

### Corporate Governance Report for the Quarter Ended 31st March 2017

1. Name of Listed Entity **8K Miles Software Services Limited**

2. Quarter ended **31-03-2017**

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ NonExecutive/in dependent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
MR	SURESH VENKATACHARI	ATNPS3289H '00365522	MD - Executive- Non Independent	04-09-2012		1	1	0
MR	GURUMURTHI JAYARAMAN	AADPJ1767C '00416850	Non-Executive-Independent Director	18-09-2015	5	1	1	1
MS	PADMINI RAVICHANDRAN	ALOPR4364D '02831078	Non-Executive - Independent Director	18-09-2015	5	1	1	1
MR	RAMANI RAMA SUBRAMANI	AHVPR9966J '03206751	Whole Time Director- Executive- Non Independent	13-08-2016		1	1	0
MR	LAKSHMANAN KANNAPAN	AMZPK0072D '07141427	Non-Executive- Non-Independent Director	30-09-2016		1	1	0
MS	BABITA SINGARAM	BTJPS3403E 07482106	Non-Executive - Independent Director	30-09-2016	5	1	1	0
MR	DINESH RAJA PUNNIAMOORTHY	ALIPD6880G 03622140	Non-Executive - Independent Director	30-09-2016	5	1	1	0
MS	SUJATHA CHANDRASEKARAN	ANAPS4140A 07711308	Additional Director-Non- Executive-Non Independent	08-02-2017		1	1	0

\$PAN number of any director would not be displayed on the website of Stock Exchange &Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/independent/Nominee) \$
<b>1. Audit Committee</b>	GURUMURTHI JAYARAMAN- Chairman	Non-Executive-Independent Director
	BABITA SINGARAM- Member	Non-Executive -Independent Director
	DINESH RAJA PUNNIAMURTHY- Member	Non-Executive-Independent Director
<b>2. Nomination &amp; Remuneration Committee</b>	DINESH RAJA PUNNIAMURTHY- Chairman	Non-Executive-Independent Director
	BABITA SINGARAM-Member	Non-Executive-Independent Director
	PADMINI RAVICHANDRAN - Member	Non-Executive-Independent Director
<b>3. Risk Management Committee(if applicable)</b>	NOT APPLICABLE	NOT APPLICABLE
<b>4. Stakeholders Relationship Committee</b>	PADMINI RAVICHANDRAN - Chairman	Non-Executive-Independent Director
	R.S.RAMANI - Member	Whole Time Director-Executive-Non Independent
	SURESH VENKATACHARI-Member	MD - Executive-Non Independent
	LAKSHMANAN KANNAPPAN-Member	Non-Executive-Non Independent Director
	SUJATHA CHANDRASEKARAN-Member	Non-Executive-Non Independent Director

§ Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
15th October 2016, 27th October 2016, 7th November 2016, 20th December 2016	9th January 2017, 8th February 2017, 15th February 2017, 9th March 2017, 31st March 2017	29

### IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
7th January 2017-Audit Committee meeting	YES	27th October 2016, 5th November 2016	62
8th February 2017-Nomination & Remuneration Committee meeting	YES	2nd December 2016	67
8th February 2017-Stakeholder Relationship Committee meeting	YES	14th October 2016	116

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.

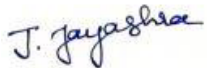

### VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

Name & Designation: Jayashree Jagannathan  
Company Secretary & Compliance Officer

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	Yes	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	No
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
III Affirmations:		
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied-YES		
 		
<p>Name &amp; Designation : Jayashree Jagannathan Company Secretary / Compliance Officer</p>		