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www.subex.com

July 14, 2021

To
The BSE Limited
The National Stock Exchange of India Limited

Dear Sir/Madam,



Sub: Subex Limited “The Company”-Submission of Trust Deed under the SEBI (Share Based Employee Benefits) Regulations, 2014

As required under Regulation 3 (3) of the SEBI (Share Based Employee Benefits) Regulations, 2014, please find enclosed the amended Trust Deed of the Subex Employee Welfare and ESOP Benefit Trust.

We request you to take the same on record.

Thanking you.

**Yours truly,
For Subex Limited**

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

Subex Limited

CIN - L85110KA1994PLC016663

Registered Address : Pritech Park - SEZ, Block-09, 4th Floor B Wing
Survey No. 51 to 64/4, Outer Ring Road, Bellandur Village, Varthur Hobli, Bengaluru - 560 103. India

ಈ ದಸ್ತಾವೇಜು 10 ಪುಟಗಳನ್ನು ಹೊಂದಿರುತ್ತದೆ.
ದಸ್ತಾವೇಜು ಸಂಖ್ಯೆ 58 2021-22 ಪುಟ ಸಂಖ್ಯೆ 1

ಕ್ರಿ.ಇ. 58
21-22

DEED OF AMENDMENT OF TRUST

In continuation of the Trust Deed dated August 06, 2018 ('Principal Trust Deed'), **THIS DEED OF Amendment ("Deed")** is made and entered into at Bengaluru, Karnataka on this 14th day of July 2021 and is effective from May 17, 2021.

BETWEEN

Subex Limited having its registered office at Pritech Park SEZ, Block No. 09 4th Floor, B Wing, Outer Ring Road, Adarsh Palm Retreat, Bellandur, Bangalore – 560103, hereinafter referred to as the "**Settlor**" (which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the **ONE PART**;

AND

- (1) **Mr. Prashanth Nayak**, adult, Indian inhabitant residing at C-403, Parasmane, #73/2, Valagerehalli, Kengeri Satellite Town, Bengaluru – 560 059, son of Late Mr. Prakash Nayak
- (2) **Ms. Niveditha Lalge**, adult, Indian inhabitant residing at 1510, South End 'B' Road, 9th Block Jayanagar, Bengaluru – 560069, daughter of Mr. L.N. Ramesh, and
- (3) **Mr. Sajith V**, adult, Indian inhabitant, residing at 698A, "KARUNA", 1st Cross A Block, Vinayakanagar, Konenaagrahara, Bangalore-560017, son of Late Mr. Ramakrishnan T V,

(Handwritten signatures)

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ದಸ್ತಾವೇಜು ಸಂಖ್ಯೆ 58 2021-22 ಪುಟ ಸಂಖ್ಯೆ



ಕರ್ನಾಟಕ ಸರ್ಕಾರ
ನೋಂದಣಿ ಹಾಗೂ ಮುದ್ರಾಂಕ ಇಲಾಖೆ
Department of Stamps and Registration
ಪ್ರಮಾಣ ಪತ್ರ


1957 ರ ಕರ್ನಾಟಕ ಮುದ್ರಾಂಕ ಕಾಯ್ದೆಯ ಕಲಂ 10 ಎ ಅಡಿಯಲ್ಲಿಯ ಪ್ರಮಾಣ ಪತ್ರ

ಶ್ರೀ Prashnath Nayak , ಇವರು 1000.00 ರೂಪಾಯಿಗಳನ್ನು ನಿಗದಿತ ಮುದ್ರಾಂಕ ಶುಲ್ಕವಾಗಿ ಪಾವತಿಸಿರುವುದನ್ನು ದೃಢೀಕರಿಸಲಾಗಿದೆ

ಪ್ರಕಾರ	ಮೊತ್ತ (ರೂ.)	ಹಣದ ಪಾವತಿಯ ವಿವರ
ಚೆಲನ್	1000.00	Challan No CR0721003000374000 Rs.1000/- dated 14/Jul/2021
ಒಟ್ಟು :	1000.00	

ಸ್ಥಳ : ಮಹದೇವಪುರ

ದಿನಾಂಕ : 14/07/2021


ಉಪ-ನೋಂದಣಿ ಮತ್ತು ಯುಕ್ತ ಅಧಿಕಾರಿ
ಹೆಚ್ಚುವರಿ ಉಪನೋಂದಣಿ ಅಧಿಕಾರಿ
(ಮಹದೇವಪುರ) ಕರ್ನಾಟಕ
ಮಹದೇವಪುರ, ಬೆಂಗಳೂರು

Designed and Developed by C- DAC Pune.

ಇಲಾಖೆ
ನೋಂದಣಿ ಮತ್ತು ಮುದ್ರಾಂಕ
ಬೆಂಗಳೂರು

hereinafter collectively referred to as the "Trustees" (which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include their survivor or survivors, their successors and other trustees or trustee, whether original or substituted) of the **OTHER PART**.

The Settlor and the Trustees are hereinafter referred to collectively as "**Parties**" and individually as "**Party**".

WHEREAS:

- A. By virtue of Principal Trust Deed, "Subex Employee Welfare and ESOP Benefit Trust" ("the Trust") was constituted with, inter alia, the objective of implementing Employees Stock Option Plan/s from time to time ("ESOP Scheme") for the benefit of such person or persons as are, or would be, in the employment of the Settlor or its subsidiaries, in order to acquire greater proprietary stake in success and growth of the organization with deserving employees.
- B. WHEREAS the Nomination and Remuneration Committee in its meeting held on May 17, 2021, approved the proposal for change in the objects of the Trust to include welfare activities for the Beneficiaries or the Employees of the Settlor and its subsidiaries.
- C. The Board of Directors of the Settlor have *vide* its resolution passed at the meeting held on May 17, 2021, authorised the Trustees to enter into this Deed.
- D. In consequent to what is stated above, it is pertinent to carry out the requisite modifications to the Principal Deed and such amendments have been agreed to by the Settlor and the Trustees as is testified by their being parties to and executing these presents.


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ದಸ್ತಾವೇಜು ಸಂಖ್ಯೆ 58 2021-22 ಪುಟ ಸಂಖ್ಯೆ 4

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ಮಹದೇವಪುರ ದಲ್ಲಿರುವ ಉಪನೋಂದಣಾಧಿಕಾರಿ ಶಿವಾಜಿನಗರ ರವರ ಕಚೇರಿಯಲ್ಲಿ ದಿನಾಂಕ 14-07-2021 ರಂದು 12:32:34 PM ಗಂಟೆಗೆ ಈ ಕೆಳಗೆ ವಿವರಿಸಿದ ಶುಲ್ಕದೊಂದಿಗೆ

ಕ್ರಮ ಸಂಖ್ಯೆ	ವಿವರ	ರೂ. ಪೈ
1	ನೋಂದಣಿ ಶುಲ್ಕ	500.00
2	ಸೇವಾ ಶುಲ್ಕ	350.00
3	ಸೇವಾ ಶುಲ್ಕ	455.00
	ಒಟ್ಟು :	1305.00

ಶ್ರೀ Prashnath Nayak ಇವರಿಂದ ಹಾಜರ ಮಾಡಲ್ಪಟ್ಟಿದೆ

ಹೆಸರು	ಫೋಟೊ	ಹೆಚ್ಚಿಟ್ಟನ ಗುರುತು	ಸಹಿ
ಶ್ರೀ Prashnath Nayak			

ಬರೆದುಕೊಟ್ಟಿದ್ದಾಗಿ ಒಪ್ಪಿರುತ್ತಾರೆ

ಹೆಚ್ಚುವರಿ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಮಹದೇವಪುರ, ಬೆಂಗಳೂರು

ಕ್ರಮ ಸಂಖ್ಯೆ	ಹೆಸರು	ಫೋಟೊ	ಹೆಚ್ಚಿಟ್ಟನ ಗುರುತು	ಸಹಿ
1	Prashnath Nayak . ಬಿನ್ late.Prakash Nayak (ಬರೆಸಿಕೊಂಡವರು)			
2	Niveditha Lalge . D/o L.N.Ramesh (ಬರೆಸಿಕೊಂಡವರು)			

ಹೆಚ್ಚುವರಿ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಮಹದೇವಪುರ, ಬೆಂಗಳೂರು



NOW THIS DEED WITNESSETH AND IT IS HEREBY AGREED AND DECLARED BY AND BETWEEN THE PARTIES HERETO AS FOLLOWS: -

1. DEFINITIONS AND INTERPRETATION

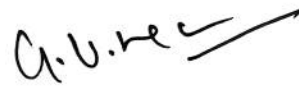
Definitions

Further to the **Definitions** in the Principal Trust Deed, the following definitions shall be included, in this Deed, unless repugnant to the context thereof, have the meanings given against them, namely: -

(g) "**Welfare activities**" shall mean activities for the welfare of the Beneficiaries or employees of the Settlor and its subsidiaries and shall, *inter alia*, include the following:

- Provisions of education, formal or otherwise, in India or abroad, including ,but not limited to, payment of tuition and other fees and charges of other expenses directly or indirectly connected therewith, including, but not limited to expenditure on traveling, conveyance, boarding , fees, special coaching, lodging, dress, books, implements and educational aids of all kinds for the Employees of the Settlor or its subsidiaries and their dependent children.
- Provisions of medical facilities to the Beneficiaries / employees of the Settlor or its subsidiaries involving hospitalization or otherwise, arising out of sickness or otherwise, in India or abroad, including but not limited to, payment of consultation charges, professional charges, hospital charges , charges for pathological and other investigations, cost of medicine and other pharmaceuticals or nutritional or other costs and supplements, charges of health clubs and also expenditure directly or indirectly associated therewith such as cost of travel, attendance, nursing etc., .
- Providing assistance to the employees of the Settlor or its subsidiaries in various forms such as medical, Education, Housing, subsidized meals, food coupons, Recreation facilities, activities related to Music, Research, Artistic pursuits etc.





- Providing financial support to the immediate family members of employees of the Settlor or its subsidiaries who has passed away while they are in service.
- Doing all such other things either alone or in conjunction with others as are incidental or conducive to the attainment of the above objects or any of them.

2. OBJECTS OF THE TRUST

The following objects shall be included in para 4 of the Principal Trust Deed:

4.3 The Trust would carry out Welfare Activities as envisaged in para 1.g above for the benefit of the Beneficiaries or Employees of the Settlor or its subsidiaries.

3. TRUST CORPUS

The following shall be included as para 5.2A of the Principal Trust Deed:

5.2A The Trustees shall be entitled to hold the funds and monies that are transferred or may be transferred to the Trust for the purpose of Welfare Activities or profits and income arising from the Trust Fund under or by virtue of the provisions of this Deed and utilize funds and monies for the Welfare Activities for the benefit of the Beneficiaries or Employees of the Settlor or its subsidiaries.

4. GENERAL POWER OF BOARD OF TRUSTEES


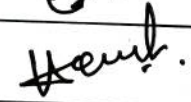
The following shall be included as para 23.2.iiA of the Principal Trust Deed:


iiA To hold and utilise monies that are transferred or may be transferred to the Trust for the purpose of Welfare Activities or profits and income arising from the Trust Fund under or by virtue of the provisions of this Deed, for carrying out the Welfare Activities for the benefit of the Beneficiaries or Employees of the Settlor or its subsidiaries.


Attorney
Approved
H. J.


G.V. Reddy


ದಸ್ತಾವೇಜು ಸಂಖ್ಯೆ 58 2021-22 ಪುಟ ಸಂಖ್ಯೆ 8
ಗುರುತಿಸುವವರು

ಕ್ರಮ ಸಂಖ್ಯೆ	ಹೆಸರು ಮತ್ತು ವಿಳಾಸ	ಸಹಿ
1	Venkateshwarulu Basavanagar B'lore	
2	Hemanath Kumar K.R.Puram B'lore	


ಹೆಚ್ಚುವರಿ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಮಹದೇವಪುರ, ಬೆಂಗಳೂರು


4 ನೇ ಪುಸ್ತಕದ ದಸ್ತಾವೇಜು
ನಂಬರ MDP-4-00058-2021-22 ಆಗಿ
ಸಿ.ಡಿ. ನಂಬರ MDPD874 ನೇ ಧರಲ್ಲಿ
ದಿನಾಂಕ 14-07-2021 ರಂದು ನೋಂದಾಯಿಸಲಾಗಿದೆ


ಉಪನೋಂದಣಾಧಿಕಾರಿ ಶಿವಾಜಿನಗರ (ಮಹದೇವಪುರ)



Designed and Developed by C-DAC, ACTS, Pune

ಎಂ.ಜಿ. ಕಾಳೆ,
ಹೆಚ್ಚುವರಿ ಉಪನೋಂದಣಾಧಿಕಾರಿ
ಮಹದೇವಪುರ, ಬೆಂಗಳೂರು.

ಶಿವಾಜಿನಗರ
SUB-REGIS

5. WITHHOLDING OF TAX AND OTHER DEDUCTIONS

Para 28 of the Principal Trust Deed shall be substituted as hereunder

28 WITHHOLDING OF TAX AND OTHER DEDUCTIONS ON WELFARE ACTIVITIES

Before making any transfer of benefits to any Beneficiary or Employees of the Settlor or its Subsidiaries in respect of any Trust obligations, including any of the Welfare Activities hereunder conferred, the Board of Trustees may make such deductions under the Income Tax Act, 1961 or under any other law for taxes, charges or assessments which the Trust or the Settlor may be liable, in relation to such benefits granted to the Beneficiaries or Employees of the Settlor or its Subsidiaries or other distribution, whatsoever and the Board of Trustees may also deduct the amount of any governmental taxes, charges payable by it or for which it might be made liable in respect of or in relation to such activities. The Board of Trustees shall not be liable to account to the Beneficiaries or Employees of the Settlor or its Subsidiaries or otherwise for any payment made or suffered by the Trustees in good faith to any duly empowered revenue authority for taxes or other charges in any way arising out of or relating to any transactions of whatsoever nature under this Deed notwithstanding that any such payment ought not to be or need not have been made or suffered.

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IN WITNESS WHEREOF THE SETTLOR AND THE TRUSTEES HAVE CAUSED THIS DEED TO BE EXECUTED BY THE HAND OF THEIR RESPECTIVE CONSTITUTED ATTORNEYS THE DAY, MONTH AND THE YEAR FIRST HEREINABOVE WRITTEN.

SIGNED, SEALED AND DELIVERED by Subex Limited

Within named the Settlor of the Trust through the hands

of its Authorised Signatory in the presence of

Mr. G V Krishnakanth, Company Secretary

G.V.K.

Witnesses:

1. Venkateswara
#40, Basavanagari B'ldg
2. Hemant Kumar. M
#2 # Anandapura, TC. Palga

)
)
)

SIGNED, SEALED AND DELIVERED by the following trustees in acceptance of the Trust:

(1) Mr. Prashant Nayak

) Prashant Nayak

(2) Ms. Niveditha Ladge

) Niveditha Ladge

(3) Mr. Sajith V

) Sajith V

Drafted
by me
G.V. KRISHNAKANATH
G.V.K.