

**Ref: 8K/CHN/2019-20/E065****3<sup>rd</sup> February, 2020**

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

Dear Sir/Madam,

**Sub: Declaration of Result of the Postal Ballot as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)**

**Ref: Our letter no. 8K/CHN/2019-20/E060 dated 30<sup>th</sup> December 2019**

The Company had issued Postal Ballot Notice dated 30<sup>th</sup> December, 2019 pursuant to the provisions of the Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking the approval of the members of the Company in respect of the following business items as set out in the aforesaid Postal Ballot Notice.

**Agenda Items:**

**1. Appointment of Statutory Auditors to fill casual vacancy- Ordinary Resolution**

M/s. K. Gopal Rao & Co, Chartered Accountants, Chennai (Firm Registration No. 000956S) as Statutory Auditors of the Company to fill the casual vacancy, who shall hold office till the ensuing Annual General Meeting.

- **Resolution passed by shareholders with requisite majority.**

**2. Appointment of Mr. Desikan Balaji (DIN: 08296716) as an Independent Director of the Company – Ordinary Resolution**

Mr. Desikan Balaji (DIN:08296716) appointed as Non- Executive, Independent Director of the Company.

- **Resolution passed by shareholders with requisite majority.**

We also attach herewith the scrutinizer report dated 31<sup>st</sup> January, 2020 along with voting results as required under Regulation 44 of SEBI LODR.

Kindly treat this as compliance under relevant regulations of SEBI LODR.

Thanking You,

Yours Truly,

**For 8K Miles Software Services Limited**



**Diya Venkatesan**  
**Company Secretary**

Encl: a/a



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**REPORT OF THE SCRUTINIZER ON THE E-VOTING AND PHYSICAL POSTAL BALLOTS BY  
THE SHAREHOLDERS OF 8K MILES SOFTWARE SERVICES LIMITED PURSUANT TO  
SECTION 110 OF THE COMPANIES ACT, 2013**

31<sup>st</sup> January, 2020

To

THE CHAIRMAN

8K MILES SOFTWARE SERVICES LIMITED

#5, Cenotaph Road, II Floor,  
Srinivas Towers, Teynampet,  
Chennai 600 018

Dear Sir,

**SUB: PASSING OF RESOLUTION THROUGH POSTAL BALLOT - REG.**

Pursuant to the Resolution passed by the Board of Directors of 8K MILES SOFTWARE SERVICES LIMITED ("**Company**") on 20<sup>th</sup> December, 2019, I was appointed as a Scrutinizer to receive, process and scrutinize the postal ballots in respect of the Ordinary Resolution as circulated in the Postal Ballot Notice dated 30<sup>th</sup> December, 2019 pursuant to Section 110 of the Companies Act, 2013 ('the Act') & Rule 22 of Companies (Management and Administration) Rules, 2014, in respect of the following items:

**I. Appointment of Statutory Auditors to fill Casual Vacancy.**

**II. Appointment of Mr. Desikan Balaji (DIN: 08296716) as an Independent Director of the Company.**



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To enable wider participation of shareholders, approval of the shareholders were sought by means of Postal Ballot either by voting through physical Postal Ballot or through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Act and the Rules framed there under and as required under the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

Accordingly, the company had made necessary arrangements with Central Depository Services(India) Limited (CDSL), the System provider for providing a system of recording votes of the shareholders electronically through e-voting and & also organised through Adroit Corporate Services Private Limited, its Registrar and Share Transfer Agent (herein after referred as "RTA" ) to setup the e-voting facility on the CDSL e-voting platform available on its website: <https://www.evoting.com>.

The company through its RTA uploaded the Resolution together with explanatory statement on which E-voting was sought from the shareholders and for generating E- Voting Event Number (EVEN) by the system provider and also hosted the same in the website of the company [www.8kmiles.com](http://www.8kmiles.com). The Register of Members was made up, for the purpose of despatch of Postal Ballots to the shareholders on 27<sup>th</sup> December, 2019(Cut-Off Date).

### **FURTHER, I REPORT THAT:**

The postal Ballot Notice dated 30<sup>th</sup> December, 2019 were despatched to 4,241 shareholders in physical form along with Self -addressed Business Reply Inland Letter Card (BRILC) on 31<sup>st</sup> December, 2019 and also vide electronic mode to 30,093 shareholders to their email addresses registered with the Depository participant, as per the data downloaded from the National Securities Depository Services and Central Depository Services (India) Limited (CDSL) as on 27<sup>th</sup> December, 2019.





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I have received the postal Ballot forms from the shareholders during the period starting from 1<sup>st</sup> January, 2020 till 29<sup>th</sup> January, 2020 (both days inclusive). All the postal Ballot forms together with all votes cast by E-voting through CSDL received upto 29<sup>th</sup> January, 2020, being the last date fixed by the company for receipt of the ballot forms & exercise of vote by electronic means, were considered for my scrutiny.

On scrutiny, I report that 79 Shareholders had exercised their vote through Electronic mode (E-voting) and 40 Shareholders had exercised their vote through Physical Postal Ballot. The voting was reckoned in proportion to a member's shares of vote rights on the paid up share capital of the Company.

The summary of the Postal Ballot is as per the attached **Annexure 1** and the results of the Postal Ballot in respect of Item Nos: 1 and 2 are given hereunder

**ORDINARY RESOLUTION 1: APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:**

**"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."

  




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Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
<b>Total Postal Ballot Forms Received by:</b>			
Electronic Mode	79	12824502	99.69
Physical Mode	40	38594	0.30
Less: Invalid Postal Ballot forms *	12	2230	0.01
<b>NET VALID POSTAL BALLOT IN PHYSICAL &amp; ELECTRONIC MODE</b>	<b>107</b>	<b>12860866</b>	<b>100%</b>
<b>Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION</b>			
In Electronic Mode	72	12823955	99.68
In Physical Mode	25	36359	0.29
<b>Total Postal Ballot with "ASSENT" in Physical &amp; Electronic Mode</b>	<b>97</b>	<b>12860314</b>	<b>99.99%</b>
<b>Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION</b>			
In Electronic Mode	7	547	0.01
In Physical Mode	3	5	0.01
<b>Total Postal Ballot with "DISSENT" in Physical &amp; Electronic Mode</b>	<b>10</b>	<b>552</b>	<b>0.01%</b>

**RESULT :** Total votes for Item No. 1 polled **FOR** ORDINARY RESOLUTION is 99.99% and the total votes polled **AGAINST** ORDINARY RESOLUTION is 0.01%

  




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**ORDINARY RESOLUTION 2: APPOINTMENT OF MR. DESIKAN BALAJI (DIN: 08296716) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

**“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.”

  




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Details	No. of Postal Ballot Forms	No. of votes	Percentage (%)
<b>Total Postal Ballot Forms Received by:</b>			
Electronic Mode	79	12824502	99.69
Physical Mode	40	38594	0.30
Less: Invalid Postal Ballot forms *	12	2230	0.01
<b>NET VALID POSTAL BALLOT IN PHYSICAL &amp; ELECTRONIC MODE</b>	<b>107</b>	<b>12860866</b>	<b>100</b>
<b>Postal Ballot forms with "ASSENT" as ORDINARY RESOLUTION</b>			
In Electronic Mode	71	12823951	99.68
In Physical Mode	25	36359	0.28
<b>Total Postal Ballot with "ASSENT" in Physical &amp; Electronic Mode</b>	<b>96</b>	<b>12860310</b>	<b>99.99%</b>
<b>Postal Ballot Forms with "DISSENT" as ORDINARY RESOLUTION</b>			
In Electronic Mode	8	551	0.01
In Physical Mode	3	5	0.02
<b>Total Postal Ballot with "DISSENT" in Physical &amp; Electronic Mode</b>	<b>11</b>	<b>556</b>	<b>0.01%</b>

**RESULT :** Total votes for Item No. 2 polled **FOR** the ORDINARY RESOLUTION is 99.99% and the total votes polled **AGAINST** the ORDINARY RESOLUTION is 0.01%

  






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**RESULT OF THE POSTAL BALLOT:**

The Ordinary Resolutions 1 and 2 set out in the Notice of the Postal Ballot requires not less than two times the number of votes, if any, cast against the resolution by members so entitled and voting in order to pass the Resolution. I report that all the said Ordinary Resolution Nos. 1 and 2 has been passed by the shareholders with requisite majority.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text 'P. Sriram &amp; Associates' around the top edge, 'PCS' in the center, and 'Mandaveli, Chennai-28' around the bottom edge.

**(P.Sriram)**  
**Practising Company Secretary**  
**Certificate of Practice No: 3310**  
**Membership No: FCS 4862**  
**UDIN: F004862B000113388**