Ref: 8K/CHN/2018-19/E020
Date: 07th September 2018

The Deputy General Manager, Department of Corporate Services, **BSE Limited,** Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001.	The General Manager, Listing Department, **National Stock Exchange of India 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

Respected Sir/ Madam,

Ref: Compliance of Regulation 42 of SEBI (LODR), Regulations, 2015
Sub: Notice of 33rd Annual General Meeting

With reference to the above mentioned and pursuant to Section 96 of the Companies Act 2013, 33rd Annual General Meeting of the Company for the financial year 2017-18 to be held on Saturday, 29th September 2018 at 08.59 AM onwards at Aloft Chennai OMR-IT Expressway 102, Rajiv Gandhi Salai, Sholinganallur, Chennai-600 119.

Notice for AGM is attached for your reference. The same has been sent to all the shareholders who have opted to receive the Notice and Annual Report by email through our RTA.

This is for your information & records.

Thanking you,

Yours truly,
For 8K Miles Software Services Limited

Ashwin.J
Company Secretary & Compliance Officer

8K Miles Software Services Limited
Regd. Office: No.5, Cenotaph Road,
"Srinivas" Towers, II Floor,
Teynampet, Chennai – 600 018
Phone: +91-44-6602-8000
Email: contactus@8kmilessoftwareservices.com,
www.8kmiles.com CIN # L72300TN1993PLC101852

Venue:

Aloft Chennai OMR - IT Expressway
102, Rajiv Gandhi Salai,
Sholinganallur,
Chennai - 600119

Remote e-Voting Period:
From 09:00 A.M (IST) on Wednesday, 26th September 2018
Till 05.00 P.M (IST) on Friday, 28th September 2018

Notice to the Shareholders

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

DATE :	29th September 2018
DAY :	Saturday
TIME :	08:59 A.M
PLACE :	Aloft Chennai OMR-IT Expressway 102, Rajiv Gandhi Salai, Sholinganallur, Chennai-600 119.

To transact the following businesses: -

ORDINARY BUSINESS

1. Adoption of Accounts

To receive, consider and adopt

a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2018, together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018, together with the Report of the Auditors thereon.

2. Rotation of Director

To consider and if deemed fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 Mr. Suresh Venkatachari (DIN: 00365522) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

3. Rotation of Director

To consider and if deemed fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 Mr. R.S.Ramani (DIN: 03206751) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

4. Appointment of Mr.Vivek Prakash (DIN: 00559925) 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 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mr.Vivek Prakash (DIN: 00559925), who was appointed as an Additional Director of the Company (Independent Category) by the Board of Directors with effect from 17th July 2018, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from 17th July 2018.'

5. ISSUANCE OF EQUITY SHARES INCLUDING CONVERTIBLE BONDS / DEBENTURES

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 62 and 71 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, ("SEBI Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value ₹ 5/- each are listed, enabling provisions of the Memorandum and Articles of Association of the Company, the Depository Receipts Scheme, 2014, the Issue of

Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and any statutory modifications, re-enactments or amendments from time to time to the above mentioned regulations, rules and schemes and clarifications issued thereon from time to time and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI"), Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and / or competent authorities or bodies whether in India or abroad to the extent applicable and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred as "Board" which term shall include any Committee thereof which the Board may have constituted to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to offer, create, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB"), Non-Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, trusts, stabilizing agents or otherwise or any combination thereof, whether or not such investors are shareholders, promoters, directors or associates of the Company, through issue of Equity Shares and / or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") and / or Foreign Currency Convertible Bonds ("FCCB") and/or Fully Convertible Debentures and/or Partly Convertible Debentures and/ or Optionally Convertible Debentures and/or Fully Convertible Preference Shares and/or Partly Convertible Preference Shares and/ or Optionally Convertible Preference Shares and/ or Nonconvertible Debentures with Warrants and/ or Debentures and/ or other securities convertible into equity shares at the option of the Company and/ or holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the equity shares or otherwise ("Securities") representing either Equity Shares or a combination of any other Securities through one or more public or private offering in domestic and / or one or more international market(s), with or without green shoe option, or a qualified institutional placement ("QIP"), as the Board may deem appropriate, in terms of SEBI Regulations or by one or more combination of the above or otherwise and at such time or times in one or more tranches, whether rupee denominated or denominated in foreign currency, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, to any eligible investors, including residents and/or non-residents and/or qualified institutional buyers and/or institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/ or stabilizing agents or otherwise, whether or not such investors are members of the company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations ("Investors"), for an amount not exceeding ₹ 500 crores (Rupees Five Hundred Crores) in Indian Rupees or an equivalent amount in any foreign currency, as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal Advisors, Depositories, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed, so as to enable to list on any stock exchanges in India and / or on any of the overseas stock exchanges, wherever required and as may be permissible."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws."

"RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Securities by a person resident outside India) Regulations, 2000 and such other notifications, clarifications, guidelines, rules and regulations issued by relevant authorities (including any statutory modifications, amendments or re-enactments thereof)."

"RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, subject to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares

(Through Depository Receipts Mechanism) Scheme, 1993, including any statutory modifications, re-enactments or amendments thereto from time to time and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of determining the floor price for conversion of the FCCBs into equity shares shall be the date of the meeting in which the Board or duly authorized committee of directors decides to open such issue after the date of this Resolution or such other date as may be prescribed under applicable law."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations (hereinafter referred to as the "Eligible Securities" within the meaning of the ICDR regulations), the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall be completed within 12 months from the date of passing of the resolution or such other time as may be allowed under the ICDR Regulations from time to time. The pricing for such Eligible Securities shall be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the SEBI Regulations and the Board may offer a discount of not more than 5% (five per cent) on the price calculated for the QIP or such other discount as may be permitted under said SEBI Regulations."

"RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI Regulations, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue or such other date as may be prescribed under applicable law."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into any arrangement with any agencies or bodies for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations and under the norms and practices prevalent in the domestic / international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalization and approval of the offer documents(s), private placement offer letter, determining the form, proportion and manner of the issue, including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted, issue price, premium amount on issue / conversion / exercise / redemption, rate of interest, redemption period, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit."

"RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Equity Shares so issued shall in all respects rank pari passu with the existing Equity Shares of the Company and shall be listed with the stock exchanges where the Company's existing equity shares are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts / agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts / agreements, memorandum, documents, etc. as may be required."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised in consultation with the merchant banker(s), advisors and / or other intermediaries

as may be appointed in relation to the issue of Securities, is authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company, or any committee of directors or any director(s) of the Company, including the Capital Raising Committee, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue."

6. RE-CLASSIFICATION OF PROMOTER CATEGORY

To consider and if thought fit, to pass the following resolution as an ***Ordinary Resolution:***

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under ('the Act'), the approval of the Members be and is hereby accorded for re-classification of Mr. M.V. Bhaskar, forming part of the existing Promoters of the Company from Promoter category to Public category."

"RESOLVED FURTHER THAT that the Promoter seeking re-classification along with the promoter group entities and person acting in concert will not:

i. have any special rights through formal or informal agreements.

ii. hold more than 10% of the paid-up capital of the Company.

iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

By Order of the Board
For 8K Miles Software Services Limited

Suresh Venkatachari
Managing Director
DIN:00365522

Place: Chennai
Dated: 7th September 2018

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 statement pursuant to Section 102 of the Companies Act, 2013 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 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., 22nd September 2018

(c) The Company has appointed M/s B.Chandra & Associates Practising Company Secretaries, 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.

(d) The instructions for remote e-voting are as under:

(e) The voting period begins on **26th September 2018 at 9.00 AM** and ends on **28th September 2018 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 22nd September 2018 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	• 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 under Section 102 of the Companies Act, 2013.

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

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 32nd Annual General Meeting held on 30th September 2017 for a period of five years. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May 2018 amending section 139 of the Companies Act, 2013 and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.

Item No:4

Appointment of Independent Director

Mr. Vivek Prakash was appointed as an Additional Director under the category of Non-Executive Independent Director w.e.f 17th July 2018. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr.Vivek Prakash be appointed as an Independent Director on the Board of the Company to hold office till the conclusion of 38th Annual General Meeting of the Company.

Mr.Vivek Prakash is a member of the Institute of Chartered Accountants of India and holds a Bachelor Degree in Economics from University of Delhi. Mr. Vivek, with his multi-cultural and multi-lingual background, is also currently part of Board of Directors of various corporate entities in Europe, UAE and India, while he is EVP Finance of the Engineering & Construction Business at Petrofac. His Corporate Governance background includes extensive knowledge and accomplishments in Compliance, Communication, Risk Management

and Finance. Prior to this, he was Executive Director at Dodsal Pte Limited and also ran his own Accounting Firm for over 11 years.

In the opinion of the Board, Mr.Vivek Prakash 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.Vivek Prakash 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. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr.Vivek Prakash for the office of Independent Director of the Company.

Details of Mr.Vivek Prakash are provided in the "Annexure" 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.Vivek Prakash as an Independent Director.

Appointment of Mr. Vivek Prakash 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.

None of the directors except Mr. Vivek Prakash to whom this resolution relates is interested or concerned in this resolution.

Item No. 5

The shareholders of the Company at Thirty Second Annual General Meeting held on 30th September 2017 had, inter alia, passed special resolution for the purpose of Investments in Equity on to their Overseas and Domestic Subsidiaries, Acquire Companies, Businesses through their Subsidiaries and otherwise and expand Business promotion and Development related expenses. However, the Company could not complete the placements to Qualified Institutional Buyers or any issue of ("Equity Shares") and/ or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") pursuant to the said earlier resolution passed in this regard. In light of the expansion plans of the Company and means of finance thereof it is proposed to seek enabling authorization from the Shareholders to the Board by way of a special resolution passed in suppression of the earlier resolution in this regard to raise the capital for the purpose of Investments in Equity on to their Overseas and Domestic Subsidiaries, Acquire Companies, Businesses through their Subsidiaries and otherwise and expand Business promotion and Development related expenses. The Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") and/ or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") and / or Foreign Currency Convertible Bonds ("FCCB") and/or Fully Convertible Debentures and/or Partly Convertible Debentures and/ or Optionally Convertible Debentures and/or Fully Convertible Preference Shares and/or Partly Convertible Preference Shares and/ or Optionally Convertible Preference Shares and/ or Nonconvertible Debentures with Warrants and/ or Debentures and/ or other securities convertible into equity shares at the option of the Company and/ or holder(s) of such securities or with or without detachable warrants with a right exercisable by the warrant holders to subscribe to the equity shares or otherwise ("Securities") representing either Equity Shares or a combination of any other Securities through one or more public or private offering in domestic and / or one or more international market(s), with or without green shoe option, or a qualified institutional placement ("QIP"), to all eligible investors including but not limited to existing of equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company in the course of domestic and / or international offerings through public issue and / or private placement and / or rights issue and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in such tranche or tranches for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari-passu with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;

b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations.

c) The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;

d) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;

e) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;

f) The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act, 2013.

Therefore the Board recommends the resolution contained in Item No. 5 to be passed by the members so as to enable it to issue further Securities.

None of the Directors of the Company or their respective relatives is concerned or as members in the Resolution mentioned at Item No. 5 of the Notice.

Item No:6

The Company was in receipt of request from Mr.M.V.Bhaskar -Promoter of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of his shareholding in the Company are as under:

S. NO	Name of the applicant	No.of Equity shares held	% of shareholding
1	M.V.Bhaskar	11533	0.037

The aforesaid shareholder is leading his life and occupation independently and is not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the Promoter Group of the Company do not have any control over the affairs or the decision-making process of the above referred shareholder.

The above referred shareholder does not directly or indirectly, exercise control, over the affairs of the Company. They have also never held at any time; any position of Key Managerial Personnel in the Company. He also does not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. He is also never privy to any price sensitive information of the Company.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 6 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. M.V.Bhaskar, has any concern or interest, financial or otherwise, in the resolution at Item No. 6 of this Notice.

By Order of the Board
For 8K Miles Software Services Limited

Suresh Venkatachari
Managing Director
DIN:00365522

Place: Chennai
Dated: 7th September 2018

Details of Director Seeking Appointment/ Re-appointment at the Annual General Meeting
Annexure 1

Name of the Director	Suresh Venkatachari	R.S.Ramani	Vivek Prakash
Director Identification Number (DIN)	00365522	03206751	00559925
Date of Birth	21/05/1967	20/10/1965	02/10/1956
Date of Appointment	31/08/2010	13/08/2011	17/07/2018
Expertise in specific functional area and expertise	Over 25 years of experience in Consulting & Outsourcing Industry	Over 25 years of expertise in Finance & Accounts	38 years of expertise in Finance & Accounts
Qualification	BE (Engineering) and Honorary Doctorate in Business Administration	B.Com, ACA	BA (Hons.) Economics, ACA
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As per resolution at Item No.2 of the Notice convening this meeting	As per resolution at Item No.3 of the Notice convening this meeting	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Directorship in other Companies as on 31/03/2018	1. 8K Miles Media Pvt Ltd. 2. 8K India Abroad Publications Pvt Ltd. 3. 8K Miles Sports Management Pvt Ltd.	1. 8K Miles Media Pvt Ltd. 2. 8K India Abroad Publications Pvt Ltd. 3. 8K Miles Sports Management Pvt Ltd.	1. Petrofac Information Services Pvt Ltd. 2. Petrofac Engineering India Pvt Ltd. 3. Petrofac Engineering Services India Pvt Ltd.
Membership of Committees in other Public Limited Companies	Nil	Nil	Nil
No. of Shares held in the Company as on 31.03.2018	1,70,29,533	4,75,000	Nil
Relationship between Directors inter se and Key Managerial Personnel	N.A	N.A	N.A
Number of meetings of the Board attended during the Financial Year 2017-18	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance

8K MILES SOFTWARE SERVICES LIMITED

CIN: L72300TN1993PLC101852
Reg. Office: #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai- 600 018
Tel No.: 044 6602 8000; Website: https://8kmiles.com

FORM NO. MGT -11
PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) : .....

Registered address : .....

E-mail ID : .....

Folio No. /DP ID & Client ID* : .....

No. of shares held: .....

I/We, being the holder(s) of _____ shares of 8K Miles Software Services Limited, hereby appoint:

Name : .....

Address : .....

E-mail ID : ..... Signature : ..... or failing him/her

Name : .....

Address : .....

E-mail ID : ..... Signature : ..... or failing him/her

Name : .....

Address : .....

E-mail ID : ..... Signature : ..... or failing him/her

as my / our proxy to attend and vote (on Poll) for me/us and on my/our behalf at the THIRTY THIRD ANNUAL GENERAL MEETING

("the AGM") of the Company to be held on Saturday, 29th September 2018 at 8:59 a.m. at the Aloft Chennai OMR – IT Expressway, 102, Rajiv Gandhi Salai, Sholinganallur, Chennai – 600 019, and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res. No	Description	For	Against
ORDINARY BUSINESS:			
1.	To receive, consider and adopt the audited financial statements including audited consolidated financial statements of the Company for the financial year ended 31st March 2018, together with the reports of the Board of Directors and Auditors thereon.		
2.	Rotation of Director Mr. Suresh Venkatachari (DIN 00365522)		
3.	Rotation of Director Mr. R.S.Ramani (DIN 03206751)		
SPECIAL BUSINESS:			
4.	Appointment of Mr. Vivek Prakash as an Independent Director		
5.	Issuance of Equity shares including convertible bonds/ debentures		
6.	Re-classification of Mr. M.V Bhaskar forming part of Promoter category to Public category		

Signed this _____ day of _____ 2018 Signature of Member _____

Affix Revenue Stamp

_____ _____ _____

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Note:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

2. Please put an 'X' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

3. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and Secretarial Standards -2 issued by Institute of Company Secretaries of India, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company.

   Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.

4. The Proxy-holder shall prove his identity at the time of attending the Meeting.

8K MILES SOFTWARE SERVICES LIMITED

CIN: L72300TN1993PLC101852
Reg. Office: #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai- 600 018
Tel No.: 044 6602 8000; Website: https://8kmiles.com

ATTENDANCE SLIP

THIRTY THIRD ANNUAL GENERAL MEETING ON SATURDAY, 29th September 2018 AT 8.59 A.M.

Folio No. / DP ID & Client ID	
No. of shares held	

I/We certify that I/We am/are registered Member /proxy for the registered Member of the Company.

I/We hereby record my presence at the **THIRTY THIRD ANNUAL GENERAL MEETING** of the Company to be held at 8.59 a.m. on Saturday, 29th September 2018 at the Aloft Chennai OMR – IT Expressway, 102, Rajiv Gandhi Salai, Sholinganallur, Chennai – 600 019.

Member's / Proxy's name in **BLOCK** letters

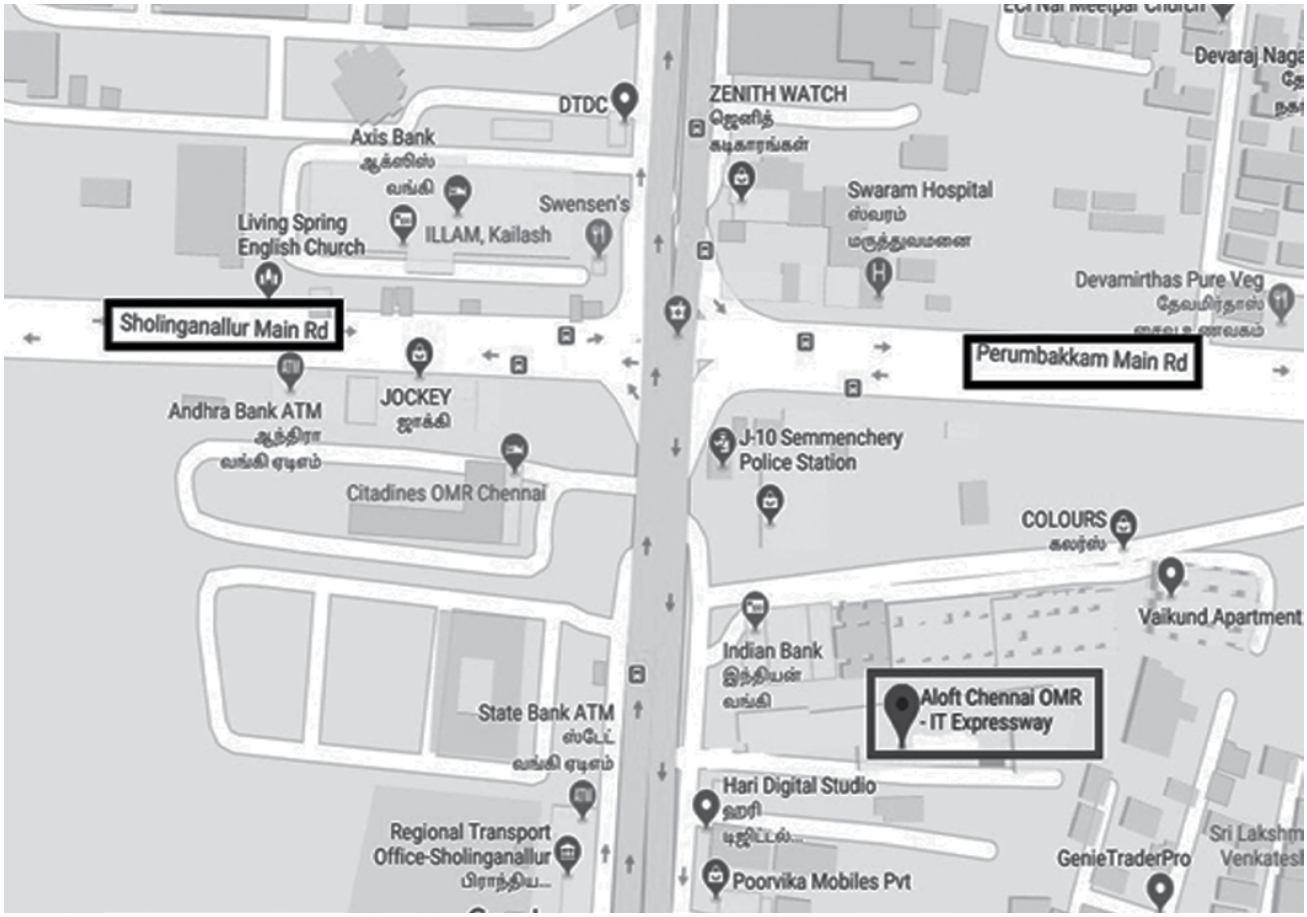
Signature of Member /Proxy

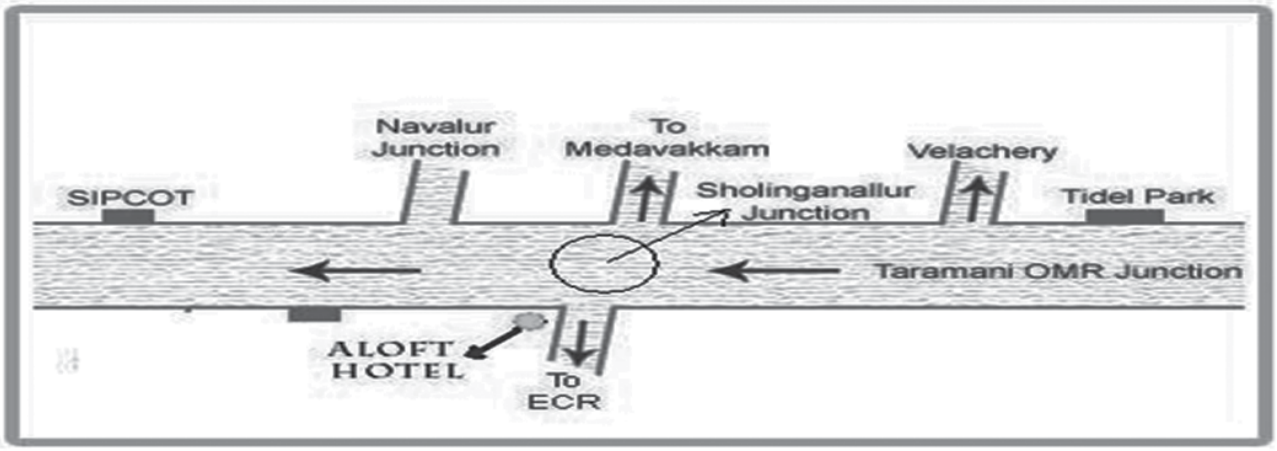
Note: Please fill in the attendance slip and hand it over at the entrance of the Meeting hall. Joint Member(s) may obtain additional attendance slip at the venue of the Meeting.

E-VOTING PARTICULARS

EVEN (eVoting Event Number)	User ID	Password

ROUTE MAP TO THE AGM VENUE





8K Miles Software Services Limited

Ref:/8K/CHN/089-18-19
07th September 2018

Dear Shareholder,

The 33rd Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, 29th September, 2018, at 08.59 AM at Aloft Chennai OMR – IT Expressway,102, Rajiv Gandhi Salai, Sholinganallur, Chennai – 600 119 (the route map is attached at the end of the Annual Report)

For your convenience, the link to open the AGM Notice along with the full Annual Report is given below.

https://8kmiles.com/Investor/Announcements/Notice-29092018.pdf

Also note that the shareholders of the Company are entitled to request and receive, free of cost, a printed copy of the Annual Report of the Company by providing the DP ID/Client ID and holding details.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, 22nd September, 2018, to exercise their right to vote by electronic means ('remote e-voting') on any or all of the businesses specified in the Notice convening the 33rd AGM of the Company. The Company has approached Central Depositary Services (India) Limited (CDSL) for providing remote e-voting services through their e-voting platform. The remote e-voting period begins on 26th September 2018 at 9.00 a.m. and ends on 28th September 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22nd September, 2018) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the Member shall not be allowed to change it subsequently.

The electronic voting particulars are set out below:

EVSN (Electronic Voting Sequence Number)	**User ID:**	**Password / Sequence No:**
180831054	Your registered ID	Your Registered Password

The facility for voting through poll shall be made available at the AGM and the Members attending the meeting who have not cast their vote by Remote E-voting shall be able to exercise their right at the Meeting through poll.

All future communications to Members would be sent in electronic form to the registered e-mail address. In case of any updation / change in your e-mail address, you are requested to promptly update the same with your DP and email to info@adroitcorporate.com

We thank you for supporting the 'Green Initiative' of the Ministry of Corporate Affairs by enabling servicing of Notices / Annual Reports /other documents electronically to your email address registered with your Depository Participant / Adroit Corporate Services Pvt. Ltd.

For 8K Miles Software Services Limited

Sd/-
Ashwin.J
Company Secretary & Compliance Officer

8K Miles Software Services Limited
Regd. Office: No.5, Cenotaph Road,
"Srinivas" Towers, II Floor, Teynampet,
Chennai – 600 018 Phone: +91-44-6602-8000
Email: contactus@8kmilessoftwareservices.com,
www.8kmiles.com CIN # L72300TN1993PLC101852