

Ref No: 12-13/8KMILES-CO/02/R
29th September 2012



The Deputy General Manager
Department of Corporate Services
Bombay Stock Exchange limited
14th Floor, Rotunda Building
Dalal Street
Mumbai - 400 001

Script Code: 512161

Dear Sir,

Sub: Outcome of 27th Annual General Meeting

27th Annual General Meeting was held at the registered office of the Company located at 1-7-241/11/D, S.D.Road, Secunderabad - 500 003 as per schedule.

Summary of Proceedings at 26th AGM of the Company:

1. **Chairman Welcome The Shareholders**

At 3.00 p.m. and the necessary quorum being present, Chairman called the meeting to Order and welcomed the Shareholders to the 27th Annual General Meeting.

2. Thereafter Chairman introduced the Directors present and other invites on dais.

3. **Proxies And Directors' Shareholding Register**

List of Proxies received and the Register of Directors' shareholding maintained u/s 307 of the Companies Act, 1956 was placed on the table and also kept open to the members.

4. **Notice**

Since the notice of the Meeting has been already circulated, with the permission of the Shareholders, it was taken as read.

5. **Auditors Report**

Chairman requested Mr. R.S. Ramani, Whole Time Director to read the Auditors' Report for the year ended 31st March, 2012.

Mr. R.S.Ramani read out the main text of Auditors Report and with the permission of the Shareholders, the Annexure to the Auditors' Report was taken as read.



8KMILES SOFTWARE SERVICES LIMITED

Registered Office - 1-7-241/11/D, S.D. Road, Secunderabad - 3. A.P. INDIA.

Corporate Office - #7, 3rd Floor, Ganapathy Colony, 3rd St, Teyrnampet, Chennai - 600018. Ph: 4500 0749



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6. Chairman's Statement

The Chairman read out his speech and also circulated statement to the shareholders present.

Thereafter, with the permission of the members, Chairman took up general business and resolutions:

7. Resolution No.1

Chairman proposed Ordinary Resolution No. 1 in respect of Adoption of accounts and Reports of Directors & Auditors for the year ended 31st March, 2012.

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date, and the reports of the Directors and the Auditors thereon, submitted to this meeting, be and are hereby approved and adopted."

The Resolution is proposed by: Shri R.S.Ramani
Seconded by : Shri Dorai Ramji (represented by Proxy KRK Prasad)

The chairman invited comments and questions from the members present. The Chairman and Directors replied to the questions and observations made by the members.

Thereafter, Chairman put resolution for vote and after show of hands, the resolution has been carried out unanimously and declared as approved.

8. Resolution No. 2

Then Chairman moved to Ordinary Resolution No. 2 regarding re-appointment of Mr. Vedantharamanujam Srinivasan as under:

"RESOLVED THAT Mr. Vedantharamanujam Srinivasan, who retires by rotation pursuant to the Articles of Association of the Company and being eligible for re-appointment, be and he is hereby reappointed as a Director of the Company."

Proposed by : Shri Suresh Venkatachari (represented by Proxy Mr Sheshasayi I)
Seconded by : Shri R.S.Ramani

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.





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9. Resolution No.3

Then Chairman moved to Ordinary Resolution No. 3 regarding re-appointment of Ms. Padmini Ravichandran as a Director.

"RESOLVED THAT Mr. Padmini Ravichandran who retires by rotation pursuant to the Articles of Association of the Company and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company."

Proposed by : Shri Suresh Venkatachari (represented by Proxy Mr Sheshasayi_D)
Seconded by : Shri R.S.Ramani

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.

10. Resolution No. 4

Then Chairman moved to Ordinary Resolution No. 4 regarding appointment of Statutory Auditors of the Company and authorizing the Board of Directors to fix their remuneration. M/s GHG Associates express their willingness to be re-appointed as the Statutory Auditors of the Company. The Board of Directors at their meeting held on 03rd September, 2012 recommended re-appointment of M/s GHG Associates as an auditor of the Company from the conclusion of this AGM till the conclusion of the next AGM. The necessary notice for the said appointment is received and it is recommended to appoint M/s GHG Associates as an Auditor of the Company. Thereafter resolution has been put as under:

"RESOLVED THAT M/s. GHG Associates, Chartered Accountants, be and they are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 27th Annual General Meeting until the conclusion of the 28th Annual General Meeting to conduct the audit of the accounts of the Company for the financial year 2012-13, at such remuneration plus service tax and out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

Proposed by : Shri R.S.Ramani
Seconded by : Shri Dorai Ramji (represented by Proxy KRK Prasad)

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.





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11. Resolution No.5

The Chairman moved to Ordinary Resolution No.5 regarding the resignation of Shri Ravi Surana from the Directorship. Shri Ravi Surana has vide his letter dated 3rd September 2012 has resigned from the Board of the Company. Thereafter, he placed the resignation letter of Shri Ravi Surana before the members for their consideration.

"RESOLVED THAT the resignation of Shri Ravi Surana from the directorship of the Company be and is hereby accepted with effect from 3rd September 2012".

"RESOLVED FURTHER THAT the Board/Members of the company places on record its appreciation for the assistance and guidance provided by Shri Ravi Surana during his tenure as Director of the Company".

"RESOLVED FURTHER THAT Shri R.S.Ramani, Whole Time Director of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to the resignation of aforesaid person from the directorship of the Company."

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.

12. Resolution No. 6

Then chairman moved to Resolution No. 6, regarding the resignation of Shri G P Surana from Managing Director of the Company due to his other commitments. Shri G P Surana has vide his letter dated 3rd September 2012 has resigned from the Board of the Company. Therefore, he placed the resignation letter of Shri G P Surana before the members for their consideration.

"RESOLVED THAT the resignation of Shri G P Surana from the directorship of the Company be and is hereby accepted with effect from 3rd September 2012".

"RESOLVED FURTHER THAT the Board/Members of the company places on record its appreciation for the assistance and guidance provided by Shri G P Surana during his tenure as Managing Director of the Company".

"RESOLVED FURTHER THAT Shri R.S.Ramani, Whole Time Director of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary to the resignation of aforesaid person from the directorship of the Company."





13. Resolution No.7

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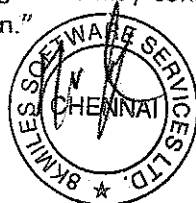
The Chairman moved to Resolution No.7 in connection to the appointment of Mr. Suresh Venkatachari as the Managing Director of the Company subject to the ratification of the resolution by the Shareholders in the 27th Annual General Meeting and approval of Central Government or Registrar of Companies as the case may be. The necessary notice for the said appointment is received and, the resolution was approved by Shareholders, receiving the required majority and hence it is recommended to appoint Mr Suresh Venkatachari as the Managing Director of the Company. There after the resolution has been put as under: -

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") as amended or re-enacted from time to time, read with Schedule XIII and subject to the approval of Central Government, consent of the Company be and is hereby accorded to appoint Mr. Suresh Venkatachari as Managing Director of the company for a period of five years with effect from 4th September 2012 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of the said appointment and / or remuneration in such manner as may be agreed to between the Board and Mr. Suresh Venkatachari without being required to seek the further approval of members within the limits as prescribed and any action taken by the Board in this regard be and is hereby ratified and he is not liable to retire by rotation."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Suresh Venkatachari as the Managing Director of the Company, the total remuneration comprising of Basic Salary and other applicable allowances together with other perquisites and/or benefits as per the policy of the Company, as stipulated, be paid to him as minimum remuneration, subject to the provisions of Schedule XIII to the Companies Act, 1956, as amended from time to time or any equivalent statutory re-enactment thereof for the time being in force."

"RESOLVED FURTHER THAT the board of directors of the company be and is hereby authorized to alter the overall remuneration payable to Mr. Suresh Venkatachari, so as not to exceed the limits as may be stipulated by the Central Government from time to time."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to submit and file necessary form(s), application(s), writing(s), and other necessary document(s) to the Central Government and/ or Registrar of Companies and to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution."





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Proposed by : Shri R.S.Ramani
Seconded by : Shri Dipin Surana(Represented by Mr. G.P.Surana)

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.

~~14.~~ 14. CONCLUSION

The Chairman informed that all the agenda items are transacted and declared that the Meeting stands concluded.

~~15.~~ 15. VOTE OF THANKS

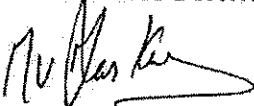
Chairman thanked all members, associates and invitees to attend the meeting and also for their cooperation and requested them for refreshments.

The shareholders also thanked to the Chairman and Board members. Thereafter the meeting stands concluded.

This is for your information and noting.

Thanking you,

Yours faithfully
For 8K Miles Software Services Limited


M.V. Bhaskar
Director / Chairman

