

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31 MAR 2020

1. Name of Listed Entity - **8K Miles Software Services Limited**
2. Quarter ending - **31-MAR-2020**

I. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category (Chairpersons /Executive /Non-Executive/ Independent/ Nominee)	Date of appointment at current designation	Tenure	No of Directors in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	SURESH VENKATACHARI	ATNPS3289H00365522	Chairman ED	04-Sep-2012		1	1	0
Mr.	LAKSHMANAN KANNAPAN	AMZPK0072D07141427	NED	18-Sep-2015		1	1	0
Mrs.	PADMINI RAVICHANDRAN	ALOPR4364D02831078	NED	13-Feb-2019		1	1	1
Mr.	DINESH RAJA PUNNIAMOORTHY	ALIPD6880G03622140	ID	30-Sep-2016	42	1	1	1
Mrs.	BABITA SINGARAM	BTJPS3403E07482106	ID	30-Sep-2016	42	1	1	0
Mr.	DESIKAN BALAJI	AUKPD6208K08296716	ID	20-Dec-2019	4	1	2	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	DINESH RAJA PUNNIAMOORTHY	ID	Chairperson
2	BABITA SINGARAM	ID	Member
3	DESIKAN BALAJI	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PADMINI RAVICHANDRAN	NED	Chairperson
2	LAKSHMANAN KANNAPAN	NED	Member
3	SURESH VENKATACHARI	ED	Member
4	DESIKAN BALAJI	ID	Member

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
NOT APPLICABLE			

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	DINESH RAJA PUNNIAMOORTHY	ID	Chairperson
2	BABITA SINGARAM	ID	Member
3	PADMINI RAVICHANDRAN	NED	Member

Corporate Social Responsibility Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	BABITA SINGARAM	ID	Chairperson
2	DINESH RAJA PUNNIAMOORTHY	ID	Member
3	PADMINI RAVICHANDRAN	NED	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
02-11-2019		
06-12-2019		
20-12-2019		
	29-02-2020	70

IV. Meeting of Committees				
<i>Name of the Committee</i>	<i>Date of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee			02-11-2019	
		Yes	06-11-2019	
		Yes	06-12-2019	
		Yes	20-12-2019	
	29-02-2020	Yes		70
Nomination & Remuneration Committee			02-11-2019	
		Yes	20-12-2019	
	29-02-2020	Yes		
Corporate Social Responsibility		Yes	02-11-2019	
	29-02-2020	Yes		

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes

Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Website

1. Details of business – Yes
2. Terms and conditions of appointment of independent directors- Yes
3. Composition of various committees of board of directors – Yes
4. Code of conduct of board of directors and senior management personnel – Yes
5. Details of establishment of vigil mechanism/Whistle Blower policy -Yes
6. Criteria of making payments to non-executive directors – Yes
7. Policy on dealing with Related party transactions – Yes
8. Policy for determining 'material subsidiaries' – Yes
9. Details of familiarization programmes imparted to independent directors – Yes
10. Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances – Yes
11. Email address for grievance redressal and other relevant details – Yes
12. Financial Results – Yes
13. Shareholding Pattern – Yes
14. Details of agreements entered into with the media companies and/or their associates – Yes
15. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange – NA
16. New name and old name of the listed entity – NA
17. Advertisements as per Reg 47(1) – Yes
18. Credit rating or revision in credit rating obtained – NA
19. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year – Yes
20. Whether company has provided information under separate section on its website as per Reg 46(2) – Yes
21. Materiality Policy as per Reg 30 - Yes
22. Dividend Distribution Policy as per Regulation 43A – NA
23. It is certified that these contents on the website of the listed entity are correct – Yes

VII. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.-

Yes

5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
- b. Any comments/observations/advice of Board of Directors may be mentioned here: NIL

VIII. ANNUAL AFFIRMATIONS

1. Independent directors have been appointed in terms of specified criteria of 'independence' or 'eligibility' – Yes
2. Board Composition – Yes
3. Meeting of Board of directors – Yes
4. Quorum of Board Meeting – NA
5. Review of Compliance Reports – Yes
6. Plans for orderly succession for appointments- Yes
7. Code of Conduct – Yes
8. Fees/compensation – Yes
9. Minimum Information – Yes
10. Compliance Certificate – Yes
11. Risk Assessment & Management – Yes
12. Performance Evaluation of Independent Directors – Yes
13. Recommendation of Board – Yes
14. Maximum number of Directorships- NA
15. Composition of Audit Committee- Yes
16. Meeting of Audit Committee- Yes
17. Composition of Nomination & Remuneration Committee – Yes
18. Quorum of Nomination and Remuneration Committee- Yes
19. Meeting of Nomination and Remuneration Committee – Yes
20. Composition of Stakeholder Relationship Committee – Yes
21. Meeting of Stakeholder Relationship Committee- Yes
22. Composition and role of risk management committee – NA
23. Meeting of risk management committee- NA
24. Vigil mechanism – Yes
25. Policy for related party transaction – Yes
26. Prior or omnibus approval of audit committee for all related party transactions – Yes
27. Approval for material related party transactions – Yes
28. Disclosure of related party transactions on consolidated basis- Yes
29. Composition of Board of Directors of unlisted material subsidiary- Yes
30. Other Corporate Governance requirements with respect to subsidiary of listed entity- Yes
31. Annual Secretarial Compliance Report- No
32. Alternate Director to Independent Director – NA
33. Maximum Tenure- Yes
34. Meeting of Independent Directors – Yes
35. Familiarization of independent Director- Yes
36. Declaration from Independent Director- Yes
37. D & O Insurance for Independent Director – NA
38. Memberships in Committees – Yes
39. Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management Personnel- Yes
40. Disclosure of Shareholding by Non-Executive Directors – Yes
41. Policy with respect to Obligations of directors and senior management - Yes

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied – Yes

A handwritten signature in blue ink, appearing to be 'D.V.', is positioned to the left of a circular blue stamp. The stamp contains the text '8K MILES SOFTWARE SERVICES LTD.' around the perimeter and 'CHENNAI' in the center.

Name : **Diya Venkatesan**
Designation : **Company Secretary and Compliance Officer**