

Ref: 8K/CHN/2020-21/E028**22nd July 2020**

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 Ltd , Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.
Scrip Code: 512161 ISIN NO- INE650K01021	EQ – 8K MILES

Dear Sir/Madam,

Subject: Annual Secretarial Compliance Report for the Financial Year 2019-20

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), read along with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/109 dated June 25, 2020, please find enclosed the Annual Secretarial Compliance Report of the Company issued by P Sriram & Associates, Practising Company Secretaries for the financial year 2019-20.

Please take a note of the above at your end.

Thanking You,

Yours Truly,

For **8K Miles Software Services Limited**

GANESH SRI
VIGNESH

Digitally signed by
GANESH SRI VIGNESH
Date: 2020.07.22
14:16:00 +05'30'



G Sri Vignesh
Company Secretary



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SECRETARIAL COMPLIANCE REPORT OF 8K MILES SOFTWARE SERVICES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020

I, P. Sriram, Proprietor, P. Sriram & Associates have examined:

- a) All the documents and records made available to us and explanation provided by 8K Miles Software Services Limited (“the listed entity”),
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31st March, 2020 (“Review Period”) in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, including:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;





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- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the company during the review period)*
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not applicable to the company during the review period)*
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the company during the review period)*
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not applicable to the company during the review period)*
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- j. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;






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Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Non reporting of Financial Statement Within 60 days for the Quarter ended 31st March 2019	The Company has filed the Financial results for the year ended 31st March 2019 on 2nd November 2019 which was delayed by around 95 days	on the basis of the letter received from stock exchange (BSE & NSE Dated June 17, 2019) the company had paid a sum of Rs. 7,85,000 as penalty to the Stock exchanges
2	non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Non reporting of Financial Statement Within 45 days for the quarter ended June 2019	The Company has filed the Financial Results for the quarter ended 30th June 2019 on 29th February 2020 was delayed by around 199 days	on the basis of the letter received from stock exchange (BSE & NSE Dated August 30, 2019) the company had paid a sum of Rs. 4,05,000 as penalty to the Stock exchanges

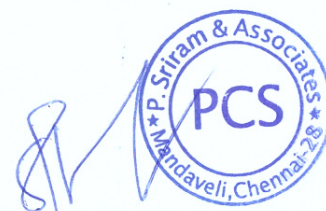




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3.	Non- Composition of Board of Directors pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Pursuant to change in the designation of Director as on 06th September 2019, the company's composition of the Board was reconstituted and thereby non compliance of Regulation 17(1) (b) of SEBI LODR pursuant to number of independent Director	The Non-compliance of constitution of the Board pursuant provisions of Regulation 17 of SEBI LODR had been made good with changes in the Constitution of the Board in line with the Regulation of SEBI by quarter ended December 2019. BSE vide letter dated October 31,2019 had levied penalty for the non-compliance a sum of Rs. 147500 and the company had paid the same on 16 th November 2019. NSE Vide Letter Dated November 01 2019 had levied penalty for the non compliance a sum of Rs. 1,47,500 and the company had paid the same on 18 th November 2019.
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.





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- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1	NSE/BSE	non-compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended March 2019 and for the quarter ended June 2019	The Stock exchanges had levied penalty for the non compliance of Regulation 33 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as above mentioned.	The Company has filed the Financial Results for the quarter ended March 2019 and 30th June 2019 and also paid the penalty levied by the stock exchange as above mentioned.
	NSE/BSE	Pursuant to the Notice issued by BSE dated 11 Oct 2019 the company is suspended with effect from November 04, 2019 and Pursuant to the Notice issued by NSE dated October 11, 2019 the company is suspended with effect from November 04, 2019	Suspended from trading on account of non compliance of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The promoters holding held in their demat accounts were frozen by the stock exchange.	As on date of this report The Company has submitted all the documents pertaining to the revocation of suspension and also made payment for the levied penalties to BSE & NSE. The Company has filed the application seeking in-principle approval for revocation of suspension of trading on securities

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Apart from the above the company had received an email communication from Forensic Accounting Cell, Investigations Department, Securities & Exchange Board of India seeking clarification on the suspected offence involving fraud had occurred in the Company as reported by Deloitte Haskins & Sells LLP ("Deloitte"), erstwhile statutory auditors of the company dated February 12, 2020 for which the company had submitted its reply dated 29th February 2020. Subsequently SEBI Forensic Accounting Cell, Investigations Department had raised further queries in this regard for which the company is yet to provide their reply due to this covid-19 pandemic issue. However necessary extension for time to provide reply/clarifications has been provided by SEBI for the same vide email dated June 15, 2020

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	NIL	NIL	NIL	NIL

Place: Chennai
Date: 23.06.2020



For P. Sriram & Associates

P.Sriram
FCS No: 4862
C P No.: 3310
UDIN: F004862B000371514