

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31st MARCH 2019

1. Name of Listed Entity - **8K Miles Software Services Limited**
2. Quarter ending - **31-Mar-2019**

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/ Independent/ Nominee)	Date of Appointment	Tenure	No of Directors in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	SURESH VENKATACHARI	ATNPS3289H00365522	Chairman ED	04-Sep-2012		1	1	0
Mr.	RAMANI RAMA SUBRAMANI	AHVPR9966J03206751	NED	13-Aug-2016		1	0	0
Mr.	GURUMURTHI JAYARAMAN	AADPJ1767C00416850	ID	18-Sep-2015	60	1	1	1
Ms.	PADMINI RAVICHANDRAN	ALOPR4364D02831078	ID	18-Sep-2015	60	1	1	1
Mr.	LAKSHMANAN KANNAPAN	AMZPK0072D07141427	NED	30-Sep-2016		1	1	0
Ms.	BABITA SINGARAM	BTJPS3403E07482106	ID	30-Sep-2016	60	1	1	0
Mr.	DINESH RAJA PUNNIAMOORTHY	ALIPD6880G03622140	ID	30-Sep-2016	60	1	1	0
Mr.	VIVEK PRAKASH	AAHPP2521L00559925	ID	17-Jul-2018	60	1	0	0

II. Composition of Committees

Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	BABITA SINGARAM	ID	Member
2	GURUMURTHI JAYARAMAN	ID	Chairperson
3	DINESH RAJA PUNNIAMOORTHY	ID	Member

Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership
1	PADMINI RAVICHANDRAN	ID	Chairperson
2	LAKSHMANAN KANNAPAN	NED	Member
3	SURESH VENKATACHARI	C,ED	Member



Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
NOT APPLICABLE			

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	DINESH RAJA PUNNIAMOORTHY	ID	Chairperson
2	BABITA SINGARAM	ID	Member
3	PADMINI RAVICHANDRAN	ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
13-Nov-2018		
	13-Feb-2019	91

IV. Meeting of Committees				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	13-Feb-2019	Yes	13-Nov-2018	91
Nomination & Remuneration Committee	13-Feb-2019	Yes	-	-
Corporate Social Responsibility Committee	13-Feb-2019	Yes	-	-
Stakeholders Relationship Committee	13-Feb-2019	Yes	-	-



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
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. - **Yes**
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.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name :
Designation :



Swasti Bhowmick
Chief Financial Officer



I. Disclosure on website in terms of Listing Regulations

Item	Compliance status
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 or 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
Independent directors 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 or compensation	17(6)	Yes
Minimum information	17(7)	Yes
Compliance certificate	17(8)	No
Risk assessment and 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 and 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 and 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



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**


Swasti Bhowmick
Chief Financial Officer

