

Ref: 8K/CHN/2019-20/E048**12th November 2019**

The Deputy General Manager, Department of Corporate Services, Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	The General Manager, Listing Department, National Stock Exchange Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051
Scrip Code: 512161 - ISIN NO-INE650K01021	EQ- 8KMILES – ISIN NO- INE650K01021

Dear Sir/Madam,

Sub: Submission of Annual Report to Stock Exchanges pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the copy of Annual Report has been dispatched to all non-email shareholders on 6th November 2019 and the same is uploaded in exchanges portal and also in the Company website.

The Notice calling for Annual General Meeting has been communicated to all shareholders on 8th November 2019 and the same is attached with this intimation for immediate reference.

Please take a note of the above at your end.

Thanking You,

Yours Truly,

For 8K Miles Software Services Limited**Diya Venkatesan
Company Secretary**

34th Annual General Meeting

**Saturday, 30th November 2019,
10:30 AM (IST)**

Venue:

**The Raintree, St Mary's Road,
"Chamiers Hall"**

**No.120, St Mary's Road,
Alwarpet, Chennai 600 018.**



8K MILES SOFTWARE SERVICES LIMITED

CIN : L72300TN1993PLC101852

Registered Office : #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai 600 018.

Website : www.8kmiles.com E-mail : contactus@8kmilessoftwareservices.com

Phone: 044- 6602 8000

Notice to the Shareholders

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of the Company will be held as scheduled below:

DATE : 30th November 2019

DAY : Saturday

TIME : 10:30 A.M

PLACE: The Raintree, St Mary's Road
Chamiers Hall, 120, St Mary's Road,
Alwarpet, Chennai 600 018.

To transact the following businesses: -

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 together the reports of the Board of Directors and Auditors thereon
To consider passing the following resolution(s) as an ordinary resolution:
 - (i) "Resolved that the Standalone Audited Financial Statement of the Company for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
 - (ii) "Resolved that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2019 together with the report of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
2. To appoint a Director in place of Mrs. Padmini Ravichandran (DIN: 02831078), who retires by rotation and being eligible, offers herself for re-appointment

To consider passing the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Padmini Ravichandran (DIN: 02831078) Non-Executive Non-Independent Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

3. To appoint Mr.Raghunathan Aravamuthan (DIN: 01254052) as an Independent Director
To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
Resolved that pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the act, as amended from time to time, Mr.Raghunathan Aravamuthan (DIN: 01254052), a Non- Executive Independent Director of the Company who was appointed by the Board of Directors on 6th September, 2019, who has submitted a declaration that he meets the criteria for independence as provided Section 149(6) of the Act and Regulation 16(1) (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 6th September 2019 upto the conclusion of Thirty Ninth Annual General Meeting or 5th September 2024 whichever is earlier.

For and on behalf of the Board
For 8K Miles Software Services Limited

Sd/-

Suresh Venkatachari

Managing Director

DIN: 00365522

Place : Chennai

Date : 2 November 2019

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. Proxies, in order to be effective, must be received at the company's registered office not less than 48 hours before the meeting. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company.
3. A member holding more than ten percent of the total share capital of the Company may appoint a person as Proxy and that such person shall not act as a Proxy for any other member.

4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and secretarial standard on General Meeting (SS-2) setting out of material facts concerning the item of special business specified above is annexed hereto.
 5. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company together with the attendance slip and Proxy Form are being sent to all the members whose email Ids are registered with the Company / Depository Participants.
 6. As per SEBI amendment regulations dated 8th June, 2018 securities of listed companies can be transferred only in dematerialised form w.e.f 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise shares held by them in physical form.
 7. Members/Proxy are requested to notify the Company at its Registered Office or to the Share Transfer Registrar of any change in address quoting their folio number.
 8. To support Green initiative Members who have not registered their email addresses are requested to update their email address with their depository participants to enable the company to send future communications electronically.
 9. Members who have received the Annual Report in electronic mode and who intend to attend the meeting in person or through proxy are requested to bring a printed copy of the attendance slip to the meeting hall.
 10. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the Hall to attend the meeting.
 11. Members are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.
 12. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the company authorising their representative to attend and vote on their behalf at the Meeting.
 13. Members seeking any information or clarification on the Accounts are requested to send queries in written to the Company. Replies to such written queries received, will be provided only at the meeting.
 14. A route map showing directions to reach the venue of the AGM is given at the end of this Notice as per the requirement of Secretarial Standard-2 on "General Meeting"
15. Remote e-voting facility
 - (a) In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations, 2015"] and the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company offers voting by electronic means through remote e-voting services provided by Central Depository Securities Limited (CDSL).
 - (b) Voting rights are reckoned on the basis of the shares registered in the names of the members/beneficial owners as on the cut-off date fixed for this purpose, viz., November 25, 2019. The Company has appointed M/s. P Sriram & Associates, Practising Company Secretary, Chennai as the Scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.
 - (c) The instructions for remote e-voting are as under:
 - (d) The voting period begins on November 27, 2019 (Wednesday) at 9.00 AM and ends on November 29, 2019 (Friday) at 5.00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 25, 2019, Monday may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

After entering these details appropriately, click on "SUBMIT" tab.

- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant 8K MILES SOFTWARE SERVICES LIMITED on which you choose to vote.
- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and

shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.
 - All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
16. Additional information pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consent and declarations for their appointment/ reappointment.

Annexure to the Notice Explanatory Statement as required under Section 102 of the Companies Act, 2013.

The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto.

Item No:3

To appoint Mr. Raghunathan Aravamuthan (DIN: 01254052) as an Independent Director

Mr. Raghunathan Aravamuthan was appointed as an Additional Director under the category of Non-Executive Independent Director w.e.f 6th September 2019. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr.Raghunathan Aravamuthan be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of 39th Annual General Meeting of the Company.

Mr. Raghunathan Aravamuthan (DIN: 01254052) is a physics graduate and a Chartered Accountant having 33 years of experience in Audit, Direct and Indirect Taxation, Exim Policy and Valuations. He consults for some of the largest groups in Chennai on Goods and Services Tax, Customs etc. He is an ICAI accredited faculty for GST and also addresses various forums on GST across India.

He represents various Industries before the Ministry of Finance, Ministry of Commerce & Industry Government of India with regard to Indirect taxes and Foreign Trade Policy and also an active Rotarian.

In the opinion of the Board, Mr.Raghunathan Aravamuthan fulfils the conditions specified in Section 149 (6) read with Schedule IV to the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Mr.Raghunathan Aravamuthan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

Details of Mr.Raghunathan Aravamuthan are provided in the "Annexure 1 " to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board considers that the association would be of immense benefit to the Company and it is desirable to avail services of Mr.Raghunathan Aravamuthan as an Independent Director.

Appointment of Mr.Raghunathan Aravamuthan as director requires the approval of the shareholders and the board recommends the resolution for approval of members. He does not hold any shares in the Company.

Mr.Raghunathan Aravamuthan is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

For and on behalf of the Board
For 8K Miles Software Services Limited

Sd/-
Suresh Venkatachari
Managing Director
DIN: 00365522

Place : Chennai
Date : 2 November 2019

**Details of Director Seeking Appointment/ Re-appointment at the Annual General Meeting
Annexure I**

Name of the Director	Padmini Ravichandran	Raghunathan Aravamuthan
Director Identification Number (DIN)	02831078	01254052
Date of Birth	20/08/1962	3/6/1961
Father's Name	Thiagarajan Narayanaswamy	Aravamuthan Srinivasaraghavan
Date of Appointment	31/08/2010	6/9/2019
Expertise in specific functional area and expertise	Expertise in marketing and media planning and runs her own media company that publishes a popular current affairs magazine	33 years of experience in Audit, Direct and Indirect Taxation, Exim Policy and Valuations.
Qualification	BCA, MBA	BSc, FCA
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Proposed to be appointed as a Non-Executive Non-Independent Director as per the item no. 2 of the Notice convening this AGM	Proposed to be appointed as a Non-Executive Independent Director as per the item no. 3 of the Notice convening this AGM.
Remuneration last drawn (including sitting fees, if any)	Sitting Fees for the FY 2018-19 is Rs. 45000	Nil
Directorship in other Companies as on 31/03/2019	1.Sreyes Communetwork Private Limited	1.Fat Rhino Stay Private Limited 2.Akshaya Business Solutions Private Limited
Membership of Committees in other Public Limited Companies	Nil	Nil
No. of Shares held in the Company as on 31.03.2018	Nil	Nil
Relationship between Directors inter se and Key Managerial Personnel	N.A	N.A
Number of meetings of the Board attended during the Financial Year 2018-19	Refer to Report on Corporate Governance	Not Applicable