

## Corporate Governance Report for the Quarter Ended 30th June 2017

1. Name of Listed Entity 8K Miles Software Services Limited

2. Quarter ended 30-06-17

| I. Composition of Board of Directors |                           |                     |  |  |         |  |   |  |  |
|--------------------------------------|---------------------------|---------------------|--|--|---------|--|---|--|--|
| Title (Mr. / Ms)                     | Name of the Director      | PAN & DIN           | Category (Chairperson /Executive/ NonExecutive/in dependent/Nominee) & | Date of Appointment in the current term /cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |  |
| MR                                   | SURESH VENKATACHARI       | ATNPS3289H 00365522 | MD - Executive- Non Independent  | 04-09-12   |         | 1  | 1   | 0  |  |
| MR                                   | GURUMURTHI JAYARAMAN      | AADP11767C 00416850 | Non-Executive- Independent Director                                    | 18-09-15   |         | 5  | 1   | 1  |  |
| MS                                   | PADMINI RAVICHANDRAN      | ALOPR4364D 02831078 | Non-Executive - Independent Director                                   | 18-09-15   |         | 5  | 1   | 1  |  |
| MR                                   | RAMANI RAMA SUBRAMANI     | AHVPR9966J 03206751 | Whole Time Director- Executive- Non Independent                        | 13-08-16   |         | 1  | 1   | 0  |  |
| MR                                   | LAKSHMANAN KANNAPPAN      | AMZPK0072D 07141427 | Non-Executive- Non-Independent Director                                | 30-09-16   |         | 1  | 1   | 0  |  |
| MS                                   | BABITA SINGARAM           | BTJPS3403E 07482306 | Non-Executive - Independent Director                                   | 30-09-16   |         | 5  | 1   | 0  |  |
| MR                                   | DINESH RAJA PUNNIAMCORTHY | ALIPD6880G 03622140 | Non-Executive - Independent Director                                   | 30-09-16   |         | 5  | 1   | 0  |  |
| MS                                   | SUJATHA CHANDRASEKARAN    | ANAPS4140A 07711308 | Additional Director-Non-Executive-Non-Independent                      | 08-02-17   |         | 1  | 1   | 0  |  |

SPAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen \* to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

| II. Composition of Committees               |                                    |   |
|---|------------------------------------|---|
| Name of Committee                           | Name of Committee members          | Category (Chairperson/Executive/NonExecutive/Independent/Nominee) § |
| 1. Audit Committee                          | GURUMURTHI JAYARAMAN- Chairman     | Non-Executive-Independent Director                                  |
|   | BABITA SINGARAM- Member            | Non-Executive -Independent Director                                 |
|   | DINESH RAJA PUNNIAMURTHY- Member   | Non-Executive-Independent Director                                  |
| 2. Nomination & Remuneration Committee      | DINESH RAJA PUNNIAMURTHY- Chairman | Non-Executive-Independent Director                                  |
|   | BABITA SINGARAM- Member            | Non-Executive-Independent Director                                  |
|   | PADMINI RAVICHANDRAN - Member      | Non-Executive-Independent Director                                  |
| 3. Risk Management Committee(if applicable) | NOT APPLICABLE                     | NOT APPLICABLE  |
| 4. Stakeholders Relationship Committee      | PADMINI RAVICHANDRAN - Chairman    | Non-Executive-Independent Director                                  |
|   | R.S.RAMANI - Member                | Whole Time Director-Executive-Non Independent                       |
|   | SURESH VENKATACHARI- Member        | MD - Executive-Non Independent                                      |
|   | LAKSHMANAN KANNAPPAN- Member       | Non-Executive-Non Independent Director                              |
|   | SUJATHA CHANDRASEKARAN- Member     | Non-Executive-Non Independent Director                              |

§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

| III. Meeting of Board of Directors   |   |   |
|--|---|---|
| Date(s) of Meeting (if any) in the previous quarter                                      | Date(s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
| 9th January 2017, 8th February 2017, 15th February 2017, 9th March 2017, 31st March 2017 | 10th May 2017, 19th May 2017                        | 39  |



| IV. Meeting of Committees                                   |   |   |   |
|---|---|---|---|
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter   | Maximum gap between any two consecutive meetings in number of days* |
| 5th May 2017-Audit Committee Meeting                        | YES   | 7th January 2017-Audit Committee meeting                      | 117   |
|   |   | 8th February 2017-Nomination & Remuneration Committee meeting |   |
|   |   | 8th February 2017-Stakeholder Relationship Committee meeting  |   |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

#### V. Related Party Transactions

| Subject  | Compliance status (Yes/No/NA)refer note below |
|--|---|
| Whether prior approval of audit committee obtained   | YES   |
| Whether shareholder approval obtained for material RPT   | NA  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA  |

Note 1 in the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.

#### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

J. Jayashree

Name & Designation: Jayashree Jagannathan  
Company Secretary & Compliance Officer

