kumar Padmanabhan.

Mr. Shiva Shankar Naga Roddam, Whole-Time Executive Director & Chief Operating Officer

- Tenure: 3 Years commencing from February 07, 2020 to February 06, 2023 (subject to the approval of the members at the ensuing Annual General Meeting.)
- *Remuneration: NIL.
- Taxes: Mr. Shiva Shankar Naga Roddam will be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.
- Expenses: The Company shall reimburse all reasonable travelling and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities.

e) All other terms and conditions including notice period and severance fees will be as per the employment agreement of Mr. Shiva Shankar Naga Roddam.

Mr. Shiva Shankar Naga Roddam is paid remuneration from the subsidiary company of Subex Limited i.e Subex Assurance LLP as per his employment agreement with the LLP

The Board at its meeting held on February 01, 2021, changed the employment agreement of Mr. Shiva Shankar Naga Roddam from Subex Assurance LLP to Subex Limited and subject to the approval of the members at the 27th AGM revised the remuneration of Mr. Shiva Shankar Naga Roddam with effect from February 01, 2021.

The brief terms of appointment were:

- i) Tenure: Term commencing from February 01, 2021, till February 06, 2023.
- ii) Fixed Pay: ₹ 1,10,00,000 per annum (comprising primarily of basic pay, house rent allowance, conveyance allowance, medical allowance, leave travel allowance, special allowance, company's contribution to provident fund, gratuity and others) to be paid periodically in accordance with the Company's normal payroll practices and subject to tax withholding.
- iii) Variable Pay: Mr. Shiva Shankar Naga Roddam will be eligible for variable pay of ₹ 1,25,00,000 on performance basis as per the employment agreement.
- iv) Stock Options (existing) 15,00,000 allocated during his previous tenure as employee of Subex Assurance LLP (wholly owned subsidiary) and entire value of perquisites arising out of exercise of stock options granted.
- v) Any Stock Options granted by the Nomination & Remuneration Committee from time to time and entire value of perquisites arising out of exercise of stock options granted.
- vi) Taxes: Mr. Shiva Shankar Naga Roddam will be solely responsible for all personal and other taxes relevant including the preparation and filing of such tax returns with appropriate authority.
- vii) Expenses: The Company shall reimburse all reasonable travelling and other similar out of pocket expenses necessarily and reasonably incurred by him wholly in proper performance of his duties and responsibilities.
- viii) All other terms and conditions including notice period and severance fees will be as per the employment agreement between the Company and Mr. Shiva Shankar Naga Roddam.

In the event of any loss, absence or inadequacy of the profits of the Company in any financial year, during the term of office the Executive Directors the above said remuneration shall be paid to them as minimum remuneration in terms of Section II of Part II of Schedule V of the Companies Act, 2013.

Details of the remuneration paid to the Directors (Executive/ Non-Executive/Independent Directors) as required under the SEBI (LODR) Regulation, 2015 as well as under the Companies Act, 2013 are provided as part of this report.

V. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee is responsible for addressing the investor complaints and grievances. The Committee meets on a periodic basis to address the investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of other documents etc. Details of grievances of the investors are provided in the "Shareholders' Information" section of this Annual Report. The committee has been constituted in accordance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015. The Company Secretary is the compliance officer of the Committee.

A. Composition of the Stakeholders Relationship Committee as on March 31, 2021

The Board at its meeting held on May 11, 2020 re-constituted the committee as mentioned below w.e.f June 18, 2020:

Sl. No	Name of the Director	Category
1	Mr. Anil Singhvi (Chairman)	Non-Executive & Non-Independent Director
2	Ms. Poonima Prabhu	Independent Director
3	Mr. Vinod Kumar Padmanabhan	Managing Director & CEO

B. Meetings and Attendance of the Committee during the Year 2020-21:

During the financial year 2020-21, the following meetings of the Stakeholders Relationship Committee were held:

Sl. No	Meeting No.	Date of the meeting
1.	No. 1/2020-21	May 11, 2020
2.	No. 2/2020-21	August 10, 2020
3.	No. 3/2020-21	November 09, 2020
4.	No. 4/2020-21	February 01, 2021

Attendance of the Directors at the Stakeholders Relationship Committee Meetings for the Financial Year 2020-21 were as follows:

Name of the Director	No. of Stakeholders Relationship Committee Meetings Held	No. of Stakeholders Relationship Committee Meetings Attended
Mr. Anil Singhvi	4	4
Ms. Poonima Prabhu	4	4
Mr. Vinod Kumar Padmanabhan	4	3

The committee expresses satisfaction with the Company's performance in dealing with investor grievances and its share transfer system. The details of the complaints received and resolved during the fiscal ended March 31, 2021 are as follows:

Name of the Non-Executive Director heading the Committee	Mr. Anil Singhvi, Chairman, Non-Executive & Non-Independent Director (w.e.f June 18, 2020)
Name and designation of the Compliance Officer	Mr. G V Krishnakanth, Company Secretary
Number of shareholders complaints pending at the beginning of the year	0
Number of shareholders complaints received during the year	13
Number of shareholders complaints redressed during the year	10
Number of shareholders complaints not solved to the satisfaction of the shareholders	0
Number of shareholders complaints pending at end of the year	3*

*Pending complaints were addressed post the end of the financial year.

VII. ESOP COMMITTEE (Compensation Committee)

During the financial year 2018-19, the ESOP Committee (Compensation Committee) of the Board was dissolved and all powers of the Committee were vested in the Nomination & Remuneration Committee of the Board of Directors.

The Company has instituted Employee Stock Option Schemes in line with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. The Committee grants and administers options under the stock options schemes to eligible employees. Details of the Employee Stock Options are available as 'Annexure A' to the Board's Report.

VIII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

To enable the Company to take required measures to make a meaningful contribution to society and other stakeholders, it has constituted the Corporate Social Responsibility Committee ("CSR Committee"). The CSR Committee has, inter alia, the following mandate:

- i. formulate and recommend to the Board of Directors of the Company, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of The Companies Act, 2013;
- ii. recommend the amount of expenditure to be incurred on the activities referred to in clause (i); and
- iii. monitor the Corporate Social Responsibility Policy of the Company from time to time.

A. Composition of the CSR Committee as on March 31, 2021

Sl. No	Name of the Director	Category
1.	Mr. Anil Singhvi (Chairman)	Non-Executive & Non-Independent
2.	Ms. Nisha Dutt	Independent Director
3.	Mr. Vinod Kumar Padmanabhan	Managing Director & CEO
4.	Mr. Shiva Shankar Naga Roddam	Whole Time Director & COO

B. Meetings and Attendance of the Committee during the Year 2020-21:

There were no meetings of the Committee held during the financial year under consideration.

Pursuant to the provisions of Section 198 of the Companies Act, 2013, the Company has incurred losses during the preceding three financial years and hence no amounts were required to be allocated / contributed for undertaking CSR activities.

Though it is not mandatory to incur any expenditure on CSR activities, the Subex Charitable Trust (SCT) was voluntarily set up to undertake welfare activities for the under privileged and the needy in the society. SCT is managed by trustees elected amongst the employees of the Company. The details of the activities conducted during the year ,have been provided in Page 31 of the Annual Report.

The CSR Charter and the Policy of the Company are available on the website of the Company at <https://www.subex.com/investors/shareholder-services/>.

IX. RISK MANAGEMENT COMMITTEE

To ensure that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities, it has constituted a Risk Management Committee to review the internal financial controls amongst other matters. The said Committee has also within its scope, the evaluation of significant risk exposures of the Company and to assess Management's actions to mitigate the exposures in a timely manner. The Company considers activities at all levels of the organization, i.e. Enterprise level, Division level, Business Unit level and Subsidiary level in the risk management framework. All these components are interrelated and drive the Enterprise Wide Risk Management with focus on three key elements i.e. Risk Assessment, Risk Management and Risk Monitoring. As on March 31, 2021, the Company has constituted a Risk Management Committee, though it is not a mandatory requirement under the SEBI (LODR) Regulations, 2015.

A. Composition of the Risk Management Committee as on March 31, 2021

Sl. No	Name of the Director	Category
1.	Mr. Anil Singhvi (Chairman)	Non-Executive & Non-Independent Director
2.	Ms. Nisha Dutt	Independent Director
3.	Mr. Vinod Kumar Padmanabhan	Managing Director & CEO

B. Meetings and Attendance of the Committee during the Year 2020-21:

The committee met once during the financial year 2020-21 at its meeting held on February 01, 2021 to identify the risks which could be foreseen and mitigate the same.

Name of the Director	No. of Risk Management Committee Meetings Held	No. of Risk Management Committee Meetings attended
Mr. Anil Singhvi	1	1
Ms. Nisha Dutt	1	1
Mr. Vinod Kumar Padmanabhan	1	1

X. INDEPENDENT DIRECTOR

During the year under review, the Independent Directors met once on February 01, 2021, inter alia, to:

- Review the performance of the Non-Independent Directors and the Board of Directors as a whole;
- Assess the quality, quantity and timeliness of flow of information between the Management of the listed entity and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

XI. GENERAL BODY MEETINGS

A. Location and Time of the Last Three AGMs



Year	Date of AGM	Venue	Time
2017-18	July 31, 2018	"The Grand Ball Room", Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru-560 001	2:00 P.M.
2018-19	July 04, 2019	"The Grand Ball Room", Hotel Lalit Ashok, Kumara Krupa High Grounds, Bengaluru-560 001	2:00 P.M.
2019-20	September 25, 2020	Video Conference/Other Audio Visual Means	3:00 P.M.

Details of the Special Resolutions passed at the Last Three AGMs:

Date of Annual General Meeting	No. of special resolutions passed	Details of Resolutions pertaining to
July 31, 2018	4	1. Approval of the Employee Stock Option Scheme 2018 of the Company and Grant of Employee Stock Options to the employees of the Company thereunder. 2. Approval of the Employee Stock Option Scheme 2018 and grant of Employee Stock Options to the employees of the Company's subsidiaries under the Scheme. 3. Authorization to the 'Subex Employee Welfare and ESOP Benefit Trust' for Secondary Acquisition. 4. Provision of interest free loan by the Company for purchase of its own shares by the Trust /Trustees for the benefit of Employees and Employees of Subsidiaries under the Subex Stock Option Scheme 2018.
July 04, 2019	1	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.
September 25, 2020	2	1. Appointment of Ms. Nisha Dutt as an Independent Director of the Company. 2. Appointment of Mr. Shiva Shankar Naga Roddam as a Whole-Time Director of the Company.

B. Location and Time of the Last Three EGMs

During the last three years, there were no Extra – Ordinary General Meetings held. However, the details of the latest Extra- Ordinary General Meetings (EGM's) held have been stated.

Year	Date of EGM	Venue	Time
2011-12	December 28, 2011	Registered office of the Company	11:30 A.M.
2012-13	June 28, 2012	Registered office of the Company	11:30 A.M.
2012-13	August 17, 2012	Registered office of the Company	11:30 A.M.

C. Postal Ballot during year 2020-21

The Company had sought approval of shareholders through Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 during the financial year 2019-20 for the following businesses:

Resolution No. 1: Reduction of Share Capital of the Company – Special Resolution

The Notice of Postal Ballot was approved by the Board of Directors on May 22, 2020.

The Company has appointed Mr. Pramod S.M. (Membership No. 7834 and Certificate of Practice No. 13784), Partner, BMP & Co., LLP, Practicing Company Secretaries as the Scrutinizer and Mr. Biswajit Ghosh, (FCS Membership No. 8750 and Certificate of Practice No. 8239), Partner, BMP & Co., LLP, Practicing Company Secretaries, as an alternate scrutinizer to Mr. Pramod S.M., for conducting the meeting only through the electronic voting process, in a fair and transparent manner.

The Company proposed to have the special resolution passed through Postal Ballot for the purpose of Reduction of Share Capital of the Company through e-voting procedure, which commenced on May 27, 2020 and concluded on June 25, 2020, in accordance with the MCA General Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 ("MCA Circulars"), in view of the current extraordinary circumstances due to the COVID-19 pandemic requiring social distancing.

In compliance with the requirements of the MCA Circulars, hard copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the members for this Postal Ballot and members were required to communicate their assent or dissent through the remote e-voting system only. Please refer notice of the postal ballot under <https://www.subex.com/investors/capital-reduction/> for the Postal ballot notice and the procedure for e-voting.

The results of the Postal Ballot, including the E-voting are as follows:

Resolution No.	Particulars	Total Number of shares voted	Voted in favour	Voted against	Percentage (in favour)	Result
1.	Reduction of Share Capital of the Company	150827099	150163793	663306	99.56%	Approved

All the Resolutions were approved with requisite majority, the results were displayed on the website of the Company and necessary disclosures were made to the Stock Exchanges.

XII. MEANS OF COMMUNICATION

A. Annual/Half Yearly and Quarterly Results

The annual audited /half yearly & quarterly un-audited results are generally published in all editions of Financial Express/Business Standard (English) and Vishwavani (Kannada). The complete financial statements are posted on the Company's website <https://www.subex.com/> (click on investors/announcement-filing/statutory-advertisement). Subex also regularly provides information to the Stock Exchanges as per the requirements of the SEBI (LODR) Regulations, 2015 and updates the website periodically to include information on new developments, press release and business opportunities and the same is displayed on the website of the Company under <https://www.subex.com/newsroom/>.

Being a Company with strong focus on green initiatives, Subex proposes to send all the shareholder communications such as the notice of General Meetings, Audited Financial Statements, Board's Report, Auditor's Report, etc., as done in the past, to its shareholders in electronic form by sending the said reports to the email addresses provided by them and made available to us by the Depositories. The Company during the said financial year 2020-21, had scheduled the Investor calls to discuss on the Earnings of the Company for relevant quarters which were scheduled on May 12, 2020, August 11, 2020, November 10, 2020 and February 02, 2021 respectively. The Company did not have any Institutional investors during the financial year and hence there were no presentations made to the institutional investors. The transcripts pertaining to the Earning's call held during the year are uploaded on the Company's website under the link <https://www.subex.com/> (click on investors/announcement-filing/investor-

analyst-call). In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide General circular No 02/2021 dated January 13, 2021 read with General circular No. 39/2020 dated December 31, 2020, No. 33/2020 dated September 28, 2020, No. 22/2020 dated June 15, 2020, No. 20/2020 dated May 05, 2020, No. 17/2020 dated April 13, 2020 and No. 14/2020 dated April 08, 2020 (the 'MCA Circulars'), provided certain relaxations for companies, including conducting of the Annual General Meeting (AGM) through Video Conferencing (VC) or through Other Audio-Visual Means (OAVM) ('VC/OAVM'), if AGMs of such companies are conducted during the calendar year 2021. The said MCA Circulars have also dispensed with the printing and dispatch of annual reports to shareholders. In line with the above MCA Circulars, SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 dispensed with the requirement of Regulation 36 (1)(b) and (c) of the SEBI (LODR) Regulations, 2015, for listed entities, who conduct their AGMs during the calendar year 2020, which otherwise prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively.

Accordingly, this year, in view of spread of the COVID-19 pandemic and also to support the "Green Initiative in Corporate Governance", an initiative taken by the MCA, the Company has decided to send soft copies of Annual Report 2020-21 (including AGM Notice) to those shareholders whose email addresses are registered with the Depository Participants and / or with the Company's Registrars & Transfer Agents.

In terms of above MCA Circulars and in view of the current extraordinary circumstances due to the COVID-19 pandemic requiring social distancing, the Company is taking measures to allow Members to vote through the mechanism of e-voting or other electronic modes in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a AGM that requires physical presence of Members at a common venue.

With respect to detailed procedure for Remote e-voting or voting through electronic mode and attending the AGM through VC/OAVM, please refer the Notes and instructions annexed to Notice of 27th AGM.

XIII. DISCLOSURES

A. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under The Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arms' length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosures as required by Ind AS has been made in note 30 to the Standalone and Note 31 to the Consolidated Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website under the link at <https://www.subex.com/investors/shareholder-services/>.

None of the Independent Directors have any material pecuniary relationship or transactions with its Promoters, its Directors, its Senior Management or its subsidiaries which may affect their independence. The Company has received the relevant declarations in this regard from its Independent Directors of the Company.

B. INSIDER TRADING

The company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated persons of the Company. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Directors and the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Compliance Officer is responsible for implementation of the Code.

C. FINES

During the year 2020-21, the National Stock Exchange of India Limited ["NSE"] had sent letters to the Company for non-compliance with respect to Regulation 17 (1) (c) of the SEBI (LODR) Regulations for the delay in appointment of the 6th Director. The Company has submitted its responses against the Letters received by NSE enumerating the reasons for delay in compliance with respect to Regulation 17 (1) (c) of the SEBI (LODR) Regulations and sought additional time for complying with the requirement. Further, the NSE imposed a total amount as fine of ₹ 6,45,000 (₹ 4,60,000 & ₹ 1,85,000 respectively) for the delay in appointing the 6th Director on the Board. The Company submitted its response to NSE stating the reasons for non-compliance and urged NSE to waive the fine imposed and sought further time till March 31, 2020, to enable it to comply with the Regulation 17 (1) (c) of the SEBI (LODR) Regulations, 2015. The NSE vide its letter dated June 23, 2020 intimated the Company that its request for waiver of fine was not considered favorably and the Company remitted the fine to NSE on July 08, 2020.

D. VIGIL MECHANISM AND WHISTLE BLOWER MECHANISM

With the rapid expansion of business in terms of volume, value and geography, various risks associated with the business have also increased considerably. One such risk identified is the risk of fraud & misconduct. The Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 require all the listed companies to institutionalize the vigil mechanism and whistle blower policy. The Company since its inception believes in honest and ethical conduct from all the employees and others who are associated directly and indirectly with the Company. The Audit Committee is also committed to ensure a fraud-free work environment. The policy provides a platform to all the employees, vendors and customers to report any suspected or confirmed incident of fraud/misconduct.

Adequate safeguards have been provided in the policy to prevent victimization of anyone who is using this platform and direct access to the Chairperson of the Audit Committee at whistleblower@subex.com is also available in exceptional cases and no personnel has been denied access to the audit committee during the said financial year. This policy is applicable to all the directors, employees, vendors and customers of the Company. The policy is also available on the website of the Company at <https://www.subex.com/investors/shareholder-services/>.

E. POLICY ON 'MATERIAL' SUBSIDIARY COMPANIES

A policy on materiality of subsidiaries has been formulated and the same has been posted on the website of the Company under the link <https://www.subex.com/investors/shareholder-services/>.

The Annual Financial Statements of material subsidiaries are tabled before the Audit committee and the Board.

F. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES/LIQUIDITY

The Company does not deal in commodity and hence disclosure relating to commodity price risks and commodity hedging activities is not applicable. The Company is exposed to foreign exchange risk on account of import and export transactions entered. There is a natural hedge between exports and imports. However, the Company has initiated hedging from May 2020 for FY20-21 and holds derivative financial instruments such as foreign currency forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The liquidity position of the Company was not impacted during the said financial year

G. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).

There were no funds raised by the Company through Preferential allotment or qualified institutional placement as specified under the above mentioned regulation during the financial year 2020-21.

H. CEO/CFO CERTIFICATION

The Company has obtained a certificate from the CEO/CFO as required by Regulation 17 (8) (Part B of Schedule II) of the SEBI (LODR) Regulations, 2015 and the same forms a part of this report as Annexure 1.

I. A CERTIFICATE FROM A COMPANY SECRETARY IN PRACTICE THAT NONE OF THE DIRECTORS ON THE BOARD OF THE COMPANY HAVE BEEN DEBARRED OR DISQUALIFIED FROM BEING APPOINTED OR CONTINUING AS DIRECTORS OF COMPANIES BY THE BOARD/MINISTRY OF CORPORATE AFFAIRS OR ANY SUCH STATUTORY AUTHORITY.

A Certificate from the Practicing Company Secretary is received by the Company stating that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the board/

ministry of corporate affairs or any such statutory authority and the same is annexed to this report as Annexure 2.

J. DETAILS OF FEES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART.

Fee disclosures as required by Clause 10(k), Part C, Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The total fees for all services paid by Subex Limited and its subsidiaries, on a consolidated basis, to M/s. S.R. Batliboi & Associates LLP, Statutory Auditors and other firms in the network entity of which the statutory auditor is a part, as included in the consolidated financial statements of the Company for the year ended March 31, 2021, is as follows:

(₹ in lakhs)	
Fees for audit and related services paid to S.R. Batliboi & Associates LLP	100
Other fees paid to S.R. Batliboi & Associates LLP and Affiliate firms and to entities of the network of which the statutory auditor is a part	NIL
Total fees	100

K. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has an Internal Complaints Committee ("the ICC") which meets regularly to discuss and monitor if there is any sexual harassment in the work place and resolves the issues if any. During the financial year under consideration, the ICC did not receive any complaints.

L. CODE OF CONDUCT

In compliance with Regulation 17(5) of the SEBI (LODR) Regulations, 2015, the Company has adopted a Code of Conduct (the 'Code'). This Code is applicable to the Members of the Board, Senior Management Personnel and all employees of the Company and Subsidiaries. The Code lays down the standard of conduct which is expected to be followed by the Board of Directors and the designated employees in their business dealings particularly on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure.

During the said Financial year there were no changes made to the Code. All the members of the Board and the Senior Management Personnel have affirmed compliance to the Code, as at March 31, 2021. A declaration to this effect, signed by the Managing Director & CEO forms part of this report as Annexure 3. The Code has been posted on the Company's website under the link <https://www.subex.com/investors/shareholder-services/>.

M. RECOMMENDATION OF THE COMMITTEES

There were no instances in the financial year 2020-21, where the Board had not accepted any recommendations of any Committees of the Board which is mandatorily required.

XIV. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis is presented in a separate section forming part of the Annual Report.

XV. GENERAL SHAREHOLDER INFORMATION

General shareholder information is provided in the "Shareholders' Information" Section of the Annual Report.

XVI. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS AND PRACTISING COMPANY SECRETARIES CERTIFICATE

The Company has complied with disclosure requirements, wherever applicable, as specified in clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015 and Regulation 17 to 27 of SEBI (LODR) Regulations, 2015, except for the delay in appointing the 6th Director on the Board of the Company pursuant to Regulation 17(1)(c) of the said Regulations. The Company has appointed the 6th Director with effect from February 07, 2020.

The certificate with regard to compliance of conditions on Corporate Governance as per Clause E of Schedule V of the SEBI (LODR) Regulations, 2015 forms part of the Board's Report.

XVII. COMPLIANCE WITH DISCRETIONARY REQUIREMENTS PROVIDED UNDER PART E OF SCHEDULE II OF THE SEBI (LODR) REGULATIONS, 2015

Part E of Schedule II of the SEBI (LODR) Regulations, 2015 states that the discretionary requirements provided therein may be implemented as per the Company's discretion. However, the disclosures of compliance with mandatory requirements and adoption (and compliance)/non-adoption of non-mandatory requirements shall be made in the section on Corporate Governance in the Annual Report. The Company has complied with the following non-mandatory requirements.

A. The Board

The Company appointed Mr. Anil Singhvi, Independent Director (Non-Executive & Non-Independent Director w.e.f. June 18, 2020) as the Non-Executive Chairman of the Company at its meeting held on May 25, 2017. The Company reimburses the expenses incurred by the Chairman for discharge of his duties that are attributable to the Company on a regular basis pursuant to the provisions of Regulation 27(1) of SEBI (LODR) Regulation, 2015.

B. Shareholders' Rights

The Company communicates with investors regularly through emails, telephone calls and face to face meetings. The Company publishes the quarterly/half-yearly/annual financial results in leading business newspaper(s) as well as on the Company's website.

C. Modified opinion(s) in Audit Report

The Company did not receive any Modified Opinion in the Audit Report of the Financial Statements during the financial year.

D. Reporting of Internal Auditor

The Internal Auditor's report to the Audit Committee of the Board of Directors and are requested to be present as invitees at the Audit Committee meetings held every quarter.

For Subex Limited

Anil Singhvi
Chairman, Non-Executive &
Non-Independent Director
DIN: 00239589
Place: Mumbai
Date: May 17, 2021

For Subex Limited

Vinod Kumar Padmanabhan
Managing Director & CEO
DIN: 06563872
Place: Bengaluru
Date: May 17, 2021