

Corporate Office:

#7, 3rd Floor, Ganapathy Colony 3rd Street,
Teynampet, Chennai - 600 018.
Phone: +91 44 4500 0745 / 749
CIN No. L72300AP1993PLC015804
contactus@8kmilesoftwareservices.com
www.8kmiles.com

20th December 2014

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sir,

Sub: Issue of warrants on preferential basis in terms of Chapter VII of SEBI (ICDR) Regulations, 2009

In relation to above-mentioned subject, please note that :

1. 14,00,000 convertible warrants have been allotted in the Board meeting held on 20th December, 2014 to following allottees:-

Name of the Allottee	Category (Promoter/ Non - Promoter)	No. of securities to be allotted
Mr. Suresh Venkatachari	Promoter	450,000
Mr. Ramani Rama Subramani	Promoter	150,000
Sandeep Tandon – HUF	Non-Promoter	400,000
Sarojini Tandon	Non-Promoter	300,000
Karthik Ramakrishnan-HUF	Non-Promoter	100,000

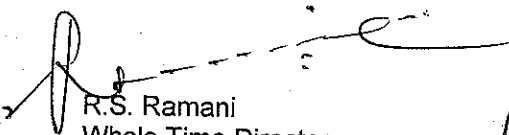
2. Certified True Copy of the Board resolution for said allotment is enclosed herewith.

3. CA Certificate for receipt for 25% upfront money from the allottees is enclosed herewith.

Request you to take note of the same. Kindly find the enclosed documents and acknowledge the receipt of the same.

Thanking You.

Yours faithfully,
For 8K Miles Software Services Limited


R.S. Ramani
Whole Time Director
DIN : 03206751



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CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF 8K MILES SOFTWARE SERVICES LIMITED AT THEIR MEETING HELD ON SATURDAY, 20TH DECEMBER, 2014 AT <10.00 A.M> AT NO.7, GANAPATHY COLONY, 3RD STREET, 3RD FLOOR, TEYNAMPET, CHENNAI 600018

Allotment of 14,00,000 convertible warrants to Promoter Group and Non Promoter group on preferential basis as per SEBI (ICDR) Guidelines, 2009.

“RESOLVED THAT pursuant to Section 62 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), (hereinafter referred to as the **“Act”**), the provisions of Chapter VII of the Securities Exchange Board of India (**Issue of Capital and Disclosure Requirements**) Regulations, 2009, as amended (**“SEBI ICDR Regulations”**), the Indian Stamp Act, 1899; the Depositories Act, 1996; and the provisions of all other applicable laws, rules and regulations, guidelines, circulars, notifications, if any as applicable there under, provisions of the Memorandum of Association and the Articles of Association of the Company and pursuant to authority granted vide the Special Resolution passed by the members of the Company at their Extra-Ordinary General Meeting held on 28th October, 2014, 14,00,000 warrants at face value of Rs. 10.00 each (convertible into equity shares) be and are hereby allotted to the Promoter Group and Non Promoter Group as per the list placed before the Board at price of Rs. 398.60 per share/warrant on preferential basis (including Rs. 388.60 per share/warrant towards security premium) against receipt of 25% monies towards allotment of warrants as under:

Name of the Allottee	Category (Promoter/ Non - Promoter)	No. of warrants allotted
Mr. Suresh Venkatachari	Promoter	450,000
Mr. Ramani Rama Subramani	Promoter	150,000
Sandeep Tandon – HUF	Non-Promoter	400,000
Sarojini Tandon	Non-Promoter	300,000
Karthik Ramakrishnan-HUF	Non-Promoter	100,000
	TOTAL	14,00,000

RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants, subject to the provisions of the Memorandum of Association and Articles of Association of the Company, shall rank *pari passu* with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any declared by the Company after the Allotment.

CERTIFIED TRUE COPY

 For 8KMILES SOFTWARE SERVICES LTD.

Director

8K MILES SOFTWARE SERVICES LIMITED

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

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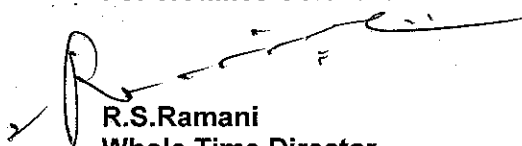


RESOLVED FURTHER THAT the equity shares to be allotted upon conversion of warrants shall be subject to lock-in in terms of regulations 78 of SEBI ICDR Regulations.

RESOLVED FURTHER THAT Mr. R.S. Ramani, Whole Time Director or P. Krishnasamy, Company Secretary, of the Company be and is hereby authorised 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.”

Certified True Copy,

For 8K Miles Software Services Limited


R.S.Ramani
Whole Time Director
DIN:03206751

CERTIFIED TRUE COPY

For 8KMILES SOFTWARE SERVICES LTD.



Director



GHG ASSOCIATES

CHARTERED ACCOUNTANTS

Partners : **V.V. GANESH**, B.Sc., FCA

S. HARESH, B.Com., FCA, DISA (ICA)

New No.22, (Old No.20) Govindu Street,
T.Nagar, Chennai - 600 017,

Phone : 2815 5757 Mob : 93835 82388 / 98412 71163

E-mail : ca.vvganesh@gmail.com

E-mail : hareshauditor@gmail.com

The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Issue of warrants on preferential basis in terms of Chapter VII of SEBI (ICDR) Regulations, 2009

We, M/s. GHG Associates, Statutory Auditors, have verified the relevant records and documents of 8K Miles Software Services Limited with respect to the captioned preferential allotment and certify the following:

The company has realized 25% upfront money amounting to Rs.139,510,000/- (Rupees Thirteen Crores Ninety-Five Lakhs Ten Thousand Only) on or before 19.12.2014 against the allotment of 14,00,000 warrants and further the company has to realize the balance 75% allotment monies amounting to Rs.418,530,000 /- (Rupees Forty One Crores Eighty Five Lakhs Thirty Thousand Only) from the respective allottee(s) on or before 19th June, 2016 against allotment of 14,00,000 equity shares on conversion of 14,00,000 warrants from the applicants of the aforesaid shares and there is no circulation of funds or mere passing of book entries in this regard.

We further confirm that 25% upfront money received from the allottee(s) w.r.t. unexercised warrants as on date, has not been adjusted towards the balance 75% allotment money of the allottee(s) or towards any other allottee(s).

- 1) Consideration of warrants, paid in cash, has been received from respective allottee's bank account and the relevant documents thereof are maintained by the 8K Miles Software Services Limited as on the 19-12-2014.
- 2) We further confirm that company is in compliance with sub-regulation (5) of Regulation 77 of SEBI (ICDR) Regulations, 2009, sub-section (6) of Section 42 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and relevant documents, including records of Bank Account Statements of each allottee regarding subscription money received from their respective banks accounts, are maintained by the issuer.

For GHG Associates.,
Chartered Accountants

S. Haresh

S. Haresh

Membership No.205204

Firm Registration no.008703S



Date: 20, December 2014
Place: Chennai