

FORM OF SURRENDER LETTER

To: Subex Systems Limited

The Bank of New York

101 Barclay Street—Floor 22W

New York, New York 10286

Ladies and Gentlemen:

This letter (the “Surrender Letter”) relates to the surrender by the undersigned, or the undersigned’s customer identified on the signature page of this letter, of restricted GDRs (“Restricted GDRs”) delivered by The Bank of New York, as Depositary (the “Depositary”), representing Shares (the “Shares”) of Subex Systems Limited, a company incorporated in India (the “Company”), pursuant to the Deposit Agreement between the Company and the Depositary dated 7 April, 2006 (the “Deposit Agreement”), as supplemented by the Supplemental Restricted Deposit Agreement between the Company and the Depositary dated June 21, 2006 (the “Restricted Deposit Agreement”) for the purpose of withdrawal of Shares deposited with the Depositary pursuant to the Restricted Deposit Agreement. Terms used in this Surrender Letter and not otherwise defined shall have the meaning given to them in Regulation S (“Regulation S”) under the U.S. Securities Act of 1933, as amended (the “Securities Act”), except as otherwise stated herein.

The undersigned acknowledges (or if the undersigned is acting for the account of another person has confirmed that it acknowledges) that the deposited Shares, as applicable, have not been and will not be registered under the Securities Act and that the Company has not registered as an investment company under the U.S. Investment Company Act of 1940, as amended (the “Investment Company Act”).

The undersigned hereby certifies as to at least one of the following:

The undersigned (or its customer) has sold or agreed to sell the Shares

represented by the surrendered Restricted GDRs, and all of the following are true:

1. The offer and sale of the Shares represented by the Restricted GDRs was not and will not be made to a person in the United States or to a person known by the undersigned to be a U.S. person.

2. Either (a) at the time the buy order for the Shares represented by the Restricted GDRs was originated, the buyer was outside the United States or the undersigned (or its customer) and any person acting on the undersigned's (or its customer's) behalf reasonably believed that the buyer was outside the United States or (b) the transaction in such Shares was executed in, on or through the facilities a designated offshore securities market, and neither the undersigned (or its customer) nor any person acting on the undersigned's (or its customer's) behalf knows that the transaction was pre-arranged with a buyer in the United States.

3. Neither the undersigned (nor its customer), nor any of its affiliates, nor any person acting on the undersigned's (or its customer's) or their behalf has made any directed selling efforts in the United States with respect to the Shares represented by the Restricted GDRs.

4. The proposed transfer of the Shares represented by the Restricted GDRs is not part of a plan or scheme to evade the registration requirements of the Securities Act.

5. Neither the Company nor any of its agents participated in the sale of the Shares represented by the Restricted GDRs.

6. The undersigned (or its customer) agrees that the Company, the Depositary and their respective agents and affiliates may rely upon the truth and accuracy of the foregoing acknowledgments, representations agreements.

or

The undersigned (or its customer) is not in the United States and is not a U.S. person and is not surrendering the Restricted GDRs in connection with an offer, sale or other disposition of the Shares represented by the Restricted GDRs.

7. If the undersigned is a broker dealer delivering this Surrender Letter on behalf of its customer, that customer has been advised of and understands the contents of this letter and has authorized the undersigned to make the acknowledgements, representations, warranties and covenants contained in its letter on its behalf, with the same legal effect as if the customer had signed this Surrender Letter.

Where there are joint transferors, each must sign this Surrender Letter. A Surrender Letter of a corporation, Company, limited liability company or similar entity must be signed by an authorized officer or be completed otherwise in accordance with such entity's governing instruments. Evidence of such authority may be required.

Very truly yours,

Name of Surrendering Owner (use exact name in which Restricted GDRs are registered):

Address of Surrendering Owner:

Name of entity signing this Surrender Letter, if different from the Owner identified above:

Signature: _____

Print Name: _____

Company Name: _____

Title: _____

Date: _____