

Notice is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of the Company will be held on Tuesday, 28th Day of October 2014 at “Green Room” 1st Floor, No.70, Velayudham Colony, Ponniamman Kovil Street, Saligramam, Chennai 600 093 at 10.00 am to transact the following business: -

1. To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c), other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules framed there under (including any statutory modification or re-enactment thereof for the time being in force) (“Companies Act”) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”), relevant provisions of the Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and subject to the requisite approvals, permissions or consents, if any, of the Central Government, Reserve Bank of India, stock exchanges, SEBI, banks, financial institutions and any other appropriate authorities under any other applicable laws, rules and regulations in force for the time being and from time to time (“Concerned Authorities”) in this regard and further subject to such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested by any of the Concerned Authorities while granting such approvals, permissions or consent as may be necessary or which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to; the consent and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 14,00,000 Warrants to the promoters and strategic investors with a right exercisable by the Warrant holders to subscribe for one equity share per Warrant (all of which hereinafter collectively referred to as “Securities”) on such other terms and conditions as the Board may in its absolute discretion decide at the time of issue of Securities, and at such price or prices, including premium if any, as may be determined and approved by the Board in accordance with the provisions specified in the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of the Warrants shall be on the following terms:

1. An amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the warrant holder(s) upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s). The amount paid against Warrants shall be adjusted/ set off against the Issue Price of the resultant Equity Shares;

2. If the entitlement against the Warrants to apply for the equity shares is not exercised within eighteen months from the date of issue of Warrants, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrant shall stand forfeited by the issuer.

RESOLVED FURTHER THAT the Relevant Date for the purpose of determination of the Issue price of securities, under Chapter VII of SEBI ICDR Regulations be fixed as 28th September, 2014, being 30 days prior to the date of the Extra Ordinary general Meeting of the shareholders of the Company to be held for the purpose of considering the proposed Issue of Warrants.

RESOLVED FURTHER THAT the price of the Securities to be issued be calculated in the manner prescribed under Chapter VII of the SEBI ICDR Regulations on preferential issue.

RESOLVED FURTHER THAT the equity shares to be issued upon exercise of option by Warrant holders shall rank pari-passu in all respects with the existing equity shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Securities to be issued and allotted to the proposed allottees shall be subject to lock-in, in accordance with the regulation 78 of Chapter VII of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the entire pre-issue shareholding of proposed allottees shall be under lock-in from the relevant date up to a period of six months from the date of preferential allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon exercise of the entitlement attached to Warrants, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilization of proceeds of the Warrants / Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director(s) or to any Committee of Directors or

any other officer(s) of the Company or any other person as the Board may at its absolute discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution.”

**By Order of the Board
For 8K Miles Software Services Limited**

Place: Chennai
Date: 04th October 2014

Sd./-
(Suresh Venkatachari)
Managing Director

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate should not be more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 1 of the Notice, is annexed hereto.
4. Members / proxies are requested to bring the duly filed attendance slip sent herewith for attending the meeting, and affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the Hall to attend the meeting
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.

7. Corporate Members are requested to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

8. Members are requested to:

Intimate immediately any change in their address to the Company's Registrar and Share Transfer Agents - Adroit Corporate Services Private Limited, Industries Estate, Makwane Road, Naronvaka, Andheri (East), Mumbai-59

Quote Folio No. in all correspondence and in case the shares are held in dematerialized form, quote DP ID and Client ID number.

Register their e-mail address with their respective depository participant to receive the Annual Report and other communications from the Company electronically.

9. Pursuant to provisions of section 108 of the Companies Act 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The instructions for members voting electronically are as under:

The voting period shall begin on Tuesday, October 21, 2014 at 08.00 a.m. (IST) and shall end on Thursday, October 23, 2014 at 08.00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 30th September, 2014 being the cut of date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID.

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

(iv) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the saiddemat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “8K MILES SOFTWARE SERVICES LIMITED” Company Name on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates or Custodians.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user, should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

10. General Instruction:

- (i) The Company has appointed Mr.M. Rathnakumar, Practicing Company Secretary, No.4/1 A, Balaji Apartments, First Cross Street, Seethammal Colony, Alwarpet, Chennai – 600 018 as scrutinizer (“the Scrutinizer”) for conducting the e-voting process for the Extra Ordinary General Meeting in a fair and transparent manner.

- (ii) The Scrutinizer shall, within a period of not exceeding 3 (three) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (iii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 30th September, 2014.
- (iv) The Results shall be declared on or after the EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.8kmiessoftwareservices.com and on the website of CDSL within two days of the passing of the resolutions at the EGM to be held on 28th October, 2014 and shall be communicated to BSE Ltd., and National Stock Exchange of India Limited.

ANNEXURE TO THE NOTICE DATED 04TH OCTOBER, 2014

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013:

The Board of Directors of the Company at its meeting held on 29th September, 2014 approved the proposal to issue up to 14,00,000 Warrants to the promoters and strategic investors through a preferential issue in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and subject to approval of Members of the Company and other necessary approval(s) of the regulatory authorities from time to time.

The price of the Securities to be issued is being calculated in accordance with the provisions for preferential issue as laid under Chapter VII of the SEBI ICDR Regulations which inter alia provides that the equity shares and Warrants shall be allotted at a price not less than higher of the following:-

- (a) The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the twenty six (26) weeks preceding the relevant date; or
- (b) The average of the weekly high and low of the closing prices of the Company's equity shares quoted on the Stock Exchange(s) during the two (2) weeks preceding the relevant date.

The relevant date for determination of price for issue of equity shares and equity shares arising upon exercising option by Warrant holders shall be 28th September, 2014, being the date which is 30 days prior to the date of the Extra Ordinary General Meeting to be held for the purpose of considering the proposed Issue.

The following disclosure is made in accordance with the provisions of Chapter VII of SEBI ICDR Regulations for preferential issue:

I. Object of the preferential issue and details of utilization of proceeds:-

The object of the issue is to augment of long term resources of the Company for further consolidating and capitalizing Company's investments in USA subsidiaries and use those funds for both organic and inorganic growth through subsidiary companies or otherwise.

II. Intention of the promoters/directors/key management personnel to subscribe to the offer: -

The preferential issue is being made, amongst others, to Mr. Suresh Venkatachari and Mr. R S Ramani, both Directors of the Company and also covered under the Promoter Group. Both Mr.Suresh Venkatchari and Mr. R S Ramani are interested in the proposal to the extent of the Securities to be issued and allotted to them. None of the other directors/key managerial personnel of the Company would be subscribing to the preferential issue of Warrants proposed to be issued by the Company.

III. Terms of issue of warrants:

The Proposed allottees of Warrants shall be required to pay an amount equivalent to 25% of the Issue Price at the time of subscription and allotment of each Warrant. The balance 75% of the Issue Price shall be payable by the warrant holder(s) upon exercise of the entitlement attached to Warrant(s) to subscribe for Equity Share(s) within a period of eighteen months from the date of allotment of Warrants. The initial amount of 25% paid against the Warrants shall be adjusted / set off against the Issue Price of the resultant Equity Shares. The allottees shall be entitled to exercise their right to subscribe for the Equity Shares in one or more tranches as and when they deem fit within the prescribed period of eighteen months. The allottees shall be required to pay the balance amount of 75% of the Issue Price to the extent of the number of Equity Shares they intend to subscribe in each such trench.

If the entitlement against the Warrants to apply for the equity shares is not exercised by the warrant holders, within the specified period of eighteen months as stipulated under regulations 75 of ICDR Regulations 2009, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.

Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the warrants, as above, the Board (or a Committee thereof) shall allot one equity share per Warrant by appropriating Rs. 10/-towards equity share capital and the balance amount paid

against each Warrant towards the securities premium. The allotment shall only be made in the dematerialized form.

The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or Warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other Members of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.

The equity shares issued as above shall rank pari-passu with the existing equity shares of the Company in as respect and be listed on stock exchanges where the Equity Shares of the Company are listed.

IV. Lock-In period:

The equity shares allotted to proposed allottees pursuant to conversion of Warrants to the person(s) within the Promoter Group shall be subject to a lock in for a period of 3 (three) years and equity shares allotted pursuant to conversion of Warrants to the person(s) not within the Promoter Group shall be subject to lock in for a period of 1 (one) year from the date of granting trading permission for such equity shares by the stock exchange in terms of Regulation 78 (1) and 78(2) of Chapter VII of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of proposed allottees shall be under lock-in from the relevant date up to a period of six months from the date of preferential allotment.

V. Pre and Post preferential issue Shareholding Pattern:

Sr. No.	Categories	Pre issue shareholding as on 30 th September, 2014		Shareholding after issue of 13,00,000 warrants	
		No. of Shares	% of Holding	No. of Shares	% of Holding
1	Promoters and Promoter Group	6656935	66.28	7256935	63.41
2	Mutual Funds/UTI	504029	5.02	504029	4.40
3	Financial Institutions/banks	0	0.00	0	0.00
4	Bodies Corporate	332567	3.31	332567	2.91
5	Individuals	2406729	23.96	2706729	23.66
6	Clearing Members	23935	0.24	23935	0.21
7	Foreign Nationals/NRIs	116907	1.16	116907	1.02
8	Hindu Undivided Family	0	0.00	500000	4.37
9	Foreign Institutional Investor (FIIs)	3000	0.03	3000	0.02
10	Others	0	0.00	0	0.00
		10044102	100.00	11444102	100.00

VI. Identity and percentage of pre and post preferential issue capital held by proposed allottees:

Name of Proposed Allottees	Pre-issue Shareholding		Shareholding after conversion of warrants	
	No. of Shares	%	No. of Shares	%
Suresh Venkatachari R S Ramani (Promoter Group)	5936075 659065	59.10 6.56	6386075 809065	55.80 7.04
SandeepTandon – HUF SarojiniTandon Karthik Ramakrishnan-HUF	0.00 0.00 0.00	0.00 0.00 0.00	400000 300000 100000	3.50 2.62 0.87

VII. Proposed time within which the allotment shall be completed:

The Securities shall be issued and allotted within a period of fifteen (15) days from the date of passing of the Special Resolution, provided that where the allotment of such Securities is pending on account of pendency of any regulatory approval for such allotment, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the applicable SEBI ICDR Regulations as amended from time to time.

VIII. Change in control:

There will be no change in the Board of Directors and no change in the control over the Company consequent to the issue of Securities as aforesaid.

IX. Undertakings:

In terms of SEBI ICDR Regulations, the Company hereby undertakes that:

- i. It shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so.
- ii. If the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by allottees.

X. Auditor's Certificate:

A copy of certificate issued by M/s. GHG Associates, Chartered Accountants, Statutory Auditors of the Company certifying that the proposed issue of equity shares and warrants are being made in accordance with the Chapter VII of SEBI ICDR Regulations, will be available for inspection by the members of the Company at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on any working day up to the date of the ensuing General Meeting, except Saturdays and will also be laid before the said General Meeting.

Pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and as per ICDR Regulations, the above Preferential Issue requires approval of members by way of passing Special Resolution.

The Board recommends the said resolution to be passed as a Special Resolution.

Mr. Suresh Venkatachari and Mr. R S Ramani, Directors, are concerned and interested in the resolution to the extent of the warrants/ shares to be allotted to them. None of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs are in any way concerned or interested in the proposed Resolution.

**By Order of the Board
For 8K Miles Software Services Limited**

Sd./-
**(Suresh Venkatachari)
Managing Director**

Place: Chennai
Date: 04th October 2014

ATTENDANCE SLIP

(Extra Ordinary General Meeting –28th October 2014)

DP ID:

Reg Folio No.:

CLIENT ID:

I certify that I am a member/proxy for the member of the Company. I hereby record my presence at the Extra Ordinary General Meeting of 8K Miles Software Services Limited held at “Green Room” 1st Floor, No.70, Velayudham Colony, Ponni Amman koil Street, Saligramam, Chennai – 600 093, at 10.00 am

Member/Proxy name in BLOCK LETTERS
Signature

Member/Proxy
Signature

Note: 1) Member/Proxy must bring the attendance slip to the meeting and hand it over, duly signed at the registration Counter. 2) NO GIFT WILL BE GIVEN

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SOFTWARE SERVICES LIMITED

Regd. Office:1-7-241/11/D.S.D.Road, Secunderabad – 500 003

PROXY FORM

I / we, _____ of _____, being a Member of 8K Miles Software Services Limited hereby appoint _____ as my / our proxy to attend and vote on my / our behalf at the Extra Ordinary General Meeting to be held at “Green Room” 1st Floor, No.70, Velayudham Colony, Ponni Amman koil Street, Saligramam, Chennai – 600 093, at 10.00 am or at any adjourned meeting thereof.

Signed this _____ day of _____ 2014.

Folio No.	
No. of shares held	
DP ID / Client ID	

Please affix
1 Rupee
Revenue
Stamp

Signature of Proxy Signature of Member

Note:

1) Proxy needs to be a member 2)The proxy form, complete in all respects should reach the Company's Corporate Office, No.7, 3rd Street, Ganapathy Colony, Teynampet, Chennai – 600 018 not later than 48 hours before commencement of the aforesaid Meeting.