

CIN No.L72300AP1993PLC015804

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRA-ORDINARY GENERAL MEETING OF 8K MILES SOFTWARE SERVICES LIMITED HELD ON TUESDAY, OCTOBER 28, 2014 AT "GREEN ROOM", 1ST FLOOR, NO. 70, VELAYUDHAM COLONY, PONNIAMMAN KOVIL STREET, SALIGRAMAM CHENNAI – 600 093 AT 10.00 A.M.

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;

8K MILES Software Services Limited

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

Corp. Office : #7, 3rd Floor, Ganapathy Colony 3rd Street, Teynampet, Chennai - 600 018. Phone: +91-44-4500 0749



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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.

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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



P. Krishnasamy
Company Secretary



Place: Chennai
Date: 28th October 2014



M.RATHNAKUMAR & Co
COMPANY SECRETARIES

Mobile : 92833 22094

Ph : 24362067

No. 4/1A, Balaji Apartments,

1st Cross St,

Seethammal Colony,

Alwarpet, **CHENNAI - 600018.**

E-mail : rathnakumar.fcs@gmail.com

FORM No. MGT-13
Report of Scrutinizer

Pursuant to section 108 of the Companies Act, 2013 Rule 20 of Companies (Management and Administration) Rules, 2014

To,

The Board of Directors,

Extra ordinary General Meeting of the Equity Shareholders

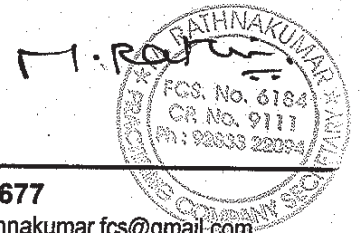
of M/s. 8K MILES SOFTWARE SERVICES LIMITED

Regd off: 1-7-241/11/D, S.D.Road, Secunderabad - 500003

Dear Sir,

I, M.Rathnakumar, Practicing Company Secretary, appointed as a Scrutinizer for the purpose of e-Voting to scrutinize and verify both physical and electronic ballots received and unblock the votes in favour or against, if any, and to report forthwith to the Chairman, on the resolution(s) annexed herewith, at the Extra-ordinary General Meeting (EGM) of the Equity Shareholders of M/s. **8K MILES SOFTWARE SERVICES LIMITED**, held on 28th day of October, 2014, at 10.00 am at "Green Room" 1st Floor, No.70,Velayudham Colony, Ponniammam Kovil Street, Saligramam, Chennai 600 093, do hereby submit my report pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement entered into with the stock exchanges as under:

8K MILES SOFTWARE SERVICES LIMITED through Adroit Corporate Services Private Limited, (RTA) uploaded the resolutions together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVSN) by the system provider (RTA). The Register of Members was made up, for the purpose of dispatch of Notice of the EGM to the shareholders as of 04th day of October 2014.



Resi : G-2, i Block Land Marvel Garden Pillayar Kovil St, Rajajinagar,
Thiruvanniyur, **CHENNAI - 600041.**

☎ 24480677

E-mail : rathnakumar.fcs@gmail.com

1. All e-voting received up to 23th October, 2014 till 08.00 P.M, being the last date and time fixed by the Company for receipt of e-voting, and all ballot forms received at EGM were considered for my scrutiny.
2. The locked E-Votes on the websites of Adroit have been unblocked by me in the presence of two witnesses namely Mr. Rajendran.K and Mr.S.Senthamizhselvan who are not employees of 8K Miles Software Services Limited. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.
3. The results of the e-votes item wise are as per annexure, while 19 members participated in the e-voting during the period 21st October,2014 to 23rd October 2014, 10 members cast their votes at the EGM held on 28th October 2014. Thus 29 members in all exercised their voting rights for the resolutions mentioned in the EGM Notice.
4. The register and all other papers relating to electronic voting shall remain in my safe custody until the Company Secretary considers, approves and signs the minutes and thereafter, I will return the register and other related papers to the company.
5. All other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.
6. The Company Secretary declared the results of the Extra-ordinary General Meeting accordingly.

Thanking you,

Yours' faithfully,

M. Rathnakumar

M.Rathnakumar

Practicing Company Secretary

Scrutinizer

Place: Chennai

Date: 28/10/2014



CS. M. RATHNAKUMAR B.COM., B.L., F.C.S.,
Practising Company Secretary
FCS. No. 6184. CP. No. 9111
Flat No. 4/1A, Balaji Apartments,
1st Cross St., Seethammal Colony,
ALWARPET, CHENNAI - 600 018
Mobile : 92833 22094

8K MILES SOFTWARE SERVICES LIMITED

SUMMARY OF BALLOTS – CONSOLIDATED (PHYSICAL & ELECTRONIC)

STATEMENT OF BALLOTS RECEIVED IN RESPECT OF THE RESOLUTIONS

ITEM NO 1											
Special Resolution to issue and allot up to 14,00,000 Warrants to the promoters and strategic investors											
	Votes in Favour			Votes Against			Votes Abstained/Invalid		SUMMARY		
Entry mode	No.ofSh.holders	No.of Shares	% of valid votes cast	No.ofSh holders	No.of Shares	% of valid votes cast	No.of Sh. holders	No.of Shares	No.of Sh. holders	No.of Shares	
Electronic	19	7771492	100	0	0	0	0	0	19	7771492	
Phy/proxy	10	145112	100	0	0	0	0	0	10	145112	
TOTAL	29	7916604	100	0	0	0	0	0	29	7916604	



M. Rathnakumar

Details of Electronic Votes

Votes in favor of the resolution			Votes against the resolution			Members abstained from e-voting		
No. of members participated and voted by e-voting	No. of shares	% of total number of valid votes cast	No. of members participated and voted by e-voting	No. of votes cast by them	% of total number of valid votes cast	No. of members abstained from e-voting	No. of shares	% of votes
19	7771492	100	0	0	0	0	0	0

Details of Votes by Members in person / proxy

Votes in favor of the resolution			Votes against the resolution			Invalid Votes		
No. of members participated and voting (in person or Proxy)	No. of Shares	% of total number of valid votes cast	No. of members participated and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast	No. of members (in person or by proxy) whose votes were declared invalid	No. of shares	% of votes
10	145112	100	0	0	0	0	0	0



M. Rathnakumar