



Registered Office : Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore-560 037  
Tel : + 91 80 6659 8700 Fax : + 91 80 6696 3333

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the seventeenth Annual General Meeting of the Members of Subex Limited will be held at the registered office of the Company situated at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore-560 037 on Wednesday, the 27<sup>th</sup> day of July, 2011 at 12 noon to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2011 and Profit and Loss Account for the year ended March 31, 2011 and the reports of the Board of Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. V Balaji Bhat, who retires by rotation, and being eligible, seeks re-election.
3. To appoint auditor to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to fix their remuneration and to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** M/s. Deloitte Haskins & Sells, Chartered Accountants, Bangalore (ICAI registration number 008072S), be and are hereby appointed as the Auditors of the Company, under Section 224 and other applicable provisions, if any, of the Companies Act, 1956, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Auditors”.

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required, approval of the Company be and is hereby accorded to re-appointment of Mr. Sudeesh Yezhuvath as the Chief Operating Officer & Wholetime Director of the Company, for the period from April 1, 2011 to hold office until September 30, 2017 as per the terms of appointment including salary, commission and perquisites (hereinafter referred to as “remuneration”), with effect from April 1, 2011, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or agreement (including authority from time to time, to determine the amount of salary and commission as also the type and amount of perquisites and other benefits payable to the Chief Operating Officer & Wholetime Director) in such manner as may be agreed to between the Board of Directors and the Chief Operating Officer & Wholetime Director, provided however that the remuneration payable to the Chief Operating Officer & Wholetime Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 198, 269, 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred, to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Anil Singhvi, in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation”.

6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Sanjeev Aga, in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of a director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation”.

**7. To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 309 and other applicable provisions, if any, of the Companies Act, 1956, approval be and is hereby accorded for payment of a sum not exceeding 1% per annum of the net profits of the Company as commission calculated in accordance with the provisions of Section 198, 349 and 350 of the Companies Act, 1956, to be paid to and distributed amongst the Non-Executive Directors of the Company in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors, in respect of the net profits of the Company for each year for a period of five financial years commencing from April 1, 2011.

**RESOLVED FURTHER THAT** approval be and is hereby accorded for grant of upto 50,000 stock options per Non-Executive Director, in a financial year and in the aggregate, to such Directors as may be decided by the Board of Directors or by any Committee to which the Board of Directors may delegate the powers.”

**By Order of the Board**

**Place : Bangalore  
Date : June 17, 2011**

**Ramanathan J  
Vice President-Finance & Company Secretary**

**NOTES:**

1. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the above-mentioned special business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. Corporate Members are requested to send a duly certified copy of the Board resolution, authorizing their representative(s) to attend and vote at the Annual General Meeting, pursuant to the provisions of section 187 of the Companies Act, 1956.
4. Members/proxies should bring the attendance slip sent herewith, duly filled-in for attending the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Directors' Shareholdings, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the Members at the Annual General Meeting.
7. The certificate from the Auditors of the Company certifying that the Company's ESOP 2000, ESOP 2005 and ESOP 2008 stock option plans are being implemented in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 shall be available for inspection by the Members at the Annual General Meeting.
8. The Register of Members and Share Transfer Books will remain closed from July 25, 2011 to July 27, 2011 (both days inclusive).
9. Members are requested to notify the Registrar and Share Transfer Agents-M/s Canbank Computer Services Limited, J P Royale, 1<sup>st</sup> Floor, No. 218, 2<sup>nd</sup> Main, Sampige Road (Near 14<sup>th</sup> Cross), Malleswaram, Bangalore-560 003, of any change in their address so as to enable the Company to address future communications to their correct addresses.
10. As part of the “Green Initiative in Corporate Governance”, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically considering its legal validity under the Information Technology Act, 2000. Being a Company with strong focus on green initiatives, Subex proposes to send all shareholder communications such as the notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, etc., henceforth to shareholders in electronic form to the E-mail Id provided by them and made available to us by the Depositories. Members are requested to register their E-mail Id with their Depository Participant and inform them of any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its registered office or send an E-mail to [investorrelations@subexworld.com](mailto:investorrelations@subexworld.com) by providing their DP Id and Client Id as reference.
11. Members who wish to get any further information as regards the items to be transacted at the meeting are requested to write to the Vice President-Finance & Company Secretary at an early date so as to enable the management to reply at the meeting.

**By Order of the Board**

**Place : Bangalore  
Date : June 17, 2011**

**Ramanathan J  
Vice President-Finance & Company Secretary**

## ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

### Item no 2:

#### Mr. V Balaji Bhat

Mr. V Balaji Bhat is a Chartered Accountant and Management Consultant specializing in mergers & acquisitions, advisory services and international taxation. He is associated with various medium and large corporations in India and overseas as an advisor and director. He is the Managing Director & CEO of Primus Retail Private Limited (formerly Gitanjali Lifestyle Products Private Limited). Primus Retail Private Limited is a leading player in the growing retailing sector in India, engaged in retailing and distribution of lifestyle products such as apparels, footwear and related accessories.

#### Companies/Institutions in which Mr. V Balaji Bhat holds Directorship and Committee memberships

Subex Limited  
Independent Director  
Audit Committee-Chairman  
ESOP Committee-Chairman  
Investor Grievance Committee-Chairman  
Allotment Committee-Chairman  
FCCB Restructuring Committee-Chairman  
Remuneration Committee-Member  
Sub-Committee on Borrowings-Member  
General Management Committee-Member

Subex Technologies Limited  
Director

Natural Capsules Limited  
Director

Indus Fila Limited  
Director  
Audit Committee-Chairman

Yuken India Limited  
Director  
Audit Committee-Chairman  
Compensation Committee-Member

IndusAge Advisors Private Limited  
Director

Primus Retail Private Limited  
Managing Director

Primus Sports Private Limited  
Director

Mr. V Balaji Bhat holds 31,000 equity shares of Subex Limited.

### Item no 4:

#### Mr. Sudeesh Yezhuvath

Mr. Sudeesh Yezhuvath heads the overall operations of Subex, excluding the legal and financial functions. He has been

associated with Subex since 1993 and has been instrumental in building the software business of Subex. He has been closely involved in the Company's M&A activities, including the integration process post acquisitions.

Mr. Sudeesh Yezhuvath holds a Bachelors degree in Instrumentation and Control. Mr. Sudeesh Yezhuvath has over 20 years of experience in the telecom field and has presented various papers on telecom and business operations in different parts of the world.

Mr. Sudeesh Yezhuvath is brother of Mr. Subash Menon, Founder Chairman, Managing Director & CEO.

#### Companies/Institutions in which Mr. Sudeesh Yezhuvath holds Directorship and Committee memberships

Subex Limited  
Chief Operating Officer & Wholetime Director  
Share Transfer Committee-Chairman  
Sub-Committee on Borrowings-Member  
Allotment committee-Member  
General Management Committee-Member  
Investor Grievance Committee-Member  
FCCB Restructuring Committee-Member

Subex Technologies Limited  
Director

Kivar Holdings Private Limited  
Director

Mr. Sudeesh Yezhuvath holds 372,243 equity shares of Subex Limited.

### Item no 5:

#### Mr. Anil Singhvi

Mr. Anil Singhvi is Chairman of Ican Investments Advisors Private Limited, a Corporate Advisory firm engaged in Investment Banking and Corporate advisory.

Mr. Anil Singhvi has over 30 years of experience in corporate sector, out of which he spent 22 years with Ambuja Cements Limited, where he rose from Manager to Managing Director & CEO. A Chartered Accountant, Mr. Anil Singhvi played a defining role in making of Ambuja Cements.

Recently, Mr. Anil Singhvi conceptualized and advised merger of Enam, one of the largest investment banks in India, with Axis Bank, a deal involving around US\$ 500 million.

Mr. Anil Singhvi is also Founder Director of Foundation for Liberal and Management Education (FLAME), an educational institute engaged in higher education. He is also closely associated with SAMPARC-a non government organization that helps to empower the destitute children. Apart from this, he is also on the Indian Advisory Board of Habitat for Humanity, an NGO involved with construction of Houses for needy and poor people.

**Companies/Institutions in which Mr. Anil Singhvi holds Directorship and Committee memberships**

Subex Limited  
Independent Director  
Audit Committee-Member  
Remuneration Committee-Member

Hindustan Construction Company Limited  
Director  
Audit Committee-Member  
Remuneration Committee-Member  
Selection Committee-Member  
Executive Committee of Board of Directors-Member

HCC Infrastructure Company Limited  
Director

Camlin Limited  
Director  
Audit Committee-Member

Mastek Limited  
Director  
Audit Committee-Member  
Share Transfer cum Investor Grievance Committee-Member  
Nomination Committee-Member

Future Capital Holdings Limited  
Director  
Audit Committee-Chairman

IDFC Securities Limited  
Director

Ican Investments Advisors Private Limited  
Chairman

Anagha Advisors LLP  
Partner

Mr. Anil Singhvi holds 60,000 equity shares of Subex Limited.

**Item no 6:****Mr. Sanjeev Aga**

Business leader, organization builder, adviser and mentor, Mr. Sanjeev Aga's career has traversed 38 years, and sectors from consumer and services, entertainment and light engineering, to telecommunications.

In a business career commencing 1973, Mr. Sanjeev Aga held senior positions in Asian Paints, Chellarams (Nigeria), and Jenson & Nicholson. In 1987, he joined Blow Plast to head the Furniture business, was made Chief Executive of Mattel Toys in 1990, and in January 1993 was appointed Managing Director of Blow Plast with multi-business responsibility including the flagship VIP Luggage business.

In November 1998, Mr. Sanjeev Aga was appointed CEO of the telecom JV, Birla AT&T. He led the company through expansions, mergers and acquisitions to be CEO of Birla

Tata AT&T, which was renamed Idea Cellular. In July 2002, Mr. Sanjeev Aga left Idea to be with the Aditya Birla Group, where from May 2005 until October 2006, he was Managing Director of Aditya Birla Nuvo, a conglomerate with interests spanning diverse group businesses.

With Idea's shareholding changing to become an Aditya Birla group entity, November 2006 saw Mr. Sanjeev Aga back as Managing Director. The next four years were a period of rapid progress for Idea. The company improved its national market position from No. 6 to No. 3, joined the ranks of the 10 biggest global telcos, and importantly, became a highly regarded profitable company in a hyper-competitive sector. Mr. Sanjeev Aga stepped down as Managing Director of Idea Cellular in March 2011.

For 2009, Idea Cellular was named the 'ET Emerging Company of the Year', and for 2010, Forbes India magazine shortlisted Mr. Sanjeev Aga as a 'Person of the Year'.

Mr. Sanjeev Aga is an Honours graduate in Physics from St. Stephen's College, Delhi (1971) and a post graduate from the Indian Institute of Management, Kolkata (1973).

Mr. Sanjeev Aga now engages in advisory and consultant roles for corporates and not-for-profit organizations.

**Companies/Institutions in which Mr. Sanjeev Aga holds Directorship and Committee memberships**

Subex Limited  
Independent Director

Idea Cellular Limited  
Director  
Finance Committee-Member  
IPO Committee-Member  
Shareholders'/Investors' Grievance Committee-Member

Aditya Birla Telecom Limited  
Director  
Audit Committee-Chairman

Swinder Singh Satara and Company Limited  
Director

Idea Cellular Services Limited  
Director

Idea Cellular Infrastructure Services Limited  
Director

Idea Cellular Towers Infrastructure Limited  
Director

Indus Towers Limited  
Director

Aditya Birla Management Corporation Private Limited  
Director

Mr. Sanjeev Aga does not hold any equity shares of Subex Limited.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following Explanatory Statement sets out all material facts relating to the special business set out in the accompanying notice of the seventeenth Annual General Meeting of the Members of Subex Limited to be held at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore-560 037 on Wednesday, the 27<sup>th</sup> day of July, 2011 at 12 noon.

### Item No. 4

Mr. Sudeesh Yezhuvath was re-appointed as the Chief Operating Officer & Wholetime Director of the Company for the period from April 1, 2006 until March 31, 2011, pursuant the resolution passed by the Board of Directors on April 25, 2006 and approval of the members at the EGM held on May 29, 2006. The terms of remuneration were subsequently amended pursuant the resolution passed by the Board of Directors on April 30, 2007 and approval of the members at the AGM held on July 26, 2007.

The Board of Directors has, pursuant to recommendation of the Remuneration Committee and subject to the approval of the Members, re-appointed Mr. Sudeesh Yezhuvath as the Chief Operating Officer & Wholetime Director of the Company for the period from April 1, 2011 to September 30, 2017 vide its resolution passed on March 31, 2011. Considering the levels of business and comparable remuneration structure prevalent in the industry, the Board has approved the same terms & conditions as was prevalent earlier, the details of which are given below:

- i. Salary: Rs. 8,75,000 per month or Rs. 105 lakhs per annum w.e.f April 1, 2011, which is eligible for revisions, subject to the approval of the Members of the Company.
- ii. Commission: The Chief Operating Officer & Wholetime Director will be eligible for commission payable on a yearly basis as may be decided by the Remuneration Committee of the Board of Directors subject to the ceiling limits prescribed under the Companies Act, 1956.
- iii. Perquisites: The Chief Operating Officer & Wholetime Director shall be entitled to all the perquisites listed herein below in addition to the salary and commission mentioned above:
  - a. Housing: The Company shall provide rent-free furnished residential accommodation, with free gas, electricity and water as per Company policy. In case no accommodation is provided by the Company, the Chief Operating Officer & Wholetime Director shall be entitled to house rent allowance subject however to a limit of 60% of his salary. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962.
  - b. Medical Reimbursement: Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, nursing charges and domiciliary charges for self and for family.
  - c. Leave Travel Concession: For self and family every year incurred in accordance with the rules of the Company.
  - d. Club Fees: Fees of clubs, subject to a maximum of three clubs.
  - e. Personal Accident Insurance and Mediclaim Insurance: As per the rules of the Company.
  - f. Provident Fund/Pension: Contribution to Provident Fund and Pension Fund as per the policy of the Company.
  - g. Gratuity: Gratuity payable shall be in accordance with the provisions of the Payment of Gratuity Act, 1972.
  - h. Use of car with driver: The Company shall provide cars to the Chief Operating Officer & Wholetime Director subject to a maximum of two cars with driver(s) at a time for business and personal use.
  - i. Telephone facility at residence: Telephone facility shall be provided at the Chief Operating Officer & Wholetime Director's residence.
  - j. Security Guard: Reimbursement of security guard's salary, subject to a maximum of two security guards at a time.
  - k. Gardener: Reimbursement of gardener's salary, subject to a maximum of one gardener.

### Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chief Operating Officer & Wholetime Director, salary and perquisites subject to the limits stipulated under Schedule XIII read with Section 269 and 309 of the Companies Act, 1956, is payable.
- b. "Family" means the spouse and dependent children of Mr. Sudeesh Yezhuvath.
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Chief Operating Officer & Wholetime Director for attending the meetings of the Board of Directors or Committees thereof.

The abstract of terms of re-appointment of Mr. Sudeesh Yezhuvath as Chief Operating Officer & Wholetime Director of the Company and Memorandum of Interest pursuant to Section 302(7) of the Companies Act, 1956 have been sent to the Members vide letter dated April 8, 2011.

Mr. Sudeesh Yezhuvath is directly concerned and interested in this resolution, as it relates to the terms of his appointment and remuneration. Mr. Subash Menon, being the brother of Mr. Sudeesh Yezhuvath, is also deemed to be concerned and interested in this resolution.

Except Mr. Sudeesh Yezhuvath and Mr. Subash Menon, none of the Directors are in any way interested or concerned in the resolution.

Your Directors, therefore, recommend the resolution to be passed as a Special Resolution by the Members.

**Item No. 5:**

The Board of Directors of your Company appointed Mr. Anil Singhvi as an Additional Director on April 11, 2011 as per the provisions of Article 86 of the Articles of Association read with Section 260 of the Companies Act, 1956.

Your Company is extremely pleased to have a seasoned professional of Mr. Anil Singhvi's calibre and expertise on the Board. His enriched expertise will aid in driving your Company's momentous growth to the desired level while ensuring the highest levels of Corporate Governance.

Mr. Anil Singhvi holds office until this Annual General Meeting. As required under section 257 of the Companies Act, 1956, a notice alongwith the requisite deposit has been received from a Member signifying his intention to propose Mr. Anil Singhvi as a candidate for the office of Director at this Annual General Meeting. Mr. Anil Singhvi's profile has been given in an earlier section of this notice.

None of the Directors of the Company, except Mr. Anil Singhvi, are in any way concerned or interested in this resolution.

Your Directors, therefore, recommend the resolution to be passed as an Ordinary Resolution by the Members.

**Item No. 6:**

The Board of Directors of your Company appointed Mr. Sanjeev Aga as an Additional Director on May 17, 2011 as per the provisions of Article 86 of the Articles of Association read with Section 260 of the Companies Act, 1956.

Mr. Sanjeev Aga is a seasoned business leader and mentor. Your Company believes that with him on the Board, the Company will continue to hold its position as leaders in the OSS/BSS industry while ensuring the highest levels of Corporate Governance.

Mr. Sanjeev Aga holds office until this Annual General Meeting. As required under section 257 of the Companies Act, 1956, a notice alongwith the requisite deposit has been received from a Member signifying his intention to propose Mr. Sanjeev Aga as a candidate for the office of Director at this Annual General Meeting. Mr. Sanjeev Aga's profile has been given in an earlier section of this notice.

None of the Directors of the Company, except Mr. Sanjeev Aga, are in any way concerned or interested in this resolution.

Your Directors, therefore, recommend the resolution to be passed as an Ordinary Resolution by the Members.

**Item No. 7:**

Your Company has grown over the years and has been in the forefront to avail services of experienced and professionally qualified independent directors to ensure best Corporate Governance practices. It is proposed to remunerate these professional directors for their service to your Company by issuance of stock options and payment of commission for financial years with effect from April 1, 2011.

Pursuant to the provisions of section 309(4) of Companies Act, 1956 and clause 49 of the Listing Agreement, the Company intends to seek approval of the Members for payment of commission not exceeding 1% per annum of the net profits, to be paid to and distributed amongst the Non-Executive Directors of the Company in such amounts or proportions and in such manner as may be decided by the Board of Directors, and grant of upto 50,000 stock options per Non-Executive Director, in a financial year and in the aggregate, to such Directors as may be decided by the Board of Directors.

All the Non-Executive Directors of the Company are deemed to be concerned and interested to the extent of commission and stock options that they may receive in accordance with this resolution.

Your Directors, therefore, recommend the resolution to be passed as a Special Resolution by the Members.



**Subex Limited**

Registered Office : Adarsh Tech Park, Outer Ring Road  
Devarabisanahalli, Bangalore-560 037

**ATTENDANCE SLIP****Annual General Meeting – July 27, 2011**

Reg. Folio No. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

DP ID: \_\_\_\_\_

Client ID: \_\_\_\_\_

I/We, certify that I/We, am/are a Member/Proxy for the Member of the Company.

I/We hereby record my presence at the Annual General Meeting held at the registered office of the Company situated at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore-560 037 on Wednesday, the 27<sup>th</sup> day of July at 12 Noon.

.....  
Member's/Proxy's name in block letters.....  
Signature of Member/Proxy**Note:**

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Members are requested to bring their copies of this notice and explanatory statement to the meeting.
3. A Member may vote either for or against each resolution.

**Subex Limited**

Registered Office : Adarsh Tech Park, Outer Ring Road  
Devarabisanahalli, Bangalore-560 037

**PROXY FORM****Annual General Meeting – July 27, 2011**

Reg. Folio No. \_\_\_\_\_

No. of Shares: \_\_\_\_\_

DP ID: \_\_\_\_\_

Client ID: \_\_\_\_\_

I/We.....of.....

....being Member(s) of Subex Limited hereby appoint .....

of.....or failing him/her.....

of..... as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at the registered office of the Company situated at Adarsh Tech Park, Outer Ring Road, Devarabisanahalli, Bangalore – 560 037 on Wednesday, the 27<sup>th</sup> day of July at 12 Noon and at any adjournment thereof.

Signed this ..... day of .....2011.

**Note:**

1. This form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The Members who hold shares in dematerialized form shall quote their demat account number and DP ID number.



