

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@8kmilesoftwareservices.com

Phone: 044 – 6602 8000

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with other applicable Rules, as amended from time to time, (including any statutory modification(s) or re-enactment thereto for the time being in force) (hereinafter referred to as ‘the Rules’) 8K Miles Software Services Limited (“the Company”) is seeking approval/ consent of Members for the Resolution, proposed to be passed through Postal Ballot/ Electronic Voting (E-Voting).

Members are requested to read carefully the instructions printed on Postal Ballot Form attached hereto, fill up the Postal Ballot form, give your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the close of working hours i.e. 17:00 hrs. (IST) on, 29th January, 2020 (Wednesday). Ballot forms received thereafter will be strictly treated as if no reply has been received from the shareholder.

Further, in compliance with Reg 44(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate to postal ballot, for all the Members of the Company. For this purpose, the Company has appointed Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling, signing and returning the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes as “Instructions/ Procedure for Voting through Electronic means” to this Notice of Postal Ballot. Please note that e-voting is optional. Members having shares in demat form and in physical form may vote by way of Postal Ballot Form or by way of e-voting.

Mr. P. Sriram, Company Secretary in Practice (Membership No. FCS 4862 and C.P. No. 3310) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot and E-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot including e-voting and the result of the voting by Postal Ballot and e-voting will be announced on 31st January, 2020 (Friday), at the registered office of the Company at No.5, Cenotaph Road, “Srinivas Towers”, II Floor, Teynampet, Chennai 600 018. The resolution, if approved by the requisite majority of the shareholders will be taken as passed effectively on 29th January, 2020 (Wednesday) i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting and shall be deemed to have been passed at the General Meeting of the Members.

SPECIAL BUSINESS

Item No. 1 Appointment of Statutory Auditors to fill Casual Vacancy.

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

“RESOLVED THAT pursuant to Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time or any other law for the time being in force, and as per the recommendation of Audit Committee and Board of Directors, M/s. K. Gopal Rao & Co, Chartered Accountants, Chennai (Firm Registration No.:000956S) be and are hereby appointed as Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of M/s. Deloitte Haskins & Sells LLP Chartered Accountants (Firm Registration No. 117366W/W-100018), Chennai.

RESOLVED FURTHER THAT M/s. K. Gopal Rao & Co., Chartered Accountants, Chennai (FRN:000956S) be entitled to hold office as Statutory Auditors of the Company up to the conclusion of ensuing 35th Annual General Meeting (2020) on such remuneration as may be fixed by the Board of Directors in consultation with them and Audit Committee.”

Item No. 2 Appointment of Mr. Desikan Balaji (DIN: 08296716) as an Independent Director of the Company

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. Desikan Balaji (DIN: 08296716), a Non-Executive Independent Director of the Company who was appointed by the Board of Directors on 20th December 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 20th December 2019 upto the conclusion of Thirty Ninth Annual General Meeting or 19th December 2024 whichever is earlier.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Chennai

Date: 30th December 2019

By order of the Board of Directors of
For 8K Miles Software Services Limited

Sd/-
Diya Venkatesan
Company Secretary & Compliance Officer

NOTES:

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appears as on 27th December, 2019 in the Register of Members/ List of Beneficial Owners, as received from Adroit Corporate Services Private Limited the Registrar and Transfer Agent of the Company.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with the Company's Registrar and Transfer Agent. For members whose e-mail addresses are not registered, physical copies of the Postal Ballot Notice along with the Postal Ballot Form are being sent by permitted mode along with a self-addressed pre-paid Business Reply envelope.
4. Members who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the Company's website www.8kmiles.com where the Postal Ballot Notice is displayed.
5. Members are requested to carefully read the instructions before exercising their vote and either return form duly completed in the attached self-addressed pre-paid postage envelope; or vote by electronic means in the manner set out herein. In each case, ensure that votes reach the scrutinizer on or before **17:00 hrs. (IST), 29th January, 2020 (Wednesday)**.
6. In case shares held by Corporate / Institutional Member (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authorised Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form by the last date.
7. The result and the report of Scrutinizer on the postal ballot and e-voting shall be communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and will also be displayed on the Company's website www.8kmiles.com
8. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed at a General meeting of the members convened in that behalf.
9. The resolutions, if approved by the requisite majority shall be deemed to have been passed effectively 29th January 2020 (Wednesday) i.e., on the last date specified for receipt of duly completed postal ballot forms or e-voting .
10. A copy of this notice has been placed on the website of the Company www.8kmiles.com and shall remain on the website until the last date for receipt of the postal ballots from the

shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and also shall be displayed on the Company's website.

11. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agent for sending future communication(s) in electronic form.
12. Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or members who have been sent this Postal Ballot electronically and who do not want to avail the E-voting facility organized through Adroit, may send a request on the e-mail id: cs@8kmiles.com by mentioning his/her Folio/DP No. and Client No. for obtaining the Notice and Postal Ballot in physical form of the Company. The Member has to send the duly completed Postal Ballot form to ensure that it reaches the Scrutinizer on or before **17:00 PM (IST), 29th January, 2020 (Wednesday)**, failing which, it will be strictly considered that no reply has been received from the Member.
13. Members have option to vote either through Postal Ballot Form or through e-voting. If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall be considered and vote through physical postal ballot shall be treated as invalid. A member cannot exercise his/her vote by proxy on postal ballot.
14. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Reg 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of CDSL to provide e-voting facility.
15. The e-voting facility will be available during the following period:
 - a) **Commencement of e-voting:** 09:00 hrs. (IST) on Wednesday, January 1, 2019
 - b) **End of e-voting:** 17:00 hrs. (IST) on Wednesday, January 29, 2019

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Instructions/ Procedure for Voting through Electronic means

The procedure and instruction for e-voting are as follows:

- 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.**
- For Queries, contact Sandeep Shinde, Manager, Adroit Corporate Services Pvt. Ltd, sandeeps@adroitcorporate.com and contact no: +91 (0)22 42270400

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, Chennai, have tendered their resignation as Statutory Auditors of the company, resulting into casual vacancy in the office of Statutory Auditors of the Company as per Section 139(8) of the Companies Act, 2013.

Casual vacancy caused by the resignation of Statutory Auditors can only be filled up by the Board subject to the approval of the members. The Board as per the recommendation of the Audit Committee, has proposed to appoint M/s. K. Gopal Rao & Co., (FRN: 000956S), Chartered Accountants, Chennai, as the Statutory Auditors of the Company to fill the casual vacancy by the resignation of M/s. Deloitte Haskins & Sells LLP, Chennai (Firm Registration No. 117366W/W-100018).

M/s. K. Gopal Rao & Co, Chartered Accountants, Chennai, have conveyed their consent to be appointed as Statutory Auditor of the Company along with confirmation, their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

In view of the above, you are requested to grant your consent to the ordinary resolution as set out in postal ballot notice dated **30th December 2019**.

None of directors, key managerial persons or their relatives, are in any way, concerned or interested in the said resolution.

ITEM No. 2

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company at its meeting held **on 20th December, 2019** had recommended to the members for the approval of appointment of Mr. Desikan Balaji as Non-Executive Independent Director of the Company.

BRIEF PROFILE

In the opinion of the Board, Mr. Desikan Balaji 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. Desikan Balaji 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. Based on his skills, experience and knowledge, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Desikan Balaji as an Independent Director pursuant to the provisions of sections 149 and 152 of the Companies Act, 2013.

Details of Mr. Desikan Balaji are provided in the "Annexure 1 " to the Notice pursuant to the provisions of (i) Companies Act, 2013 including the rules made thereunder and (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

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

Appointment of Mr. Desikan Balaji as Independent 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 or key managerial personnel or their relatives, except Mr. Desikan Balaji to whom this resolution relates is interested or concerned, financial or otherwise, if any, in respect of this resolution, except for their shareholding, if any, in the Company.

Place: Chennai

Date: 30th December, 2019

By order of the Board of Directors of
8K Miles Software Services Limited
Sd/-

Diya Venkatesan
Company Secretary

Registered Office:

No.5, Cenotaph Road,

“Srinivas Towers” II Floor,

Teynampet, Chennai 600 018.

Annexure 1

Information about the Director seeking appointment vide resolution in item no. 2 of this postal ballot notice dated 27th December, 2019 as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Desikan Balaji
Father's Name	Balaji
Director Identification Number (DIN)	08296716
Date of Birth	27 th March 1989
Age (in years)	Thirty (30)
Date of Appointment as Independent Director under the Companies Act, 2013 and SEBI Listing Regulations	20 th December, 2019
Educational Qualifications	Associate Member of Chartered Institute of Arbitrators (ACI Arb) and has qualified the Advanced Arbitration Course conducted by the Association for International Arbitration, Associate Member of Institute of Company Secretaries of India, Qualified Cost Accountant, Post Graduate Diploma in Intellectual Property Rights Law (PGDIPRL) from National Law School, Bangalore, holds a Graduation in Law and Graduation in Commerce (Accounts & Finance)
Experience	<p>Desikan Balaji is an Advocate and a corporate law consultant, based out of Chennai. He is the managing partner at DB Law Chambers specializing in Corporate laws a wide variety of matters including Mergers and Acquisitions, Corporate disputes, Shareholder disputes, winding up cases, oppression and mismanagement cases, corporate restructuring, commercial contracts, labour law management and consulting. He has providing been advisory and consulting on Corporate laws for more than a decade.</p> <p>He has ten years of experience in teaching corporate laws at various Institutes, various Colleges and Corporates in Chennai. He has written several books published by eminent publishers and articles in professional magazines and journals and is frequently invited as a speaker to several conferences and seminars organized by leading professional institutes, associations and chambers on subjects like corporate laws, Insolvency code, Arbitration, Contract laws and labour laws.</p>
Terms and conditions of appointment or re-appointment	Proposed to be appointed as a Non-Executive Independent Director as per the per resolution in Item No.2 of this postal ballot notice read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	Nil
Details of remuneration sought to be paid	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.
Directorship in other Companies	Nil
Membership of Committees in other Public Limited Companies	Nil
No. of Shares held in the Company, held either the appointee himself or on a beneficial basis for any other persons	Nil
Relationship between Directors inter se and Key Managerial Personnel	Nil
Number of meetings of the Board attended during the Financial Year 2018-19	Not Applicable

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing this form)

Sr.No.	Particulars	Details of Member(s)
1	Name(s) of member(s) (including joint holders, if any) in block letters:	
2	Registered Address of the Member:	
3	Registered Folio No./ DP ID No. and Client ID No:	
4	Number of share(s) held:	

I/ We hereby exercise my/ our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated **DATE OF NOTICE** issued by the Company by sending my/ our assent/ dissent to the said Resolution(s) by placing the tick mark (✓) in the appropriate column below:

Sr.No	Particulars	No. of equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Appointment of Statutory Auditors to fill Casual Vacancy.			
2.	Appointment of Mr. Desikan Balaji (DIN: 08296716) as an Independent Director of the Company			

Place:

Date:

(Signature of the Member/Beneficial Owner)

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PAN No./ Sequence No.

Note:

1. For instructions, please refer Postal Ballot Notice.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is 17:00 hrs. (IST) on, 29th January, 2020 (Wednesday)

INSTRUCTIONS:

1. If a member exercises voting rights through voting by electronic means (e-voting), the Postal Ballot Form need not be sent to the Company.
2. A member desirous for exercising vote by physical Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid Business Reply Envelope. Postage will be borne by the Company.
3. A member may vote through e-voting as per Information and Instructions relating to e-voting provided in the Postal Ballot Notice sent herewith.
4. The self-addressed Business Reply Envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
5. The Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, the same should be completed and signed by the first-named member and in his / her absence, by the next-named member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
6. Corporate / Institutional Members (that is, other than Individuals, HUF, NRI, etc.) opting for physical Postal Ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer along with the Postal Ballot Form. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark (✓) in the appropriate box.
7. Consent must be accorded by placing a tick mark in the column, 'I/We assent to the Resolution', or dissent must be accorded by placing a tick mark in the column, 'I/We dissent to the Resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
8. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a. Postal Ballot Form other than one issued by the Company is used;
 - b. if the same has not been signed by or on behalf of the member;
 - c. if the member's signature does not match the specimen signatures with the Company;
 - d. It is not possible to determine without any doubt the assent or dissent of the Member;
 - e. Neither assent nor dissent is mentioned;
 - f. any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
 - g. The envelope containing the postal ballot form is received after the last date prescribed (i.e., 29th January, 2020 (Wednesday));
 - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i. It is received from a Member who is in arrears of payment of calls;
 - j. if the Postal Ballot Form is received torn or defaced or mutilated in such a way that its identity as a genuine form cannot be established; and
 - k. if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
9. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 17:00 Hrs (IST) 29th January, 2020 (Wednesday). If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member / beneficial owner (in case of electronic shareholding) as on 27th December 2019 (Friday).
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.