

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

Ref: 8K/CHN/2014-15/056

Date: 06th March 2015

The Deputy General Manager, Department of Corporate Services, Bombay Stock Exchange Ltd, 14th Floor, Rotunda Building Dalal Street, Mumbai – 400 001.	The General Manager, Listing Department, National Stock Exchange Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051
Scrip Code : 512161	EQ- 8KMILES

Dear Sir/Madam,

Sub: Postal Ballot Notice dated – 20th February 2015

We would like to inform you that, the Postal Ballot Notice has been sent to all shareholders existed as on 30th January 2015, on 27th February 2015.

Please find attached a copy of the Postal Ballot Notice and form for your records.

Given below the Calendar of event of the Postal Ballot:

Sr. no.	Event	Date
1	Date of Board meeting approving the proposal to conduct Postal Ballot	28.01.2015
2	Date of Appointment of Scrutinizer	18.02.2015
3	Date of completion of dispatch of notice	27.02.2015
4	Voting start date	27.02.2015
5	Voting end date	28.03.2015
6	Last date of submission of report by Scrutinizer	29.03.2015
7	Date of declaration of result by Chairman	29.03.2015

Thanking You,

For 8K MILES SOFTWARE SERVICES LIMITED

J. Jayashree
Jayashree Jagannathan
Company Secretary / Compliance Officer



8K MILES SOFTWARE SERVICES LIMITED

Corporate Identity Number: L72300AP1993PLC015804

Regd. Office: # 1-7-241/11/D, Ramalaya, 3rd Floor, S.D.Road, Secunderabad – 500 003

Corp. Office: #7, 3rd floor, Ganapathy Colony 3rd Street, Teynampet, Chennai – 600 018

Tel: +91-44-4500 0749 Fax: 044-43009049

Website: www.8kmilessoftwareservices.com E-mail: contactus@8kmilessoftwareservices.com

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (the “**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and re-enacted thereof from time to time, whereby 8K Miles Software Services Limited (the ‘**Company**’) is seeking approval from its Members for passing the resolutions appended to be passed as special resolutions by way of Postal Ballot (“**Notice**”).

Resolution 1: To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 180 (1) (c) and all other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws; consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any Committee constituted by the Board or any person (s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to borrow money in excess of the limits prescribed under clause (c) sub-section (1) of Section 180 of the Companies Act, 2013 from time to time, provided that the total amount of such borrowings shall not at any time exceed Rs. 500 crore (Rupees Five Hundred Crore Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company bankers in the ordinary course of business)

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to finalize, settle and execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate.”

Resolution 2: To consider, and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/or hypothecations in addition to the existing charges, mortgages and hypothecations created by

the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in Foreign currency and/or on rupee currency) and/or deposits (secured or unsecured) and/or debentures (convertible/ non-convertible/ secured/ unsecured) and/or securities in the nature of debts instruments issued/ to be issued by the Company (hereinafter 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs.500 Crore (Rupees Five Hundred Crore Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of the business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment/redemption, remuneration of the Agent(s)/Trustees, all costs, charges, expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Deposit Trust Deed(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate."

Resolution 3. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and subject to such approvals, consents, sanctions and permissions, as may be necessary, and Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person (s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any companies (including subsidiaries) and / or give any guarantee or provide security in connection with a loan to any company(ies) (including subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any company(ies) (including subsidiaries) upto an aggregate amount not exceeding Rs. 400 Crore (Rupees Four Hundred Crore Only) notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under sub-section (2) of section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."

Resolution 4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT in furtherance to the special resolution passed by the shareholders of the Company at their Extra-Ordinary General Meeting held on 28th October, 2014 in connection with issue, offer and allotment of 14,00,000 warrants convertible into equity shares on preferential basis to promoters and other than promoters, the same be and is hereby ratified after noting the following disclosures:

(i) the identity of the ultimate beneficial owner(s) of non-promoter allottees (other than individuals):

Sr. No.	Name of Allottee	No. of securities to be allotted	Ultimate beneficial owner
1.	Sandeep Tandon –HUF	400,000	Sandeep Tandon Akaesha Negi Tandon Archana Negi Tandon
2.	Karthik Ramakrishnan – HUF	100,000	Karthik Ramakrishnan Sudha Karthik Ramakrishnan Aryan Iyer

(ii) the relevant date to be reckoned to be a date preceding the weekend/holiday and hence relevant date would be 26th September, 2014 instead of 28th September, 2014 which is a Sunday.

(iii) The revised pricing certificate as per volume weighted average price as submitted to the Stock Exchanges.

(iii) The equity shares shall be locked in for a period of six months from the last date of granting trading approval from all the stock exchanges and the lock-in period wherever mentioned shall commence from the date of granting trading approval by the Stock Exchanges.

FURTHER RESOLVED THAT all other terms and conditions of the preferential allotment as approved by the shareholders of the company vide special resolution dated 28th October, 2014 would remain same.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all actions and do such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper to effect listing of equity shares allotted pursuant to exercise of warrants with the Stock exchanges and to resolve or settle any question or difficulty that may arise with regard to the above or any other matter incidental or consequential thereto, without being required to seek any further consent/approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

By Order of the Board

Sd/-

Jayashree Jagannathan

Company Secretary

Place: chennai

Date: 20th February, 2015

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M on all working days of the Company from the date hereof up to 28th March, 2015.
3. The Board of Directors has appointed **Mr. Mr.M. Rathnakumar, Practicing Company Secretary, No.4/1 A, Balaji Apartments, First Cross Street, Seethammal Colony, Alwarpet, Chennai – 600 018 as a Scrutinizer** to scrutinize the postal ballot process in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 30th January, 2015.
5. In terms of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, as amended, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has appointed Central Depository Services (India) Limited (CDSL) or 'Service Provider' for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. In accordance with the provisions of Section 101 and 110 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (*in respect of shares held in physical form*) or with their Depository Participants (*in respect of shares held in dematerialized form*) and made available to the Company by the respective Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the website of the 8kmilesoftwareservices.com or seek duplicate Postal Ballot Form from M/s. Adroit Corporate Services Private Limited , Industries Estate, Makwane Road, Naronvaka, Andheri (East), Mumbai-59, Phone 022-4227 0400 fill in the details and send the same to the Scrutinizer.
7. Kindly note that the Members can opt for only one mode of voting i.e., either by physical postal ballot form or e-voting. If the Members opt for e-voting, then they should not vote by physical postal ballot and *vice versa*. However, in case Members cast their vote both via physical postal ballot and e-voting, then voting done through e-voting shall prevail and vote cast through physical postal ballot will be treated as invalid.
8. If the Members are voting through Postal Ballot Form in Physical mode, Members are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed along with assent (**FOR**) or dissent (**AGAINST**), in the attached self-addressed pre-paid postage business reply envelope so as to reach the Scrutinizer on or before the close of working hours i.e. **5 P.M. on 28th March, 2015**. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered/speed post or delivered by the Member in person at his expense at the address as mentioned in the business reply envelope will also be accepted. **Assent / Dissent received after 28th March, 2015 would be strictly treated as if reply from the Member(s) has not been received.** No other form or photocopy thereof is permitted.
9. The date of dispatch of the 'Postal Ballot Notice' and 'Explanatory Statement' along with the postal ballot papers shall be announced through advertisement in the following newspapers: (i) The Business standard

[*English newspaper*], (ii) Andhra Prabha [*Telegu newspaper*], having wide circulation in the district where the registered office of the Company is situated.

The instructions and other information relating to e-voting are as under:

The e-voting period shall begin on 27th February, 2015 at 8 a.m. (IST) and shall end on 28th March, 2015 at 8 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on 30th January, 2015 being the cut of date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

- (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 said demat 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,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 will submit the results to the Chairman after completion of the scrutiny of the Postal Ballot Forms and e-voting and the results of the voting by Postal Ballot will be announced on or before 29th March, 2015 at the Registered Office 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 January, 2015.
- (iv) The result of the Postal Ballot along with the Scrutinizer’s Report will also be displayed on the Company’s website www.8kmilesoftware.com and also on the website of Central Depository Services (India) Limited i.e. (CDSL) and shall be communicated to the stock exchanges where the Company’s shares are listed. The result of the Postal Ballot will also be published in the newspapers. In the event, the draft resolutions are assented to by the requisite majority of Members by means of Postal Ballot, the date of declaration of Postal Ballot result shall be deemed to be the date of passing of the said resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1:

Under the provisions of Section 180(1)(c) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014.

As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

As on 31st March, 2014, the net-worth of the Company was approximately Rs.11.32 Crores on stand alone basis and a consolidated net-worth of Rs.26.15 Crores. It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 500 crores in aggregate.

The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits. It is necessary to obtain fresh approval of the shareholders by means of a Special Resolution.

The Board recommends the Resolution at Item No.1 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, except as members in the Resolution mentioned at Item No.1 of the Notice.

Item No. 2:

Under the provisions of Section 180 (1) (a) of the Act, which were made effective from September 12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

Further, as per the Circular dated March 25, 2014 issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014.

As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage and /or hypothecation on all or any of the moveable and/or immovable properties of the Company, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, and/or on the whole or any part of the undertaking(s) of the Company to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Standard market terms of long term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues.

It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 500 crores in aggregate. The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution at Item No. 2. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 500 crores in aggregate.

The Board recommends the Resolution at Item No. 2 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, except as members in the Resolution mentioned at Item No. 2 of the Notice

Item No. 3:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent

of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to subsidiary companies (including overseas subsidiaries) for an amount not exceeding Rs.400 crore.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

The Board recommends the Resolution at Item No.1 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise except as members in the Resolution mentioned at Item No.1 of the Notice.

Item No. 4:

The Board of Directors of the Company at its meeting held on 29th September, 2014 has approved the issue of 14,00,000 warrants convertible into equity shares of Rs.10 each through preferential allotment to promoters and strategic investors.

The shareholders of the company have approved the issue vide special resolution passed at the Extra-Ordinary General Meeting held on 28th October, 2014.

The Company had made an application seeking 'in-principle' approval under clause 24 (a) of the listing agreement for the aforesaid issue. The BSE while granting its 'in-principle' approval vide letter no DCS/PREF/CS/596/2014-15 dated 17th December, 2014 has directed the Company "*to disclose identity of ultimate beneficiary of non-promoter allottees (other than individual's), disclose revised relevant date and revised pricing certificate and the disclosure that the pre preferential holding will be locked in for six months from the last date of trading approval from all the stock exchanges to the shareholders and get it ratified by the shareholders before seeking listing approval and to be in compliance with regulation 73(1) (e).*" The NSE vide its letter no. NSE/LIST/6870 dated 10th December, 2014 has directed the company to comply with all guidelines, regulations and directions and with documentary requirements as issued by the exchange.

Accordingly the company has to seek ratification and approval of the shareholders for the above for obtaining listing approval.

The revised pricing certificate mentioned above is available for inspection at the registered office of the Company on all working days from 11.00 A.M to 4.00 P.M

The Board recommends the Resolution at Item No. 4 of the Notice for approval of the shareholders by a Special Resolution. None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, except as members in the Resolution mentioned at Item No. 4 of the Notice

By Order of the Board

Sd/-

Jayashree Jagannathan
Company Secretary

Place: Chennai

Date: 20th February, 2015

8K MILES SOFTWARE SERVICES LIMITED

Corporate Identity Number: L72300AP1993PLC015804

Regd. Office: # 1-7-241/11/D, Ramalaya, 3rd Floor, S.D.Road, Secunderabad – 500 003

Corp. Office: #7, 3rd floor, Ganapathy Colony 3rd Street, Teynampet, Chennai – 600 018

Tel: +91-44-4500 0749 Fax: 044-43009049

Website: www.8kmilesoftware.com E-mail: contactus@8kmilesoftware.com

POSTAL BALLOT FORM

Serial No.:

1. Name of the Sole / first named Member :
Address of the Sole / first name Member:
2. Name(s) of the Joint Holder(s), if any :
3. Registered Folio Number /
DP ID No. and Client ID No.* :
(*Applicable only to Members holding
Equity shares in dematerialised form)
4. No. of equity Share(s) held:

I/We hereby exercise my/our votes in respect of the following Resolution(s) to be passed through Postal Ballot/e-voting for the businesses set out in the Postal Ballot Notice dated 20th February 2015, by sending my/our assent (FOR) or dissent (AGAINST) to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below (*tick in both boxes will render the ballot invalid*).

Sr. No.	Description	No. of equity shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for approval of members under section 186 of the Act to authorize the Board of Director to give loans and/or give guarantee, provide security in connection with the loan and/or acquire by way of subscription, purchase or otherwise, the securities of any company upto an aggregate amount not exceeding Rs. 500 crores			
2.	Special Resolution for approval of members under Section 180 (1) (c) of the Act to authorize the Board of Directors to borrow up to Rs. 500 crores in aggregate.			
3.	Special Resolution for approval of members under Section 180 (1) (a) of the Act to authorize the Board of Directors to create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.			
4.	Ratification of the details as directed by BSE and NSE while granting 'in-principle approval for issue of 14,00,000 convertible warrants to promoters and strategic investors.			

Place:

Date:

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID:	Password:

Last date for receipt of Postal Ballot form by Scrutinizer is 28th March, 2015
(before the close of the working hours i.e 5 P.M.)

Note: Please read the instructions printed overleaf and in the Notes to the Postal Ballot Notice dated 20th February, 2015-, carefully before exercising your vote.

Instructions for filling Postal Ballot Form:

- (i) A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
- (ii) The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (✓) mark in the appropriate column.
- (iii) The Postal Ballot Form should be completed and signed by the Member. In case of joint holding, Postal Ballot Form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.
- (iv) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively
- (v) A Member can request for duplicate Postal Ballot Form. However, duly completed Postal Ballot Form should reach the Scrutinizer at the address mentioned below not later than 5 P.M. on 28th March, 2015. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.

Mr. Mr.M. Rathnakumar, Scrutinizer

No.4/1 A, Balaji Apartments, First Cross Street, Seethammal Colony, Alwarpet,
Chennai – 600 018

- (vi) There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.
- (vii) In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by authorised signatory(ies).
- (viii) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- (ix) A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as amended, as on 30th January, 2015
- (x) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- (xi) Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- (xii) The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated 20th February, 2015. A member can exercise either of the two options. In case a Member exercises both the options then the votes cast through e-voting shall prevail.
- (xiii) The result of the Postal Ballot shall be declared on or before 29th March, 2015. The said date of declaration of results of the Postal Ballot shall be the date on which the said resolutions would be deemed to have been passed, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.