


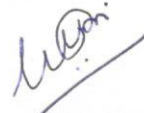


# FORM A

## FORMAT OF COVERING LETTER OF THE ANNUAL AUDIT REPORT TO BE FILED WITH THE STOCK EXCHANGES

1	Name Of The Company	8K MILES SOFTWARE SERVICES LIMITED
2	Annual Financial Statements For The Year Ended	31 <sup>st</sup> March 2015
3	Type OF Audit Observation	Un-Qualified
4	Frequency Of Observation	Not Applicable
5	To Be Signed By-	
	<ul style="list-style-type: none"> <li>Managing Director</li> </ul>	<p>For 8K Miles Software Services Limited</p>  <p><b>Venkatachari Suresh</b> Managing Director</p>
	<ul style="list-style-type: none"> <li>Chief Financial Officer</li> </ul>	<p>For 8K Miles Software Services Limited</p>  <p><b>R.S. Ramani</b> Chief Financial Officer</p>
	<ul style="list-style-type: none"> <li>Auditor Of The Company</li> </ul>	<p>For GHG Associates Chartered Accountants</p>  <p><b>S. Haresh</b> Partner Membership No: 205204</p>
	<ul style="list-style-type: none"> <li>Audit Committee Chairman</li> </ul>	<p>For 8K Miles Software Services Limited</p>  <p><b>J. Gurumurthi</b> Audit Committee Chairman</p>



**INFINITE  
POTENTIAL  
LIMITLESS  
POSSIBILITIES**



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FINANCIAL SECTION

- ∞ 42% OF IT DECISION MAKERS ARE PLANNING TO INCREASE SPENDING ON CLOUD COMPUTING IN 2015, with the greatest growth in enterprises with over 1,000 employees at 52%. (Computerworld's 2015 Forecast)
- ∞ SECURITY (36%), CLOUD COMPUTING (31%) AND MOBILE DEVICES (28%) ARE THE TOP 3 INITIATIVES. IT executives are planning to have their organizations focus on over the next 12 months. (2015 State of the Network Study, Technology Adoption Trends & Their Impact on the Network)
- ∞ A GOLDMAN SACHS STUDY PUBLISHED IN JANUARY 2015 PROJECTS THAT SPENDING ON CLOUD COMPUTING INFRASTRUCTURE and platforms will grow at a 30% CAGR from 2013 through 2018 compared with 5% growth for the overall enterprise IT.
- ∞ GLOBAL SaaS SOFTWARE REVENUES ARE FORECASTED TO REACH \$106B IN 2016, INCREASING 21% OVER PROJECTED 2015 SPENDING LEVELS. Spending on integration, storage management, and database management systems are projected to experience the greatest growth in 2015. (Enterprise software spend to reach \$620 billion in 2015: Forrester)
- ∞ IDC PREDICTS THAT BY 2016, THERE WILL BE AN 11% SHIFT OF IT BUDGET AWAY FROM TRADITIONAL IN-HOUSE IT DELIVERY, toward various versions of cloud computing as a new delivery model. By 2017, 35% of new applications will use cloud-enabled, continuous delivery and enabled by faster DevOps life cycles to streamline rollout of new features and business innovation. (2015-2017 Forecast: Cloud Computing to Skyrocket, Rule IT Delivery)
- ∞ BY 2018, MORE THAN 60% OF ENTERPRISES WILL HAVE AT LEAST HALF OF THEIR INFRASTRUCTURE ON CLOUD-BASED PLATFORMS. (Cloud Business Summit keynote presentation Digital Business, Rethinking Fundamentals by Bill McNee, Founder and CEO, Saugatuck Technology)
- ∞ BY 2018, 59% OF THE TOTAL CLOUD WORKLOADS WILL BE SOFTWARE-AS-A-SERVICE (SaaS) WORKLOADS, up from 41% in 2013. (Cisco Global Cloud Index: Forecast and Methodology, 2013-2018.)
- ∞ MICROSOFT'S COMMERCIAL CLOUD REVENUE GREW 128% IN Q3, 2014, while server products and services revenue increased 13%. (2015 Forecast: The Sun is Out for Cloud Computing)

THE CHANGE IS UNDENIABLE.

THE TRANSFORMATION IS UNMISTAKABLE.

THE OPPORTUNITY IS UNQUESTIONABLE.

THE CLOUD IS DISRUPTING AND DISMANTLING LEGACY IT MODELS  
AND COMPELLING ENTERPRISES TO MOVE AND MIGRATE,  
UNLEASHING UNPRECEDENTED GROWTH PROSPECTS WITH

**INFINITE POTENTIAL**  
**LIMITLESS POSSIBILITIES**



# HIGHLIGHTS OF THE YEAR

## FINANCIAL HIGHLIGHTS

(On Consolidated basis)

### Revenues

**12513.88 Lacs**  
**up by 183.75%**

### EBITDA

**3855.78 Lacs**  
**up by 178.56%**

### PAT

**2309.05 Lacs**  
**up by 210.86%**



## OPERATIONAL HIGHLIGHTS

### KEY CUSTOMER/CONTRACTS GAINED

#### PHARMA/LIFE SCIENCES

- ∞ Shire Pharmaceuticals
- ∞ Actelion Pharmaceuticals
- ∞ Merck

#### HEALTHCARE

- ∞ Sutterhealth
- ∞ Stanford Hospital
- ∞ Deaconess Health System
- ∞ Prime Health Services
- ∞ HHS MACPAC.Gov – US Govt agency
- ∞ Carecentrix

#### MANUFACTURING

- ∞ Trimble

#### FINANCIAL AND INSURANCE

- ∞ Nationstar Mortgage
- ∞ Radian Insurance
- ∞ TD Autofinance
- ∞ Dollarbank
- ∞ Dragon Wealth

#### RETAIL

- ∞ Lowes Companies Inc.
- ∞ OfficeDepot

## ACQUISITIONS/MERGERS

- ∞ SERJ Solutions – an EHR (EPIC) software implementation and managed services company in Healthcare space : November 2014
- ∞ Mindprint – a Canada based Clinical Research process automation company who provides SaaS solutions for CRO and Pharma: February 2015
- ∞ Cintel Systems – a Silicon Valley, CA based company who specializes in Mobile, UI design/ UX development services: April 2015

## NEW PRODUCTS/SERVICES LAUNCHED

- ∞ EzIAM™ – Identity as a Service (IDaaS platform on Amazon cloud)
- ∞ AGaaS – Access Governance/User Certification as a Service
- ∞ CloudEzRx™ – Cloud Operations platform for enabling ITSM automation and compliance validation for large enterprises
- ∞ ehrRECON – Healthcare compliance, audit and reporting platform

## AWARDS/RECOGNITIONS/CERTIFICATIONS

- ∞ Audited Cloud Managed Services Provider certified by Amazon Web Services
- ∞ Federated Identity Certification platform recognized by Kantara Initiative, a government trust framework provider
- ∞ Enabled some of our customers to win Guinness Book of World Records, Euro Money #1 Financial Services award, Pioneer awards etc

## SPECIALIZED EXPERTISE

- ∞ Healthcare
- ∞ Pharma/Life Sciences



Cloud | Identity | Big Data | Mobile



# SIZING THE CLOUD



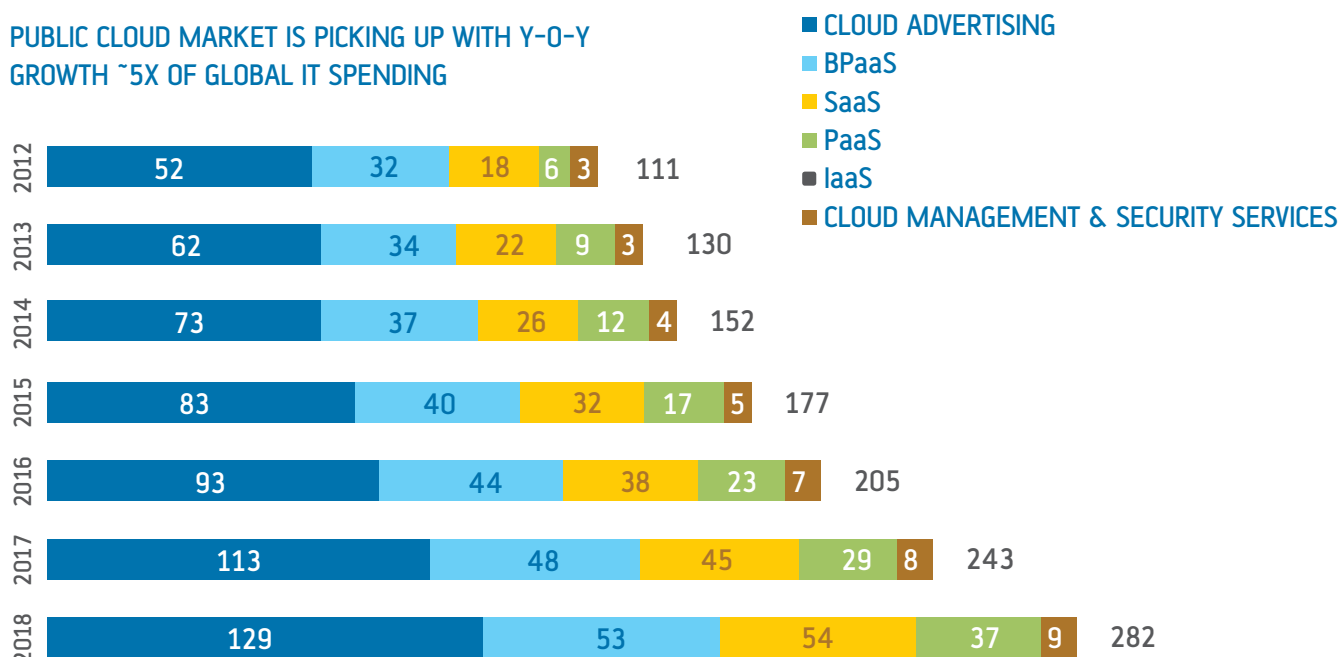
Gone are the days when enterprises need to invest in massive servers that would require large and dedicated rooms, and in many cases, entire floors, which would require an army of experts to set up, maintain and monitor these complex and complicated systems. Today, the CLOUD is fast replacing these physical servers. From personal data to enterprise software, it is the CLOUD where everything is stored. The CLOUD has made the legacy IT systems redundant.

THE PUBLIC CLOUD MARKET IS  
EXPECTED TO GROW AT 5x THE TOTAL  
GLOBAL IT SPENDING BY 2018\*

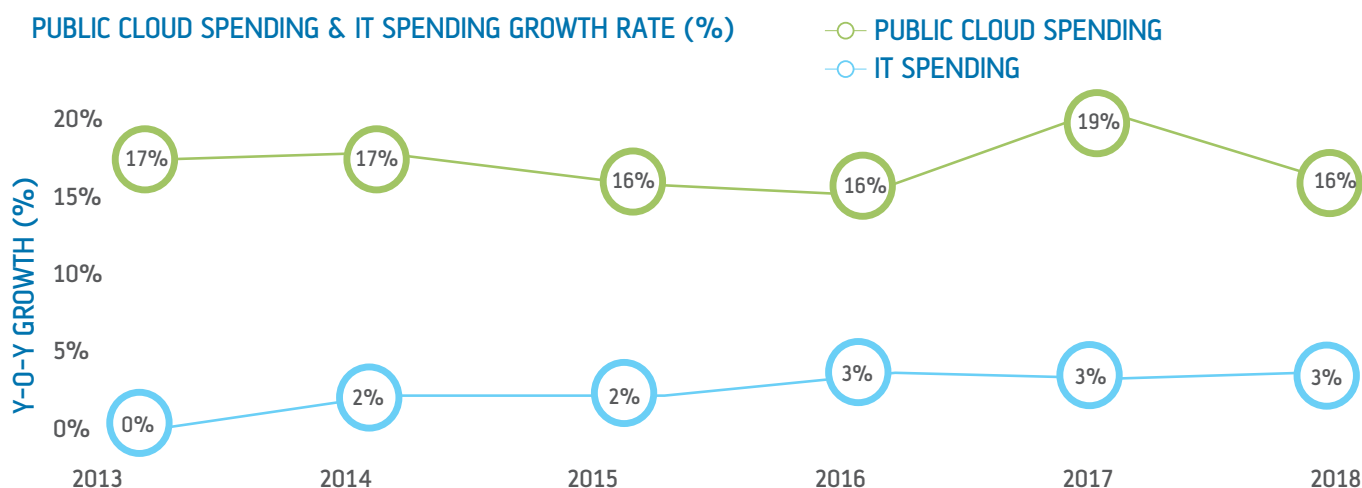
US\$ 282 BILLION.

\* Source: NASSCOM, GARTNER (January 2015).

### PUBLIC CLOUD MARKET IS PICKING UP WITH Y-O-Y GROWTH ~5X OF GLOBAL IT SPENDING



### PUBLIC CLOUD SPENDING & IT SPENDING GROWTH RATE (%)



### WITHIN THE OVERALL CLOUD SPACE, SEGMENTS LIKE IaaS AND SaaS WILL DOMINATE, FOLLOWED BY PaaS AND CLOUD MANAGEMENT & SECURITY.

	2013	2014	2015	2016	2017	2018
BPaaS	6.5%	9.0%	8.7%	9.9%	9.1%	9.8%
SaaS	22.0%	21.8%	19.8%	20.2%	19.5%	18.6%
PaaS	59.1%	32.8%	22.9%	21.8%	18.1%	16.0%
IaaS	43.6%	35.6%	35.2%	33.5%	29.2%	25.8%
Cloud Mgmt & Security	26.6%	28.4%	24.3%	23.5%	20.7%	15.5%
Cloud Advertising	15.9%	16.5%	14.3%	13.2%	19.9%	15.3%
Public Cloud Market	16.7%	17.4%	16.1%	16.1%	18.5%	16.1%

\* Source: NASSCOM, GARTNER (January 2015).

# SIZING THE CLOUD

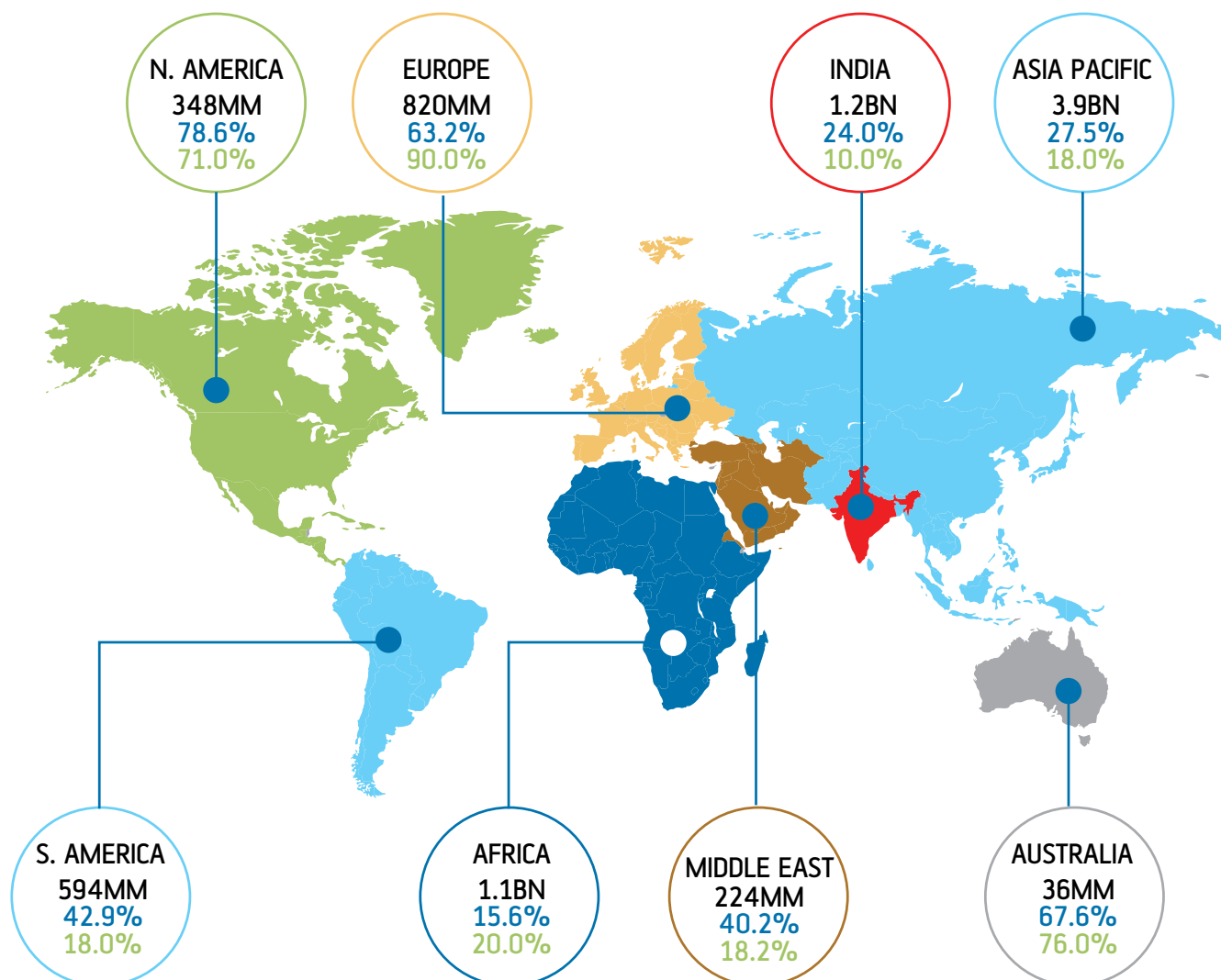
## KEY DRIVERS

THE COMPELLING AND CONSPICUOUS SHIFT TO CLOUD COMPUTING IS PROPELLED BY KEY DRIVERS. THESE ARE :

- 1** Explosion of Broadband internet, mobile internet and smart devices, particularly smart phones
- 2** Changes in the IT environment
- 3** Surging growth of SMEs and their IT budgets

## GROWTH OF BROADBAND INTERNET CONNECTIVITY & INCREASE IN MOBILITY DUE TO SMART PHONES

■ TOTAL POPULATION ■ INTERNET PENETRATION ■ SMART PHONE PENETRATION



## CHANGES IN THE IT ENVIRONMENT

### EXTERNALIZATION OF IT



### OPERATIONAL EFFICIENCY



### BYOD & IOT



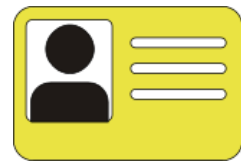
### INFORMATION SECURITY AND COMPLIANCE



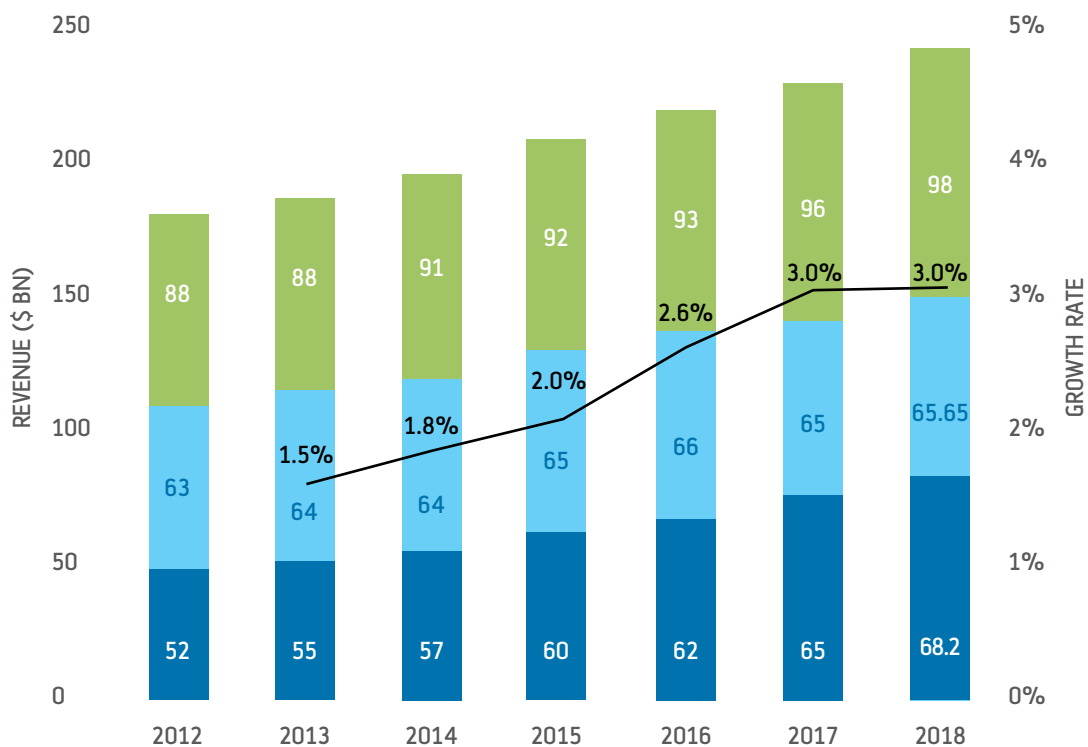
### EXPLOSION OF INFORMATION



### REGULATION OF IDENTITY



## GROWING SME MARKET & THEIR IT BUDGETS



## OTHER DRIVERS

- ∞ Enables owners to concentrate on core business activities
- ∞ Reduction in IT Expenditure while achieving higher hardware utilization
- ∞ Ubiquity of access and IoT
- ∞ Business disaster recovery/continuity
- ∞ Business agility (Faster time to market, increased user satisfaction)
- ∞ Disappearing Enterprise boundaries
- ∞ Enterprise Mobility
- ∞ Strong authentication



# THE 8K MILES ADVANTAGE



## OUR STORY

- ∞ We are a born-in-the-cloud company to accelerate cloud transformation through automation, intellectual property and our operational excellence.
- ∞ Thought leadership and influence many Web Services and Identity Management Standards.
- ∞ Holistic Approach:  
  
Unique blend of Cloud infrastructure, Cloud security, SaaS services and Cloud engineering expertise. Holistic problem solving approach. Intellectual property around Secured Cloud and Compliance Framework for cloud automation and customer ITSM operations.
- ∞ Key Strategic Partnership:  
  
Amazon Web Services, CA Technologies, Microsoft Azure (ACP) Silver partner and ServiceNow Technology Partner + partnerships to focus on building Enterprise Grade cloud-centric Solutions

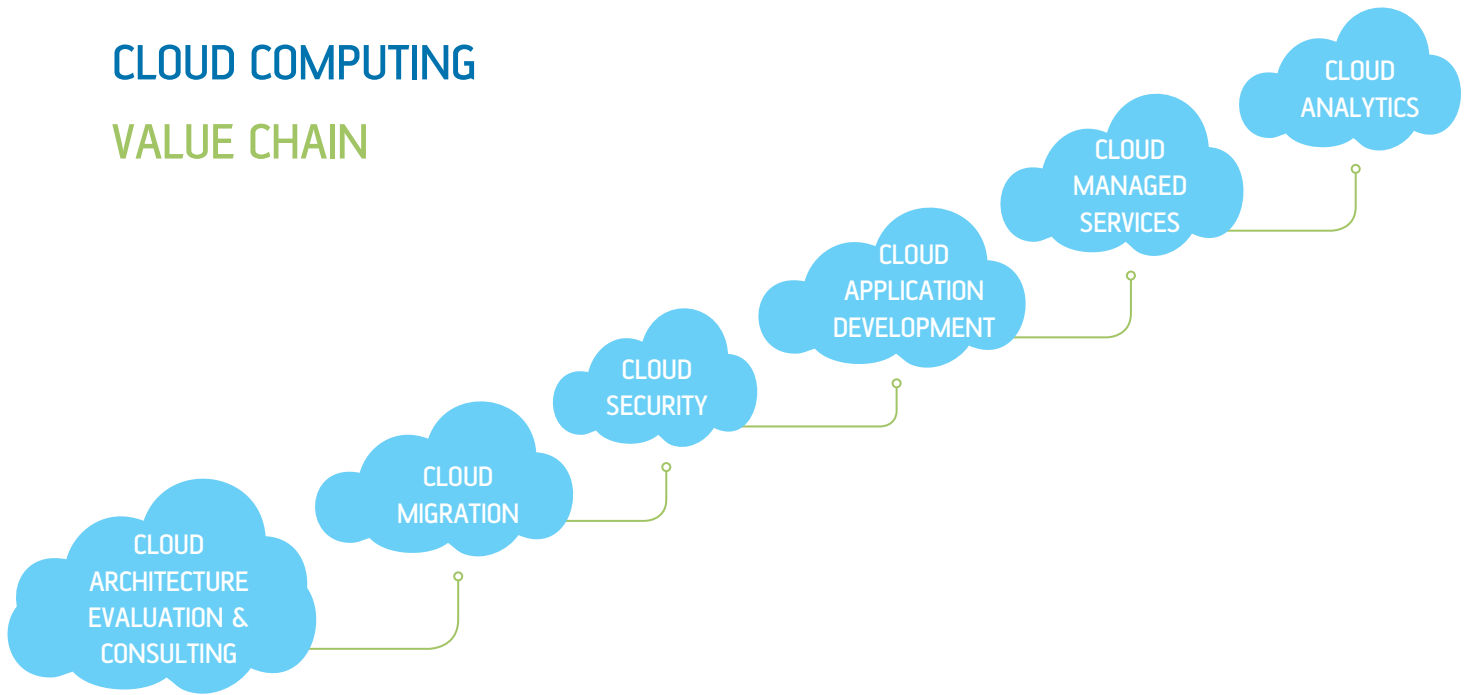
## OUR ACCOMPLISHMENTS

- ∞ US Patent for multi-domain identity interoperability and compliance verification. More Patents and IP creation in progress.
- ∞ Many innovations in Public Cloud endorsed by partners and customers.
- ∞ Winner of NASSCOM EMERGE League 10 Product Company Award 2010 and Winner of NASSCOM IT Innovator Award 2009.
- ∞ Enabled some of our customers to win Guinness Book of World Records, Euro Money, Pioneer awards etc.
- ∞ Recognized by Gartner, Forrester and 451 Research for our Cloud based Federated Identity Managed Solution.

AT 8K MILES, WE ARE ONE OF THE EARLY MOVERS SPECIALIZING IN CLOUD COMPUTING SINCE 2008. IN A SHORT SPAN OF SEVEN YEARS, WE HAVE TODAY EMERGED AS LEADING GLOBAL CLOUD COMPUTING COMPANY WITH AN ARRAY OF PRODUCTS, SERVICES AND SOLUTIONS ADDRESSING THE ENTIRE CLOUD VALUE CHAIN.

## CLOUD COMPUTING

### VALUE CHAIN



### SNAPSHOT

∞ Headquartered in Chennai, India and listed on the BSE and NSE, 8K Miles is a leading global Cloud computing company, that offers:

- Cloud Transformation - Assessment, migration, automation, security, big data analytics and engineering
- Cloud Managed Services - 24 / 7 Cloud & IAM managed services and CloudEzTry Solution
- SaaS Offerings - EzIAM™ and CloudEzRx™
- Mobile UI/UX

- ∞ The company is a preferred partner of Amazon Web Services and CA Technologies. Has strong tie ups with Azure, IBM and ServiceNow
- ∞ Has 7+ years of experience, 320+ specialized talent, 800+ person years of experience in delivering successful solutions on Cloud, 200+ successful engagements and has migrated 20,000+ servers
- ∞ The company has long standing relationships with marquee global clients and is well placed to take a lion's share of their budgets for transformation to digital

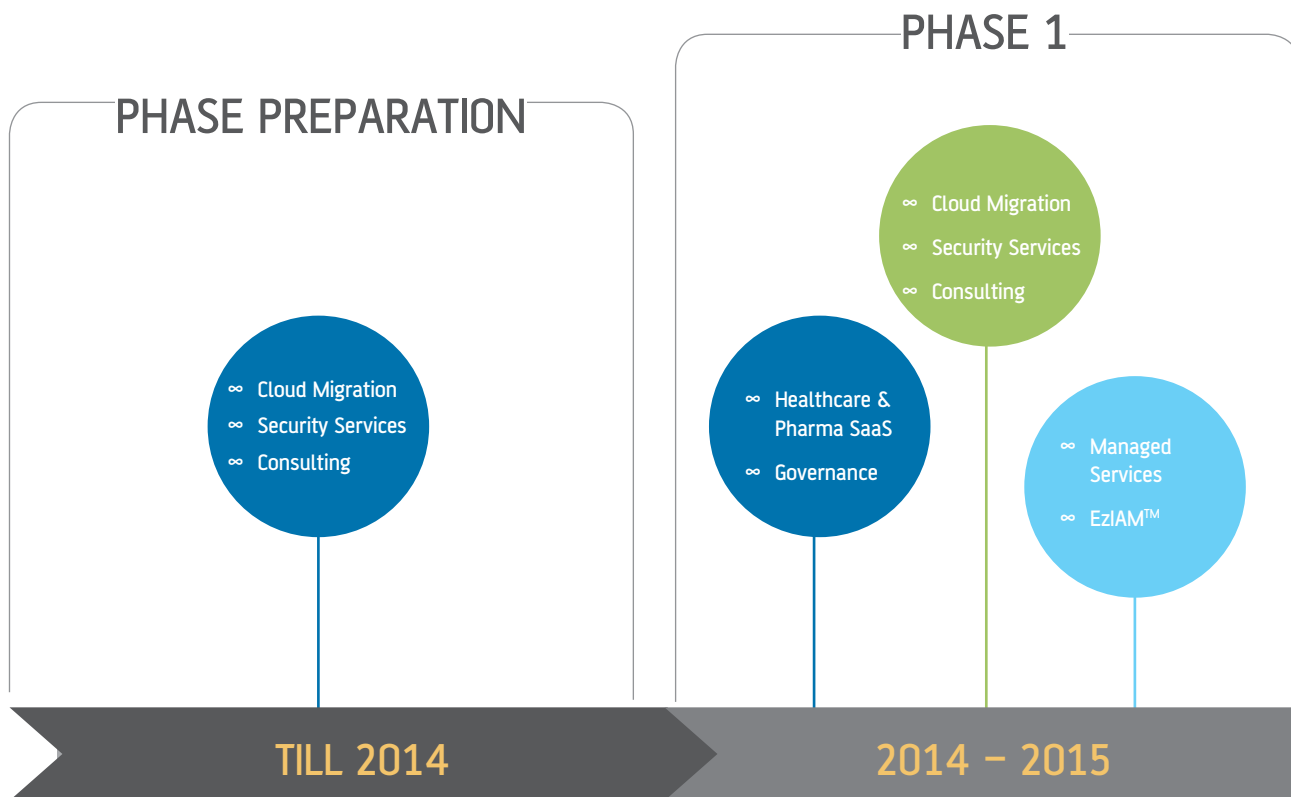
### KEY PARTNERS



### KEY CUSTOMERS



## OUR JOURNEY



WE ASPIRE TO BECOME ONE OF THE STRONGEST CLOUD COMPUTING PLAYERS IN THE WORLD WITH LEADERSHIP IN THE HEALTHCARE AND PHARMACEUTICAL VERTICALS

## END TO END SERVICES

OUR COMPREHENSIVE PORTFOLIO OFFERS END TO END SERVICES ACROSS THE ENTIRE CLOUD VALUE CHAIN.

### 1 CLOUD ARCHITECTURE

#### CLOUD ASSESSMENT FOCUSED ON

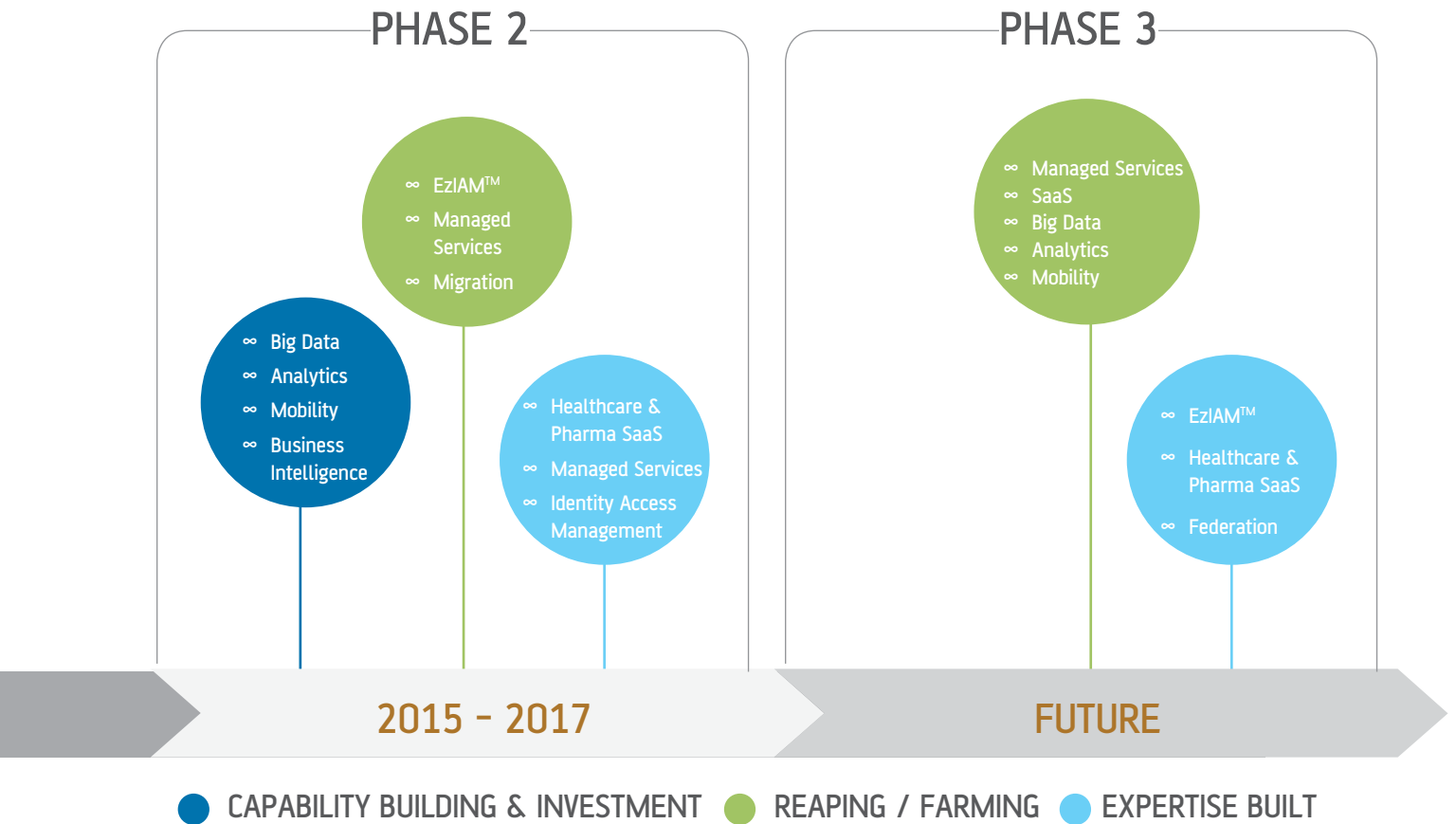
- Architecture
- Scalability
- Security
- High Availability
- Cost optimizations

### 2 CLOUD MIGRATION

- Infrastructure migration
- Web / Mobile App migration
- Exchange / AD migration
- ERP migration
- Business App migration
- Search and Data warehouse migration

### 3 CLOUD SECURITY

- Cloud security and vulnerability assessment
- Implementation of secure cloud framework
- Compliance requirements
- Specialized in Cloud identity, encryption, SIEM, WAF, IPS/IDS solutions



## 4 CLOUD DEVOPS

- Specialized in Cloud DevOps, SysOps
- Cloud application engineering
- Cloud automation
- Continuous Cloud deployment and security

## 5 CLOUD MANAGED SERVICES

- Change management
- Application monitoring
- Release management
- SLA management
- Problem & incident management

## 6 CLOUD ANALYTICS & BIG DATA

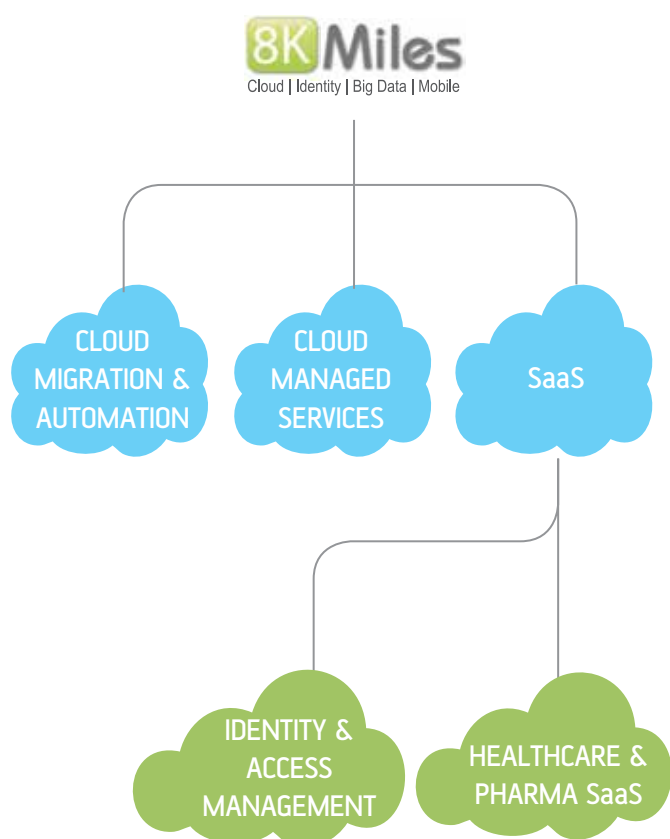
- Predictive Analytics
- Spam analytics
- Ad Click Stream Analytics
- Search Intelligence



# COMPREHENSIVE LEADERSHIP COMPETITIVE POSITIONING

IN THE VAST A SPACE OF CLOUD COMPUTING, WE HAVE CREATED A NICHE WHERE WE LEAD AND DOMINATE WITH OUR COMPLETE AND COMPREHENSIVE SOLUTIONS.

- ∞ Strategic Consulting Services
- ∞ Cloud Managed Services
- ∞ Secured Cloud Solutions
- ∞ SaaS Offerings on Public Cloud



## 8K MILES: KEY DIFFERENTIATORS

- TOP AWS PARTNER FROM 2009
- AUTOMATED CLOUD OPERATIONS PLATFORM
- SOLVE WIDEST SET OF IDENTITY MANAGEMENT USE CASES
- PATENTED 8KMILES "RAPID PARTNER FEDERATION ONBOARDING PLATFORM"
- ONLY IDaaS PROVIDER OFFERING IDENTITY GOVERNANCE & API SECURITY PLATFORM
- CLOUD ANALYTICS & MOBILE UI/UX SOLUTIONS

## STRATEGIC CONSULTING SERVICES

The Cloud can have a positive impact on business. The question is where to begin. There are many challenges when it comes to migrating to the cloud and selecting a right partner is the first step. 8K Miles helps with a holistic approach to cloud adoption and works with customers to build a strategy that aligns with business and financial needs.

### Our Approach:

8K Miles works with customers to quickly access their technical and business requirements. This includes a total cost of operations and financial assessment. Once the assessment is complete, 8K Miles will create a technical reference architecture and build a reference implementation or Proof of Concept (POC).

### Methodology:

- ∞ 8K Miles boasts one of the largest teams of AWS experts and Azure certified practitioners in the industry. 8K Miles experience and methodology ensures successful business technology initiatives.
- ∞ Assessment: 8K Miles team conducts a technical feasibility assessment and generate a Proof of Concept.
- ∞ Roadmap: Develop an in-depth strategy and roadmap for Cloud adoption.
- ∞ Design: Whether Public, Private or Hybrid, 8K Miles can design a Cloud solution that meets customers' needs.

## CLOUD EXPERTISE

- ∞ Experts in migrating secured and mission critical workloads to Public Clouds , which are HIPAA, PCI, and PII compliant business practices. 8K Miles has built a track record of success in helping companies solve their complex IT and business challenges while reducing their time to market.
- ∞ 8K Miles talent is available on demand – to scale up or down based on the clients precise needs. over 200 + migration engagements successfully to Public cloud, In- depth knowledge of migrating 50+ ISV solutions into AWS Cloud including RedHat, Cisco, CA, Alfresco, Sophos, F5 to name a few.
- ∞ On Premises / Data centers to Public, Hybrid and Private Clouds, 8K Miles Cloud migration strategies are designed to Fork Lift, embrace and optimize the cloud. 8K Miles helps clients with all Cloud migration models – Full, Phased and Hybrid.
- ∞ Cloud migration acceleration kit is comprised of Custom & Industry tools to accelerate migration to the public cloud. Tools include Server migration, Data migration, Pre-Built Cloud Templates, Scalability Templates, High Availability Templates WAN acceleration, Parallel push to cloud and Integrated Continuous Deployment. The Acceleration Kit helps us to migrate applications and data faster, and more effectively than our competitors.

## CLOUD MANAGED SERVICES

Whether it is a global organization or mission critical infrastructure that needs to be up and running 24x7. Onsite or managed through Center of Excellence, 8K Miles team has the experience and know how to manage the IT infrastructure no matter how complex it is. Managing applications goes well beyond just knowing them, but truly understanding how they work and in unique environments. Our consultants have years of experience across a full spectrum of software solutions, that is why we can confidently say we can support and manage the entire infrastructure. 8K Miles helps to embrace the cloud securely. Security is at the core of what 8K Miles does. From carrying the right certifications to knowing the right tools to meet the compliance and regulatory requirements is only a small part of what 8K Miles security team has to offer.



# OUR OFFERINGS

WE HAVE A VAST AND VARIED RANGE OF OFFERINGS COMPRISING OF IPS, TOOLS AND WHITE LABEL SOLUTIONS THAT CATER TO EVERY REQUIREMENT OF CLIENTS ACROSS INDUSTRIES AND SIZES.

## CloudEzRX™

Specialized Vertical Cloud

- Designed for Pharma and HealthCare
- Meeting regulatory and compliancerequirements
- Helps customer on board mission critical applications faster
- Engaged with Pharma and Health Care companies to develop GxP program
- Proven reference architecture

## SECURE CLOUD

Security framework to mitigate risk of data leakage while providing tools for compliance reporting (FedRAMP, FISMA, PCI, HIPAA)

- Virtual Private Cloud
- Fire Wall / WAF IDS / IPS
- Privileged Identity
- SIEM
- Vulnerability assessment
- Complete Encryption

## CloudEzTry

Tools built for accelerating and managing the enterprise Cloud deployments and Automation

- Config. management
- Custom Auto Scaling
- Cost Optimization
- Cloud operations
- Governance / Audit
- Compliance
- Monitoring and Backups
- High Availability
- Automated Best Practices assessments
- Test Drives / Labs
- HPC Automation

## MISP™

Federated Identity solution for rapid SSO deployments and ongoing management

- Patented platform & IP
- Cloud based Federation on-boarding solution
- Automated validation & realtime certification platform
- Reduces security and compliance risks
- Accelerates time to market
- 50% reduction in costs & troubleshooting time
- Scales thru' hub-spoke

## SECURE FILE DROP

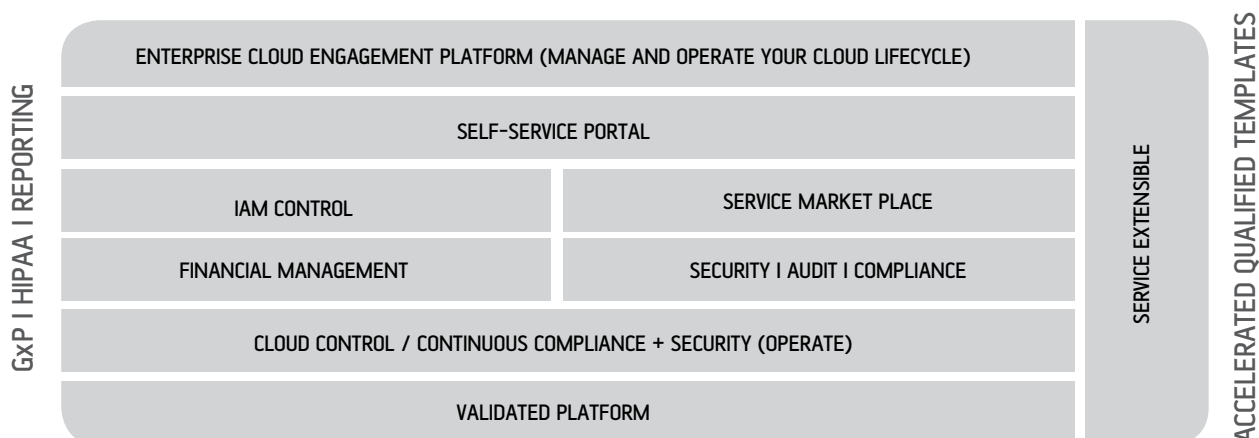
Enterprise-class, secure mobile collaboration and content management solution for your on-the-go workforce

- Access Control
- Text Search
- Content Collaboration
- Secured

## CloudEzRX™

WHEN IT COMES TO THE CLOUD HEALTHCARE, PHARMACEUTICAL AND LIFE SCIENCES HAVE SPECIAL NEEDS. 8K MILES MAKES IT STRESS-FREE FOR ORGANIZATIONS TO EMBRACE THE CLOUD AND REAP ALL THE BENEFITS THE CLOUD OFFERS WHILE AT THE SAME TIME MEETING SECURITY AND COMPLIANCE NEEDS.

### VALIDATED SECURITY ARCHITECTURE



VALIDATED SERVICE DEVELOPMENT & QUALIFIED NETWORK REFERENCE ARCHITECTURE

## SECURE CLOUD – CloudEzSecure

OUR SECURE CLOUD FRAMEWORK PROVIDES COMPREHENSIVE SECURITY THAT SURPASSES EVEN THE MOST STRINGENT SECURITY REGULATIONS. ENTERPRISES CAN NOW CONFIDENTLY MOVE THEIR REGULATED WORKLOADS TO PUBLIC CLOUDS LIKE AWS, AZURE AND IBM.

- ∞ Virtual Private Cloud : Critical workloads migrating to Public clouds will be isolated using Virtual Private Cloud. Security components like NACL, Security Groups, Subnets and VPN access will be provisioned for secure access to the application.
- ∞ Perimeter security : Protect your public cloud against outside threats by using firewalls, WAF, IPS, IDS solutions from your favorite providers.
- ∞ SIEM : Security incident and event management puts Big Data to use with real-time operational intelligence.
- ∞ Identity Management : 8K Miles has been in the IDM domain since its inception and has expertise to help to run and operate your entire user provisioning, access management and governance reporting solutions across private, hybrid and public clouds.
- ∞ Data Protection : When it comes to Data security is top priority. Whether at rest or in motion 8K Miles has the solutions to help insure data is protected and meets the most stringent security compliance and regulations.
- ∞ VM Encryption : We offer tools to encrypt Cloud VM volumes and allow to store the keys On-Premise or in the Cloud HSM service.
- ∞ Automation : Our Secure Cloud Framework automates and simplifies migrating to the cloud.
- ∞ Security Standards : 8K Miles Secure Cloud Framework builds a VPC in the public cloud that is compliant with (FISMA) moderate security level, (PCI) security standard, (SOC) 1 standard, and is fully compliant with the HIPAA standards.

- ∞ Connector Xpress: Provision without coding. A wizard-driven tool that quickly connect to user databases and LDAP directories without the need for custom coding.
- ∞ MISPTM: Patented on-boarding service takes the friction out of setting up and managing federation partnerships.

## CloudEzTry

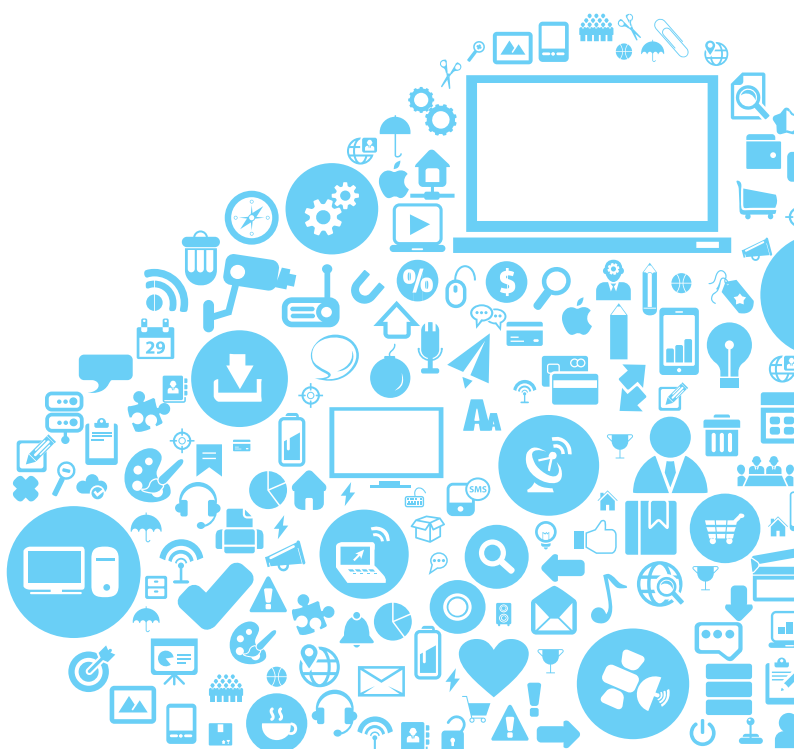
CloudEzTry IS A DEMO/TEST ENVIRONMENT AUTOMATION PLATFORM BUILT FOR SETTING UP DEMO ENVIRONMENT FOR SOFTWARE PRODUCTS ON ALL THE MAJOR CLOUDS. CloudEzTry CAN ACT AS A SANDBOX PLATFORM TO TEST ANY IT SOLUTION AND IS EXTREMELY COST EFFICIENT.

- ∞ Secure lab utilization – no user can launch the same lab in multiple sessions.
- ∞ Centralized management console where customers can create, track, stop and manage each and every lab.
- ∞ Green listing users giving override access for specific users and granting unlimited access to the available labs.
- ∞ Each lab can be secured via individual security keys. Once the lab is created for the client, every user gets a unique key.
- ∞ A lab can be unpublished and published as required by the customer – this ensures streamlined and expected lab usage behavior.
- ∞ CloudFormation serves as the back bone for launching and shutting down of lab operations.
- ∞ Each lab can be configured with detailed access controls and triggers as required at each stage of the lab from initialization, lab launch, lab running, to lab stop.
- ∞ Security and alerts on each component can be implemented and mapped with specific alerts for actions/groups/individuals along with standardized email templates for each event.

## EzIAM™ – IDaaS SaaS OFFERING

NEXT GENERATION USER LIFE CYCLE MANAGEMENT PLATFORM THAT GIVES YOU THE FLEXIBILITY AND SCALABILITY TO MEET YOUR BUSINESS NEEDS WITHOUT COMPROMISING ON SECURITY AND CONVENIENCE.

- ∞ Identity Management: From hire to retire, automate and manage your user provisioning and access request process.
- ∞ Single Sign-On : Convenience and security, one-click logon to SaaS and on-premise applications.
- ∞ Advanced Authentication: No longer compromise on strong security for ease of use. Get both with EzIAM's versatile advanced and risk based authentication.
- ∞ Governance : Simplify user certification process with our on-demand hosted/SaaS solution.
- ∞ API Management & Security : Accelerates the pace of API development while managing and maintaining high levels of security and governance.



# CEO'S MESSAGE



Dear Shareholders,

It has been another year of record breaking performance here at 8K Miles – 183 per cent growth in top-line and over 200 per cent growth in bottom-line is a validation of both our capabilities and conviction in the ever expanding opportunity in Cloud computing which continues to hold INFINITE POTENTIAL, LIMITLESS POSSIBILITIES.

According to Forbes, IT decision makers' spending on security technologies will increase 46% in 2015, with cloud computing increasing 42% and business analytics investments up 38%. Enterprise investments in storage will increase 36%, and for wireless & mobile, 35%. Cloud computing initiatives are the most important project for the majority of IT departments today (16%) and are expected to cause the most disruption in the future. IDG predicts the majority of cloud computing's disruption will be focused on improving service and generating new revenue streams.

We are one of the leading global Cloud and Security solutions company. We have developed, deployed and delivered a wide range of solutions covering a diverse array of clients and industries with more emphasis on Healthcare and Life science Industries. We are prepared and poised to leverage our strengths and capabilities to capitalize on the unprecedented opportunity being unfolded.

Here is how our products, services and solutions stack up :

## 1. CLOUD COMPUTING:

- We are an early mover in cloud (born-in-the-cloud company) and thought leader with many innovative solutions on public cloud infrastructure (AWS and MS Azure).
- Growing business relationship with AWS and MS Azure Cloud.
- Winning Go To Market strategies around CloudEzRx™, AGaaS and ehrRECON solutions.
- Increased focus in Healthcare and Pharma verticals.
- Cloud Analytics SaaS solutions.

## 2. SECURITY SOLUTIONS:

- We have growing partnership with CA Technologies and IBM with their portfolio of Security offerings.
- Hosted IDM as a Service (EzIAM™) on hybrid and public cloud platforms.

- We have a Secure Cloud and Compliance framework strategy for cloud migration, cloud managed services and SaaS solution offerings.

### 3. MOBILE:

- With the acquisition of Cintel Systems, we are able to demonstrate end to end solution capabilities for cloud transformation projects with real world customer experience on mobile apps development and UI/UX design and development experience.
- With mobile enabled applications and API security gateway for authentication and access control, patient engagement scenarios in Healthcare are very much a reality in the future.

We are leaders in the Pharmaceuticals and Life Sciences space where the Cloud is helping companies change the way drugs are developed and brought to market. Analysts estimate Pharmaceutical data is doubling every six months and the need for collaboration is ever growing. Pharmaceutical companies are realizing that their dependencies on legacy infrastructure are hindering their ability to compete. Our CloudEzRx™ gives Pharmaceutical companies the ability to quickly bring new drugs to market by offering on-demand scalable Compute resources quickly & efficiently, reducing cost and decreasing the time to market, irrespective of the composition of their teams and resources.

The year 2014-15 was an exceptional year for the Company as we continued with our dominance of the Cloud space by winning many new customers and contracts. This was also reflected in our financial performance :

- The Consolidated Total Revenue for the year was ₹ 12,513.88 lacs compared to ₹ 4,410. 23 lacs in the previous year, an increase of 183.75 per cent.
- The Consolidated EBITDA for the year increased to ₹ 3,855. 78 lacs compared to ₹ 1,384. 20 lacs in the previous year, an increase of 178.56 per cent.
- The Consolidated PAT for the year increased to ₹ 2,309.05 lacs compared to ₹ 742.80 lacs in the previous year, an increase of 210.86 per cent.
- The Consolidated EPS for the year was ₹ 18.35 against ₹ 6.05 in the previous year, an increase of 203.31 per cent.

During the year, we have made key strategic acquisitions that will further enhance and extend our capabilities. These are :

- o SERJ Solutions – an EHR (EPIC) software implementation and managed services company in Healthcare space : November 2014

- o Mindprint – a Canada based Clinical Research process automation company who provides SaaS solutions for CRO and Pharma: February 2015.
- o Cintel Systems – a Silicon Valley, CA based company who specializes in Mobile, UI design/UX development services: April 2015.

At 8K Miles, we have always been a people organization at heart, and are proud to have some of the best talents in the Company. It is due to the untiring efforts of our people that our clients keep winning prestigious awards and recognitions all over the world. This year, we enabled some of our key customers using our cloud platform to win several awards including Guinness Book of World Records, Euro Money #1 Financial Services Award and Pioneer Awards.

As I look ahead, I am confident that we are on a sustained high-growth trajectory in both the near and mid-terms.

I thank you all for your continued trust and faith in the Company. A special thank you to our customers, partners, vendors, investors, bankers and employees for making the 8K Miles journey so promising and I assure you that there is a lot of excitement ahead.

Yours faithfully,

Suresh Venkatachari

Chairman & CEO



# PEOPLE WITH PROVEN PEDIGREE

THE IT BUSINESS IS UNLIKE ANY OTHER. UNLIKE MANUFACTURING OR ENGINEERING OR PHARMACEUTICALS THAT RELY HEAVILY ON PLANTS, MACHINERY AND FORMULATIONS, THE IT SUCCESS IN IT BUSINESS IS DEFINED AND DETERMINED BY ITS PEOPLE.

AT 8K MILES, WE HAVE A DYNAMIC AND EXPERIENCED WORKFORCE WITH A STRONG LINEAGE IN THE IT CONSULTING AND CLOUD COMPUTING SPACE.

SURESH VENKATACHARI  
CEO



Suresh has more than 26+ years of experience in the IT solutions & consulting industry. He leads our global leadership team that harnesses the knowledge of three market leaders to any organization. Suresh is a thought leader and entrepreneur and has developed and executed demand driven strategies to grow the business. He has founded four IT companies over the past 14 years, of which two are public limited. Prior to this, Suresh was the Head of Electronic Banking at Deutsche Bank, Singapore.

LENA KANNAPPAN  
COO



Lena Kannappan is the Chief Operating Officer and Head of Cloud IAM business for 8KMiles, he is a visionary leader, a serial entrepreneur who leads and directs the business operations for 8KMiles. He founded FuGen Solutions acquired by 8KMiles, is a serial entrepreneur with 24 years of software industry experience and also supports investments and M&A activities for 8KMiles. Lena is also one of the original founders of SAML 2.0 protocol and Federated Identity Management model for the industry while at Orange-France Telecom, which changed the way Identity Information is shared between Service Providers and enabled the huge success of SaaS, Cloud and Social Networking. Lena is a regular invited speaker in industry related events.

R.S.RAMANI  
CFO



With 27+ years of experience in finance roles, the key areas of focus for Ramani is Finance, Accounting, Auditing and operations in IT, Education and Trading Industries. His entrepreneurial experience over the two decades in various industries in India and Overseas solid management expertise in Finance, administration and operations ensures achievement of commercial success for customers and partners.

HARISH GANESAN  
CTO



Harish Ganesan, is the Chief Technology Officer (CTO) and Co-Founder of 8KMiles. Harish Ganesan has more than 16+ years of experience in architecting and developing cloud computing, e-commerce and mobile application systems. He has also built large Internet banking solutions that catered to the needs of millions of users, where security and authentication were critical factors. He is responsible for the overall technology direction of the 8KMiles products and services in Cloud, Big Data and Mobility Space. Harish is a thought leader in Cloud related technologies, an Advisor and has many followers for his blogs.

RAVI CHANDRAN  
HEAD OF INDIAN OPERATIONS AND  
NON US TERRITORY SALES



Ravi Chandran is the Head of Indian Operations and Non US Territory Sales for 8K Miles. He has more than 30 years of experience in IT Products, Solutions and Services Industry and solid management expertise in Marketing, Sales, Delivery and Operations. Prior to joining 8K Miles, Ravi was heading UK and Europe Operations for Ramco Systems and instrumental to drive new customer acquisition. Earlier, he has worked as Head of Global Sales and Marketing for RS Software, a company specializing in payment industry and Head of UK and Europe operations for Keane where he was responsible for topline and P&L. Managed a team of 800 people (including delivery) between India and Europe and focusing on Telco, BFSI and Retail. Prior to that, he was with Keane APAC, Tecsol and IBM Singapore and Australia.



# SUCCESS SHOWCASE

## ELASTIC TEST DRIVE

ELASTIC TEST DRIVE, LAUNCHED BY AMAZON AT RE:INVENT 2013 IN LAS VEGAS IS A PHP BASED 8KMILES SOLUTION WHICH HELPS ORGANIZATIONS EXPEDITE THEIR DEVELOPMENT CYCLE AND REDUCE THE TIME TO MARKET.

In essence the Elastic Test Drive helps organizations test their product in near real secured environments at a very detailed level.

The product was developed in close consultation with the Amazon AWS team members. The initial architecture and implementation was closely reviewed, monitored and aligned in accordance to the requirements outlined by prominent vendors of AWS.

### SECURITY IN ITS DNA

OWSAP security standards were followed and implemented while developing the Elastic Test Drive with precision security detailed at "user per action invocation" levels.

Each and every action page's relative permission and data transfer was planned/evaluated for secure transaction. In addition, sure token implementation was done for sensitive data pages.

Override checks and block checks at each stage and action were planned with appropriate user privileges, commits and rollback definitions.

Security and alerts on each action components were implemented and mapped with specific alerts to actions/groups/individuals along with standardized professional email templates for each event.

Easy as it gets!

CloudFormation serves as the back bone for launching and shutting down of lab operations.

Each lab can be configured with detailed access controls like number of time a particular user can use the lab, triggers required at each stage of lab i.e. initialization, lab launch, lab running, lab stop

As such there is no need to individually track the backend services and hardware provisioned for a running lab - the Test Drive system keeps track of the same and any lab at any point can be secured via the block feature available in Test Drive.

### UTILITIES

- ∞ Test Drive is Security Certified
- ∞ Secure lab utilization i.e. no user can launch the same lab in multiple sessions
- ∞ Lab access can be pre-configured with total number of logins for an individual user
- ∞ Customer can block a(n) user(s) from a specified domain - for a specific lab access or even the entire system access
- ∞ Centralized management console where customers can create, track, stop and manage each and every lab
- ∞ Blocking at domain and user levels to seek control over the labs and securing against unlikely event of hack or misuse
- ∞ Green listing users implying override access for specific users and granting unlimited access to the available labs
- ∞ Each lab can be secured via individual secure keys for usage i.e. while lab creation the customer can map a fresh key for a lab
- ∞ A lab can be unpublished and published as required by the customer - this ensures streamlined and expected lab usage behaviour
- ∞ Security

Secure token authenticated action pages

Secured against vulnerabilities mentioned in OWSAP i.e. secured against SQL injection, Cross site scripting, Session injection etc.

AWS infra security is governed via the security group we set and other configurations - since we practice best in class standards - we need not worry about that

- ∞ API is available for Test Drive accessibility i.e. the customer can have their own external pages to interact with Test Drive labs
- ∞ Each Test Drive has a secure key for API access
- ∞ Client specific Customization features like Custom Themes, Custom email templates, Custom mail sender configuration

# SUCCESS SHOWCASE

## CLOUD ENGINEERING AND MANAGED SERVICES FOR A FINANCIAL TECHNOLOGY COMPANY FOCUSED ON MAKING WEALTH MANAGEMENT DIGITAL, SOCIAL AND PERSONAL.

Customer's initial setup had a single environment for development, staging and production. To avoid conflicts and to ensure that a change implemented in one environment does not impact the other, 8KMiles suggested creating separate Multi-AZ subnets inside VPC for each environment. Customer is a financial technology firm and its app offers world's fastest way for wealth management companies to increase sales. Its app is the world's only integration-free technology that accelerates sales and customer acquisition for both banks and independent wealth management companies.

The app is used by global banks and independent wealth managers offering investors a complete view of their investments with a greater control.

Customers' is the first company to bridge the gap between wealth managers and investors through an easy-to-use, instantly installed mobile app that combines a client's internal portfolio with relevant, external investment information tailored to their portfolio and profile.

The customer reached out 8KMiles seeking a complete overhaul of their present IT infrastructure. The customer needed a shift to AWS achieving high availability and scalability.

### ENVIRONMENT ISOLATION

Customer's initial setup had a single environment for development, staging and production. To avoid conflicts and to ensure that a change implemented in one environment does not impact the other, 8KMiles suggested creating separate Multi-AZ subnets inside VPC for each environment. This enabled easy configuration of the environment for monitoring, availability and security purpose as per customers' needs meeting business objectives.

### DEPLOYMENT CHALLENGES

Customer followed an agile model with a very short iteration cycle. As soon as an application was developed, the feature had to be deployed on development, staging and production environments. This was done as a manual process and it was taking time for them to push the features to production. We suggested them to use continuous

integration stack with Jenkins, Nexus, Rundeck and Chef to automate the build and deployment as and when the developer checks-in the code. This reduced significant time (up to 70%) in pushing the features to production.

### HIGH AVAILABILITY AND MONITORING

Ensuring that the application is highly available is one of their critical requirements. We separated the application into tiers and configured them individually for high availability. We then setup RDS for MySQL, and Redis for cache EC2 instances in multiple availability zones and clustered them using ELB. Regular backups were scheduled to restore the state of the system in the event of failure. Though the system is configured to be highly available, regular monitoring was done checking the health of the system at the application and operating system levels. In case of discrepancies appropriate mitigation plans were taken into action.

### PERIODIC SECURITY REVIEW

We regularly conducted security audits to make sure the current policies in place meet the business needs. This provided an opportunity to remove un-necessary IAM users, roles, groups, and made sure that users and software have only the permissions that they require.

### COST OPTIMIZATION

As the customer was running an API platform so cost optimization was one of their primary business objectives. We performed regular audits for usage metrics of instances/storage and scaled them down wherever required. We advised to regulate the use of HADOOP clusters when there is no/less job activity and to leverage spot instances wherever applicable.





# ADDING CAPABILITIES

## ACQUISITION OF CLINICAL RESEARCH SOFTWARE STARTUP – MINDPRINT INC, CANADA.

US Subsidiary 8K Miles Software Services Inc. has entered into an asset purchase agreement with Mindprint Inc. ("Mindprint"), a clinical research software startup focused on analytics and operational software for Clinical Research Organizations (CROs) and Pharmaceutical Sponsors. This asset purchase agreement includes acquisitions of intellectual property, client contracts and employees. The total consideration in cash and stock, for the acquisition is \$400,000 dollars (\$150,000 in cash and \$250,000 worth of US subsidiary stock).

Large Enterprise customers from verticals markets, such as: Healthcare, Pharmaceutical, Financial and Insurance that have primary focus on security and compliance – rely on 8K Miles' trusted Cloud offerings. Mindprint's deep domain knowledge of CRO and pharmaceutical outsourcing operations provides 8K Miles with additional competitive advantage for successfully entering into the CRO market and in order to capitalize on its growth potential.

"According to the TechNavio's analysts forecast – the Global CRO market will grow at a CAGR of 9.83 percent over the period 2014–2019," said Suresh Venkatachari, Chairman and CEO of 8K Miles. "This acquisition is yet another demonstration of 8K Miles' commitment to the Pharmaceutical vertical market."

Global CROs use Mindprint SaaS analytics and operational software to gain valuable insights into their profitability, resource utilization, study progress and forecasts. Mindprint has announced multiple highly successful client implementations of their SaaS software systems ranging from small to mid-size CROs.

"Working with the Mindprint team was a pleasure. They have a solid understanding of CRO operations and helped to refine our processes using their software," said Jeff Burdine, Director of IT Commercial Systems at Chiltern. "Mindprint's software played a key role in the integration of Ockham and Nexus Oncology."



About Mindprint ([www.mindprintsolutions.com](http://www.mindprintsolutions.com)):

Mindprint Inc. specializes in providing SaaS analytics and operational software to Clinical Research Organizations and Pharmaceutical companies based in Markham, Ontario, Canada.. Mindprint brings clarity and transparency to its clients as they benefit from increased profitability, better predictability, streamlined business processes, and superior customer value. Mindprint has partnered with a number of leading CROs and understands the life cycle of a clinical study as well as the business challenges unique to the life sciences industry.

# ADDING CAPABILITIES

## IDMLOGIC SIGMA USER INTERFACE CAPABILITIES FOR EZIAM CLOUD OFFERING AT AWS RE:INVENT

Responding to the need for a convenient, business user friendly IAM solution, 8K Miles and IdMlogic today launched their EzIAM Cloud-Based Service integrated SIGMA. The Service delivers a Complete IAM Solution designed from the business users' perspective. Organizations can reduce costs and accelerate deployment by consuming this SaaS-based Authentication, Federated SSO and User Provisioning service, all in a 'One Stop Shop' for all their identity management related activities.

By aggregating and integrating identity, access and governance management technologies, EzIAM and SIGMA offers this 'One Stop Shop' Service that provides enterprise-wide IAG in a single place: Request Access, Approve Tasks, Track Requests, Certify Users, On-board New Users, Modify Users, Self-registration, and Reset Passwords.

EzIAM and SIGMA build on mature IAM technologies currently deployed in thousands of customers worldwide. It is aimed at Small and Medium Businesses, and large enterprises that desire a business oriented and more flexible consumption model – SaaS via the Amazon Web Services (AWS) cloud or a secure virtual private cloud model. EzIAM and SIGMA now offer the following benefits: a flexible consumption model; reduced CAPEX costs, IT overhead and solution complexity while increasing business agility, scale and flexibility; the best of both worlds – business simplicity and IT sophistication; One-Stop-Shop for IAG; extremely simplified Business user experience; increased user adoption, productivity and satisfaction; and quick & easy build of external user portals.

EzIAM and SIGMA provide organizations with low-friction, soft-token strong authentication and fraud detection; cross-domain SSO for optimum user convenience and productivity; and user lifecycle management with delegated administration and selfservice access requests, password reset, and profile management. Customers can pay-as-they-go with individual services, or subscribe to all EzIAM and SIGMA services, centrally managed through a single dashboard.

**"SMBs have traditionally been disenfranchised due to the high cost, complexity, and operational demands of IAM,"** said Lena Kannappan, COO of 8K Miles. "With the continued explosive growth of SaaS services and the changing landscape of the business ecosystem, SMBs need a managed service that can grow with them, taking care of their needs and helping them quickly and painlessly establish secure business partnerships."

IdMlogic is excited to partner with 8K Miles to extend the availability of sigma as a cloud offering. We believe that the simplicity that SIGMA provides combined with the EzIAM scalable solution delivers a new generation of Cloud identity solution.....said Mike Trubatch, CEO, IdMlogic.

EzIAM and SIGMA is available immediately.



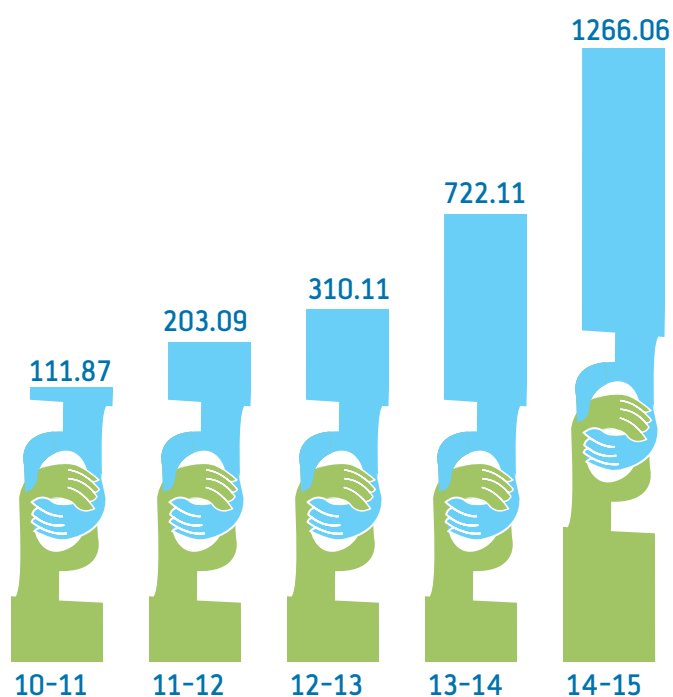
### About IdMlogic

IdMlogic is a leading solution provider focused on IAG (Identity & Access Governance) Management. IdMlogic's proven experience and success in the Identity Management market, together with our deep understanding of market requirements, customer wishes and diverse technological environments, has led us to develop SIGMA, the next generation of IAG solutions.

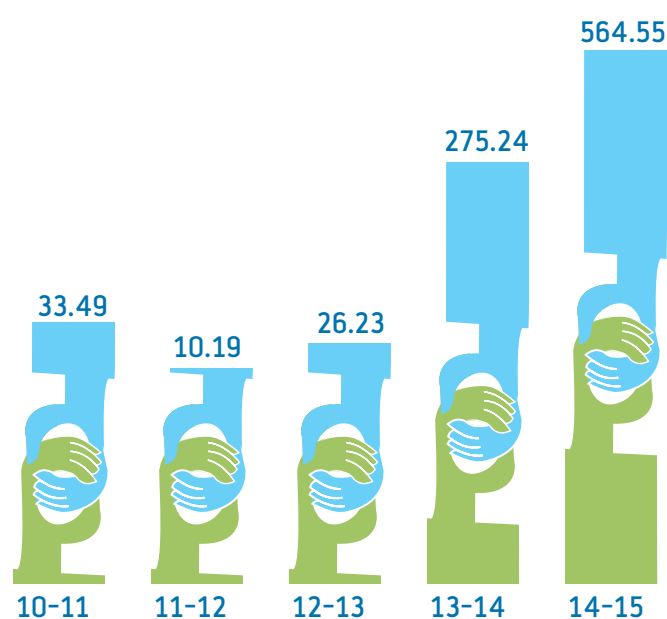
# FINANCIAL TABLES

## STANDALONE

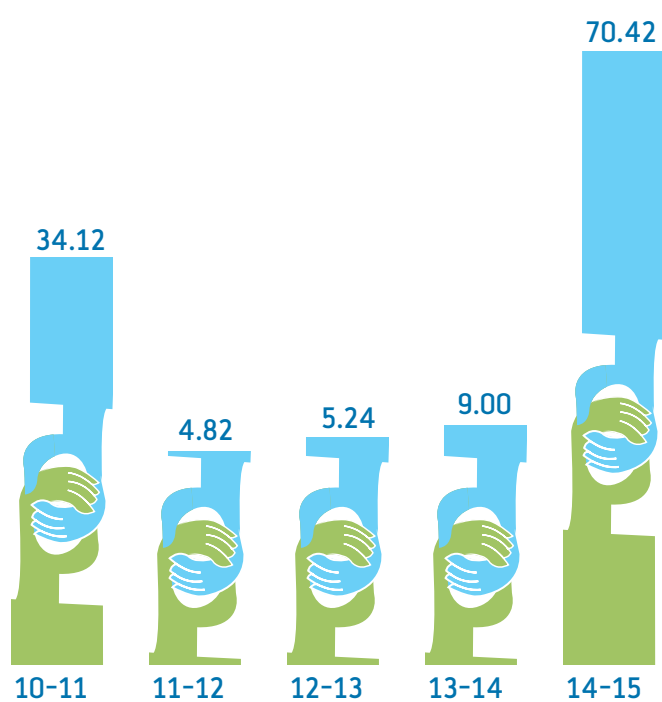
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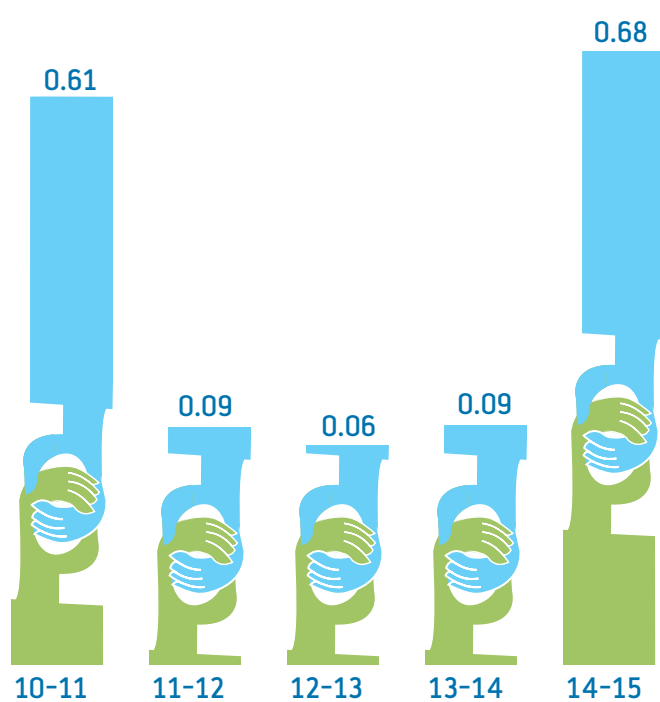
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EBITDA



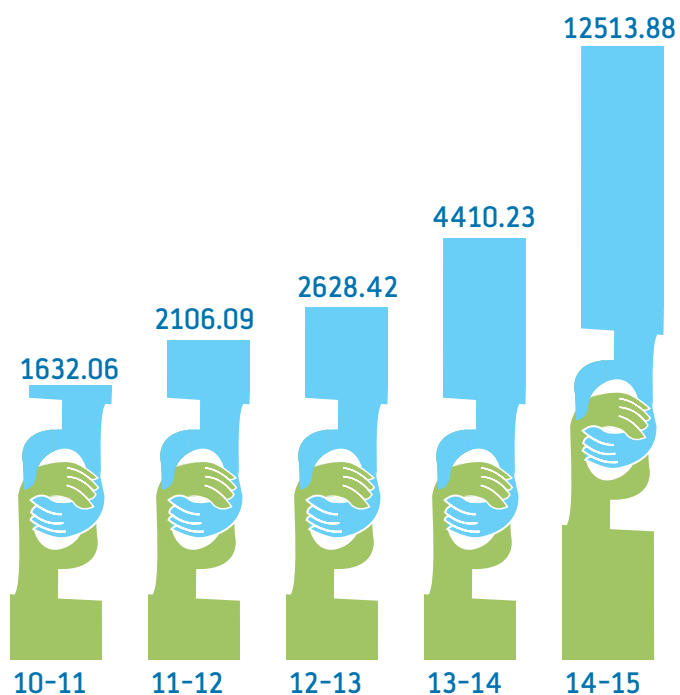
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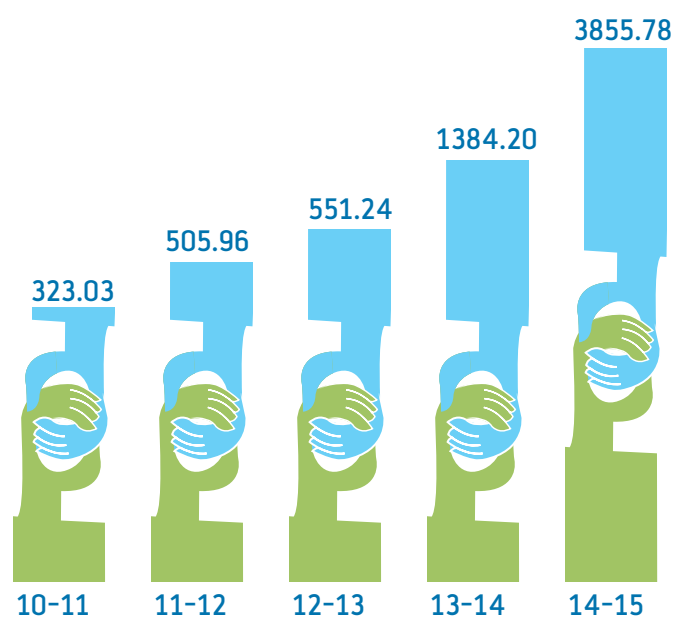
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# CONSOLIDATED

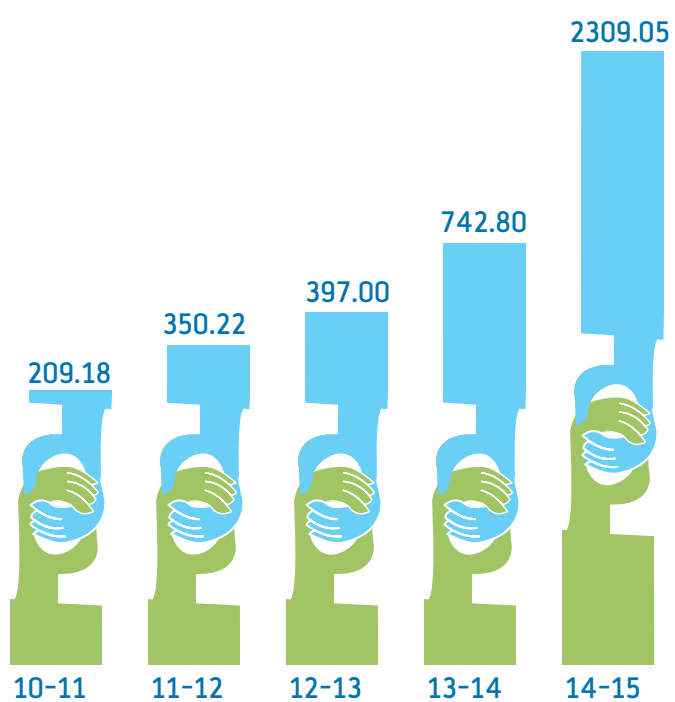
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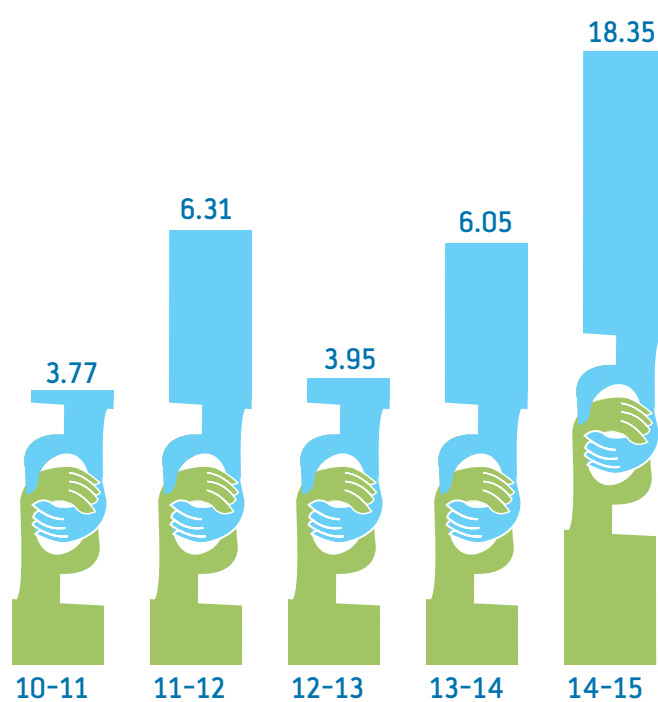
REVENUE



EBITDA



PAT



EPS



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Mr. Suresh Venkatachari, Managing Director  
Mr. R S Ramani, Whole Time Director  
Mr. Lakshmanan Kannappan, Director (From 31.3.15)  
Mrs. Padmini Ravichandran, Independent Director  
Mr. J Gurumurthi, Independent Director  
Mrs. T P Saira, Director (Till 31.3.15)

## COMPANY SECRETARY & COMPLIANCE OFFICER

Ms Jayashree Jagannathan

## STATUTORY AUDITORS

GHG Associates  
Chartered Accountants  
No.22, Govindu Street,  
T Nagar, Chennai 600 017

## SECRETARIAL AUDITORS

M. Rathnakumar & Co.  
Practicing Company Secretaries  
New No.135, Old No.123/1  
I Floor, TTK Road,  
Alwarpet, Chennai – 600 018

## BANKERS

Indian Bank,  
Porur Branch,  
125, Trunk Road,  
Porur, Chennai – 600 116

HDFC Bank Limited,  
ITC Centre Branch,  
No. 759, Anna Salai,  
Chennai – 600 002

## REGISTERED OFFICE

“Srinivas” Towers,  
#5, Cenotaph Road, II Floor,  
Teynampet,  
Chennai-600 018  
Phone: +91-44-6602-8000  
Email ID: [contactus@8kmilessoftwareservices.com](mailto:contactus@8kmilessoftwareservices.com)

## WEBSITE

[www.8kmiles.com](http://www.8kmiles.com)

## CORPORATE IDENTITY NUMBER

L72300TN1993PLC101852

## REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited  
Industries Estate, Makwane Road, Naronvaka  
Andheri (East), Mumbai – 400 059  
Phone: +91-22-4227-0400 Fax: +91-22-2850-3748  
Email: [info@adroitcorporate.com](mailto:info@adroitcorporate.com)

## SHARES LISTED AT

BSE Limited  
National Stock Exchange of India Limited

# NOTICE TO THE SHAREHOLDERS


NOTICE is hereby given that the Thirtieth Annual General Meeting of the Shareholders of the Company will be held at 03.30 pm on Friday, 18th September 2015 at Tulip Hall, Dee Cee Manor, No.90, G.N.Chetty Road, T Nagar, Chennai 600017.

## AS ORDINARY BUSINESS

1. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.  
"RESOLVED THAT the following financial statements and reports of the Company for the financial year ended 31st March, 2015 as circulated to the Shareholders be and are hereby adopted:
  - a. Standalone Audited Financial Statements;
  - b. Reports of the Board of Directors and Auditors on the Standalone Audited Financial Statement; and Consolidated Audited Financial Statements".
2. To re-appoint Mr. J. Gurumurthi in the capacity of an independent Director.
3. To re-appoint Ms. Padmini Ravichandran in the capacity of an independent Director.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.  
"RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. GHG Associates, Chartered Accountants (Firm Registration No.008703S), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2021 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and lodging expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors

## AS SPECIAL BUSINESS:

5. To consider if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:  
"RESOLVED THAT Mr. Lakshmanan Kannappan, who was appointed as a Director by the Board of Directors of the Company with effect from 31st March 2015 and who holds office up to the date of this Annual General Meeting under section 161 of the Companies Act, 2013 in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."
6. Increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company.  
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') (including any statutory modification(s) or re-enactment( s) thereof for the time being in force), the Authorised Share Capital of the Company of ₹ 15,00,00,000 (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of ₹ 10 (Rupees Ten) each be and is hereby increased to ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of ₹ 10 (Rupees Ten) each ranking pari passu with the existing shares of the company.  
RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following Clause V:  
'V. The Authorised Share Capital of the Company ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two Crore) equity shares of ₹ 10 (Rupees Ten) each with the power to the Board to increase or reduce the capital of the



Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or subdivide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.'

7. Alteration of Articles of Association as per Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including the statutory modifications and re-enactments thereof for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Articles of Association, as set out in the draft which is initialed by the Whole-time Director and placed before the meeting for the purpose of identification, in substitution of the existing Articles of Association of the Company.

RESOLVED further that the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary in relation thereto, and to file all the necessary documents with Registrar of Companies, for the purpose of giving effect to this resolution."

8. To consider and if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 along with rules enacted thereunder ("Companies Act") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, listing agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value ₹ 10 each are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), Foreign Exchange Management Act, 1999 as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the stock exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to create, offer, issue and allot equity shares ("Equity Shares") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") in the course of domestic and / or international offerings representing either equity shares or a combination of the foregoing for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company, in the course of domestic and / or international offerings through public issue and / or private placement and /or rights issue and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time

of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list on any Stock Exchange in India and / or Luxembourg and /or London and /or New York and /or Singapore and /or Hong Kong and / or any of the Overseas Stock Exchanges as may be permissible.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and other applicable provisions, as amended from time to time.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be determined in compliance with principles and provisions set out in Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the relevant date for the purpose of the pricing of the Equity Shares shall be the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agencies or bodies as are authorized by the Board for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and /or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the consent of the Company be and hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer documents(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and the same shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of rights issue, if the Equity Shares are not subscribed, the same may be disposed of by the Board in such manner which is not dis-advantageous to the shareholders and the Company.

RESOLVED FURTHER THAT the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Securities,



be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company.”

By Order of the Board  
For 8K Miles Software Services Limited

Sd/-  
Jayashree Jagannathan  
Company Secretary

Place: Chennai  
Date: 24.08.2015

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. **A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company.**
3. **A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy provided that such person shall not act as a Proxy for any other member.**
4. The instrument appointing the Proxy and the Power of Attorney or other authority, if any, under which it is signed or a certified copy of that Power of Attorney duly notarised or other authority shall be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for holding the meeting. Proxies/ authorisations submitted on behalf of the companies, LLPs, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. The statement pursuant to Section 102 of the Companies Act, 2013 setting out of material facts concerning the item of special business specified above is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from 12th September 2015 to 18th September 2015 (Both days inclusive)
7. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company together with the attendance slip and Proxy Form are being sent to all the members whose email Ids are registered with the Company / Depository Participants.
8. Members are requested to notify the Company at its Registered Office or to the Share Transfer Registrar of any change in address quoting their folio number.
9. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays up to the date of AGM.
10. Members who have received the Annual Report in electronic mode and who intend to attend the meeting in person or through proxy are requested to bring a printed copy of the attendance slip to the meeting hall.
11. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the Hall to attend the meeting.
12. Members are requested to bring their Client ID and DP ID for easy identification of attendance at the meeting.
13. Corporate Members are requested to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
14. Members seeking any information or clarification on the Accounts are requested to send in written queries to the Company. Replies to such written queries received, will be provided only at the meeting.
15. Members / proxies are requested to bring the duly filed attendance slip sent herewith for attending the meeting.
16. As per the provisions of the Companies Act, 2013, nomination facility is available for members. The nomination forms can be obtained from the Company's share Transfer Agents by the Members holding shares in physical form. In respect of holding shares in electronic form. In respect of members holding shares in electronic form the Depository form, the forms may be obtained from the Depository Participant with whom they are maintaining their demat account.
17. **Remote e-voting facility**
  - (a) In compliance with Clause 35B of Listing Agreement and the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company offers voting by electronic means through remote e-voting services provided by Central Depository Securities Limited (CDSL).
  - (b) Voting rights are reckoned on the basis of the shares registered in the names of the members/beneficial owners as on the record date fixed for this purpose, viz 11th September, 2015.

(c) The Company has appointed Mr. M. Rathnakumar, Practising Company Secretary, Chennai as scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.

(d) The instructions for remote e-voting are as under:


- The voting period begins on 15th September, 2015 at 10.00 AM and ends on 17th September, 2015 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• 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.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both 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 (v).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.

- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant 8K MILES SOFTWARE SERVICES LIMITED on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a 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.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.
- All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all



working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

18. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite consent and declarations for their appointment/reappointment.

## **Annexure to the Notice Explanatory Statement under Section 102 of the Companies Act, 2013:**

### **Item No.5**

Mr. Lakshmanan Kannappan was appointed as an additional director on 31st March 2015.

None of the Directors and KMP of the Company or their respective relatives other than Mr. Lakshmanan Kannappan is concerned or interested in the Resolution mentioned at Item No.9 of the Notice.

#### **Brief note about Mr. Lakshmanan Kannappan**

Lakshmanan Kannappan (also known as Lena) is the Chief Operating Officer (COO) and Head of Cloud IAM business for 8KMiles, he is a visionary leader who leads and directs the business operations for 8KMiles.

As the COO of the company, Lakshmanan Kannappan manages operations for the 8KMiles Group including corporate strategy, partnerships, business development and marketing aspects. As part of his current role, he brings top performing tool vendors on public/private/hybrid clouds into 8K Miles eco system of partners.

Lakshmanan Kannappan is also one of the original founders of SAML 2.0 protocol and Federated Identity Management model for the industry while at Orange-France Telecom, which changed the way Identity Information is shared between Service Providers and enabled the huge success of SaaS, Cloud and Social Networking. Lena chaired many industry standards committees since 2001 addressing Web Services, Identity Management and Mobile Services. He is a regular invited speaker in industry related events including CIO Roundtables, RSA Security, CA World, IBM InterConnect and Mobile Financial Summit conferences.

Lakshmanan Kannappan received his Masters in Electrical Engineering from College of Engineering Guindy, Anna University, Chennai in 1990 and Bachelors in Electronics and Instrumentation from Annamalai University, India in 1988.

### **Item Nos. 6**

Increase in Authorised Share Capital and Alteration of Memorandum of Association and Articles of Association. The Company, in order to meet its growth objectives and to strengthen its financial position, may be required to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorised Share Capital of the Company from ₹ 15 crores to ₹ 20 crores and for that purpose, the Memorandum of Association and the Articles of Association of the Company are proposed to be Item Nos. 6 and 7 respectively. The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the authorised share capital and for the alteration of capital clause of the Memorandum of Association and the Articles of Association of the Company.

A copy of the Memorandum and Articles of Association together with the propose alterations is available for inspection by members on any working days, except Saturdays between 11.00 a.m. and 1.00 p.m. at the registered office of the Company. The Board of Directors accordingly recommends the resolutions set out at Item Nos. 6 and 7 of the accompanying Notice for the approval of the Members.

None of the Directors and Manager of the Company is, in any way, concerned or interested in the said resolutions.

### **Item No.7**

The existing Articles of Association ("AOA") of the Company are based on the previous Companies Act, 1956. Several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the 'Act'). Given this position, it would be expedient to replace the existing AOA of the Company with the new set of Articles of Association so as to conform to the provisions the Act. Pursuant to Section 14 of the Act, amendment of AOA of the Company would require approval of the shareholders by way of Special Resolution. Hence the Board recommends the resolution to the shareholders for their approval. The proposed new set of Articles of Association of the Company is available for inspection at the registered office of the Company during the business hours on any working day excluding public holidays, Saturdays, up to and including the day of this Meeting and also available on Company website for the shareholders information.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

#### Item No.8

The Company proposes to raise the capital for the purpose of **Investments in Equity on to their Overseas and Domestic Subsidiaries, Acquire Companies, Businesses through their Subsidiaries and otherwise and expand Business promotion and Development related expenses**

The Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") and / or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") to all eligible investors including but not limited to existing of equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company in the course of domestic and / or international offerings through public issue and / or private placement and /or rights issue and / or preferential allotment and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in such tranche or tranches for an amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only) inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;
- e) The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act.

Therefore the Board recommends the resolution contained in Item No. 8 to be passed by the members so as to enable it to issue further Securities.

The proposed issue is in the interest of the Company and your Directors commend the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, except as members in the Resolution mentioned at Item No.8 of the Notice.

**PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT, THE ADDITIONAL INFORMATION ON DIRECTORS  
RECOMMENDED FOR RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Re-appointment of Mr. J. Gurumurthi as an Independent Director

Name	J. Gurumurthi
Age	61 years
Qualification	B.com, FCA
Other Directorships held in Companies	Nova Human Resources Outsourcing Private Limited
Date of Appointment	21/02/2014

Re-appointment of Ms. Padmini Ravichandran as an Independent Director

Name	Ms. Padmini Ravichandran
Age	50 years
Qualification	BCA
Other Directorships held in Companies	Sreyes Communetwork Private Limited Sudesi Infomedia Private Limited
Date of Appointment	31/08/2010

# DIRECTORS' REPORT

The Board of Directors of 8K Miles Software Services Limited are pleased to present the Thirtieth Annual Report for the year ended March 31, 2015, together with the Auditors' Report and Audited Accounts for the Financial year 2014-2015.

## FINANCIAL PERFORMANCE

The comparative figures of the financial result of the Company for the last two years are presented in the table below.

(₹ in Lacs)

Particulars	Consolidated		Standalone	
	FY 2014-15	FY 2013-14	FY 2014-15	FY 2013-14
<b>Revenue</b>	12513.88	4405.52	1266.06	722.11
Earnings Before Interest & Depreciation	3855.78	1384.20	564.55	275.24
Interest	44.76	38.55	44.68	38.55
Depreciation and Amortization	911.95	430.85	413.01	184.19
Exceptional Items	-	-	-	-
<b>Profit/(Loss) Before Tax (PBT)</b>	2899.07	916.15	106.85	52.50
Profit/(Loss) After Tax (PAT)	2309.05	742.80	70.42	9.01

## OPERATIONS REVIEW

"We continue to see significant growth in our Cloud Security Solutions and Cloud Managed Services. Our recent launch of CloudEzRx™, a cloud-platform designed to answer the compliance and regulatory needs of Pharmaceutical/Life Sciences industry is gaining market awareness while adding more key-functionalities to meet uprising demand by Healthcare providers,".

### Consolidated Financial Highlights for the financial year 2014-15:

	FY 15	FY 14	Y-o-Y growth
Revenue (INR Lakhs)	12513.88	4405.52	183.75 %
EBITDA (INR Lakhs)	3855.78	1384.20	178.56%
PBT (INR Lakhs)	2899.07	916.15	216.44%
PAT before minority interest	2309.05	742.80	210.86%
PAT after minority interest	1897.66	607.80	212.22%

## SHARE CAPITAL

The paid up equity capital as on March 31, 2015 was ₹ 103,441,020.00. During the year under review, the Company issued 3,00,000 shares (on conversion of warrants) of ₹ 10/ at a premium of ₹ 388.60 per equity share to the shareholders.

## FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

The details of the investments made by company is given in the notes to the financial statements.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The CEO and CFO certification provided in the CEO and CFO Certification section of the Annual Report discusses the adequacy of our internal control systems and procedures.



## CONSERVATION OF ENERGY

- a) Company ensures that the operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- b) No specific investment has been made in reduction in energy consumption.
- c) As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.
- d) Since the Company does not fall under the list of industries, which should furnish this information in Form A annexed to the aforesaid Rules, the question of furnishing the same does not arise.

## SUBSIDIARY COMPANIES

- 1) 8K Miles Software Services Inc (USA)
- 2) 8K Miles Software Services (FZE) – UAE
- 3) Mentor Minds Solutions and Services Inc (USA)
- 4) 8K Miles Health Cloud Inc (USA)
- 5) Mentor Minds Solutions and Services Private Ltd (India)

## DIRECTORS

In accordance with the provisions of under section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company,

### Cessation

Ms. T.P. Saira (DIN 03363978), Director resigned from the Board of Directors of the Company effective from 31st March 2015. She has been serving on the Board since 2010 and Company has benefitted by her valuable advice and guidance particularly in the areas of long term outlook for the growth of the Company. Directors place on record their deep sense of appreciation for her contribution to the Board and as a member of various Board Committees of the Company.

### Appointment

Non- Executive Director

Mr. Lakshmanan Kannappan (Lena) (DIN 07141427) appointed as an Additional Director (Non – Independent) under section 161 of Companies Act, 2013, with effect from 31st March 2015, to hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice under section 160(1) of the Companies Act, 2013 from a member proposing his appointment as a Director.

## AUDITORS

Messrs. GHG Associates, Chartered Accountants, Chennai hold office until conclusion of the ensuing Annual General Meeting and being eligible and recommended for reappointment.

## PARTICULARS OF EMPLOYEES

Statement of personnel particulars of employee's pursuant section 197(12) of the Companies Act, 2013 are not applicable since none of the employees are in receipt of remuneration in excess of the limits specified herein (₹ 5,00,000 per month or ₹ 60,00,000 per annum) during the period under review.

## RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business and are in compliance of the provisions of the Companies Act, 2013 and the Listing Agreement. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

All related party transactions, are approved by the Audit Committee on a quarterly basis, with all the necessary details and presented to the Board. The details of the transactions with related parties are provided in the financial statements.

## CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of section 135 of the Companies Act, 2013 are not applicable to the Company. However CSR activities have already embodied in the value system of the Company. During the year, the Company has conducted blood donation camp.

## CODE OF BUSINESS CONDUCT AND ETHICS

The Board of Directors has approved a Code of Conduct and Ethics in terms of Schedule IV of Companies Act, 2013 and clause 49 of Listing Agreement. All the Board Members and the Senior Management personnel have confirmed compliance with the Code for the year ended 31st March 2015. The annual report contains a declaration to this effect signed by the Managing Director and Company Secretary as Compliance officer for the code.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a vigil mechanism named Fraud and Risk Management Policy to deal with instance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk and Management Policy to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

## PREVENTION OF INSIDER TRADING

The Company has complied with the provisions of SEBI(Prevention of Insider Trading) Regulations, which is to be complied with effect from 15th May, 2015. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

## SECRETARIAL AUDIT

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. M. Rathnakumar, Company Secretary in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure B"

## EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure C".

## BUSINESS RISK MANAGEMENT

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & Clause 49 of the listing agreement, the company has constituted a business risk management committee. The details of the committee and its terms of reference are set out in the corporate governance report forming part of the Boards report. At present the company has not identified any element of risk, which may threaten the existence of the company.


## CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.

- 
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
  - iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
  - iv) The directors have prepared the annual accounts on a going concern basis.
  - v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
  - vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

### ACKNOWLEDGMENT AND APPRECIATION

The Directors take this opportunity to thank the Shareholders, Financial Institutions, Banks, Customers, Suppliers and Regulatory & Governmental Authorities for their continued support to the Company. Further, the Directors wish to place on record their appreciation of Employees at all levels for their hard work, dedication and commitment.

For 8K Miles Software Services Limited

Sd/-  
Suresh Venkatachari  
Managing Director

Place: Chennai

Date: 24.08.2015

# ANNEXURE TO DIRECTOR'S REPORT

## Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

### Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sl. No.	Particulars	Details
1	Name of the subsidiary	MENTOR MINDS SOLUTIONS & SERVICES PRIVATE LIMITED
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 March 2015
3	Reporting currency and	INR
4	Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not applicable
5	Share capital Authorised capital Paid up capital	10,000,000.00 7,658,700.00
6	Reserves & surplus	1,840,539
7	Total assets	10,890,255
8	Total Liabilities	1,391,016
9	Investments	Nil
10	Turnover	914,887
11	Profit before taxation	16,790
12	Provision for taxation	16,790
13	Profit after taxation	11,602
14	Proposed Dividend	Nil
15	% of shareholding	100%

**Notes:** The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.
- Since there are no Associate Companies or Joint Ventures, the part B is not applicable



# ANNEXURE TO DIRECTOR'S REPORT

## Form No. MR-3

Secretarial Audit Report for the financial year ended 31st March 2015

(Pursuant to section 204(1) of the Companies Act, 2013 and rule no.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To

The Members

**8K Miles Software Services Limited**

(CIN: L72300TN1993PLC101852 )

#5, Cenotaph Road, II Floor,

Srinivas Towers, Teynampet,

Chennai – 600 018

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **8K Miles Software Services Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the **financial year ended on 31 March 2015** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **8K Miles Software Services Limited** (the Company) for the financial year ended on 31st March 2015 according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the rules made there under;
- b) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**;
  - (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; **(Not applicable to the Company during the Audit Period)**;
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.

- k) Other laws applicable specifically to the Company namely :
- i. Information Technology Act, 2000 and the rules made there under, I have also examined compliance with the applicable clauses of the following:
  - (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period).**
  - (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

**I further report that**

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;
- (ii) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;
- (iii) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. The composition of various Committees;

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Date: 24th August, 2015

Place: Chennai

Sd/-  
M. Rathnakumar  
Membership No.: 6184  
C.O.P:9111

# ANNEXURE TO DIRECTOR'S REPORT

## Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS:

1	CIN	L72300TN1993PLC101852
2	Registration Date	26/05/1993
3	Name of the Company	8K MILES SOFTWARE SERVICES LIMITED
4	Category/Sub-Category of the Company	Public Company
5	Address of the Registered office and contact details	#5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai – 600018, Tamil Nadu
6	Whether listed company	Yes
7	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Private Limited Industries Estate, Makwane Road, Naronvaka Andheri (East), Mumbai - 59

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Data Processing, Software Development and Computer Consultancy services and Software Supply Services.	892.2	100

### PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	8K Miles Software Services Inc. (USA)	-	Subsidiary	59.72%	2 (87) (ii)
2.	8K Miles Software Services (FZE)(UAE)	-	Subsidiary	100%	2 (87) (ii)
3.	8K health Cloud Services Inc. (USA)	-	Subsidiary	100%	2 (87) (ii)
4.	Mentor Minds Solutions and Services Inc (USA)	-	Subsidiary	100%	2 (87) (ii)
5.	Mentor Minds Solutions and Services Pvt Ltd	U72300TN1999PTC043823	Subsidiary	100%	2 (87) (ii)

### III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### Category-wise Share Holding

#### (Equity Share Capital Breakup as Percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	61795	0	61795	0.62	61795	0	61795	0.60	-0.02
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
f-1) DIRECTORS	6595140	0	6595140	65.66	6595333	0	6595333	63.76	-1.90
Total Shareholding of promoter (A)	6656935	0	6656935	66.28	6657128	0	6657128	64.36	-1.92
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	303529	0	303529	2.93	2.93
b) Banks / FI	0	0	0	0.00	537	0	537	0.01	0.01
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	0	0	0	0.00	304066	0	304066	2.94	2.94
(2) Non - Institutions									
a) Bodies Corp.									
i) Indian	431176	0	431176	4.29	313470	0	313470	3.03	-1.26
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹1 lacs	647017	193	647210	6.44	843144	0	843144	8.15	1.71
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lacs	1829821	0	1829821	18.22	1755376	300000	2055376	19.87	1.65
c) Others (Specify)									
c-1) NON RESIDENT INDIANS(INDIVIDUALS)	453587	0	453587	4.52	139653	0	139653	1.35	-3.17
c-2) CLEARING MEMBER	9573	0	9573	0.10	31265	0	31265	0.30	0.21
c-3) DIRECTORS	15800	0	15800	0.16	0	0	0	0.00	-0.16
Sub-total (B)(2)	3386974	193	3387167	33.72	3082908	300000	3382908	32.70	-1.02
Total Public Shareholding(B)=(B)(1)+(B)(2)	3386974	193	3387167	33.72	3386974	300000	3686974	35.64	1.92
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
Sub-total (C)	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10043909	193	10044102	100	10044102	300000	10344102	100	0

## II. SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1.	R S Ramani	659065	6.56	0.00	659258	6.37	0.00	-0.19
2.	Venkatachari Suresh	5936075	59.10	100.00	5936075	57.39	0.00	-1.71
3.	M V Bhaskar	617965	0.62	0.00	617965	0.60	0.00	-0.02
	<b>Total</b>	<b>6656935</b>	<b>66.28</b>	<b>89.17</b>	<b>6657128</b>	<b>64.36</b>	<b>0.00</b>	<b>-1.92</b>

## III. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sl. No.		Name of the Promoter	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	SURESH VENKATACHARI	01-04-14	5936075	59.10	5936075	59.10
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	0	0.00	5936075	57.39
2	At the beginning of the year	R S RAMANI	01-04-14	659065	6.56	659065	6.56
	Date wise Increase / Decrease in Promoters Share holding during the year		16/01/2015	193	0.00	659258	6.56
	At the End of the year		31/03/2015	0	0.00	659258	6.37
3	At the beginning of the year	M V BHASKAR	01-04-14	61795	0.62	61795	0.62
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	0	0.00	61795	0.60

## IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sl. No.	For Each of the Top 10 Shareholders	Name of the Shareholder	As On Date	No. of Shares	% of total shares of the company	Cumulative Shareholding	
						No. of shares	% of total shares of the company
1	At the beginning of the year	DSP BLACKROCK MICRO CAP FUND	01-04-14	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		15/08/2014	303529	3.02	303529	3.02
	At the End of the year		31/03/2015	0	0.00	303529	2.93
2	At the beginning of the year	SAROJINI TANDON	01-04-14	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year		06/02/2015	200000	1.95	200000	1.95
			31/03/2015	100000	0.97	300000	2.90
	At the End of the year		31/03/2015	0	0.00	300000	2.90

3	At the beginning of the year	ARCHANA SANDEEP TANDON	01-04-14	94362	0.94	94362	0.94
	Date wise Increase / Decrease in Promoters Share holding during the year		29/08/2014	98000	0.98	192362	1.92
			17/10/2014	-15651	0.16	176711	1.76
			24/10/2014	-9349	0.09	167362	1.67
	At the End of the year		31/03/2015	0	0.00	167362	1.62
4	At the beginning of the year	SANDEEP TANDON	01-04-14	157470	1.57	157470	1.57
	Date wise Increase / Decrease in Promoters Share holding during the year		22/08/2014	125	0.00	157595	1.57
			29/08/2014	4635	0.05	162230	1.62
	At the End of the year		31/03/2015	0	0.00	162230	1.57
5	At the beginning of the year	KARTHIK RAMKRISHNAN IYER	01-04-14	111098	1.11	111098	1.11
	Date wise Increase / Decrease in Promoters Share holding during the year		25/04/2014	20	0.00	111118	1.11
			20/06/2014	15	0.00	111133	1.11
			18/07/2014	45	0.00	111178	1.11
	At the End of the year		31/03/2015	0	0.00	111178	1.07
6	At the beginning of the year	MINDSET TECHNOLOGIES PVT. LTD.	01-04-14	0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2015	100138	0.97	100138	0.97
7	At the beginning of the year	KIRIT NANJI GOGRI	01-04-14	19842	0.20	19842	0.20
	Date wise Increase / Decrease in Promoters Share holding during the year		30/05/2014	20971	0.21	40813	0.41
			04/07/2014	35710	0.36	76523	0.76
			05/09/2014	4447	0.04	80970	0.81
			19/09/2014	1500	0.01	82470	0.82
			27/09/2014	3000	0.03	85470	0.85
			10/10/2014	4000	0.04	89470	0.89
			24/10/2014	2500	0.02	91970	0.92
	At the End of the year		31/03/2015	0	0.00	91970	0.89
8	At the beginning of the year	NIKESH K SHAH	01-04-14	93399	0.93	93399	0.93
	Date wise Increase / Decrease in Promoters Share holding during the year		30/06/2014	6570	0.07	99969	1.00
			27/09/2014	-9000	0.09	90969	0.91
			30/09/2014	2700	0.03	93669	0.93
			21/11/2014	-2020	0.02	91649	0.91
	At the End of the year		31/03/2015	0	0.00	91649	0.89

9	At the beginning of the year	NIKESH K SHAH HUF	01-04-14	85482	0.85	85482	0.85
	Date wise Increase / Decrease in Promoters Share holding during the year		11/04/2014	-3910	0.04	81572	0.81
			18/04/2014	-9773	0.10	71799	0.71
			25/04/2014	-1800	0.02	69999	0.70
			02/05/2014	8997	0.09	78996	0.79
			23/05/2014	8564	0.09	87560	0.87
			30/05/2014	4039	0.04	91599	0.91
			20/06/2014	8100	0.08	99699	0.99
			15/08/2014	-8100	0.08	91599	0.91
			22/08/2014	8100	0.08	99699	0.99
			19/09/2014	-25000	0.25	74699	0.74
			27/09/2014	-22898	0.23	51801	0.52
			30/09/2014	21035	0.21	72836	0.73
			10/10/2014	763	0.01	73599	0.73
			07/11/2014	1801	0.02	75400	0.75
			12/11/2014	1350	0.01	76750	0.76
			13/11/2014	900	0.01	77650	0.77
			14/11/2014	900	0.01	78550	0.78
			21/11/2014	900	0.01	79450	0.79
			05/12/2014	900	0.01	80350	0.80
			12/12/2014	539	0.01	80889	0.81
			02/01/2015	900	0.01	81789	0.81
			06/03/2015	4500	0.04	86289	0.84
			13/03/2015	2610	0.03	88899	0.87
	At the End of the year		31/03/2015	0	0.00	88899	0.86
10	At the beginning of the year	SANKARA KRISHNAN LAKSHMI NARAYANAN	01-04-14	87666	0.87	87666	0.87
	Date wise Increase / Decrease in Promoters Share holding during the year		05/09/2014	-1000	0.01	86666	0.86
			06/02/2015	-2000	0.02	84666	0.83
	At the End of the year		31/03/2015	0	0.00	84666	0.82

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

SI No.		Name of Promoter's	As On Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year		04/01/14	-	-	-	-
	Date wise Increase / Decrease in Promoters Share holding during the year			-	-	-	-
	At the End of the year		31/03/2015	-	-	-	-

## IV. INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT:  
NIL

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
- Addition				
- Reduction				
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

## V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager : NIL

Sl. No.	Particulars of Remuneration	Name of MD/WTd/ Manager				Total Amount
1.	Gross salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	- as % of profit					
	- Others, specify...					
5.	Others, please specify	-	-	-	-	-
6.	Total(A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

## B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTd/ Manager				Total Amount
	Independent Directors	-	-	-	-	-
	• Fee for attending board committee meetings					
	• Commission					
	• Others, please specify					
	Total(1)	-	-	-	-	-
	Other Non-Executive Directors	-	-	-	-	-
	• Fee for attending board committee meetings					
	• Commission					
	• Others, please specify					
	Total(2)	-	-	-	-	-
	Total(B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD /Manager / WTD :

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	-	3,00,000	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit				
	- others, specify				
5.	Others, please specify	-	-	-	-
6.	Total	-	3,00,000	-	-

D. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD / NCLT/Court]	Appeal made. If any (give details)
A.Company					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
B.Directors					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C.OtherOfficersInDefault					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					

# REPORT ON CORPORATE GOVERNANCE

## COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

8K Miles Software Services Limited's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and lenders.

8K Miles Software Services Limited is committed to achieving the highest standards of corporate governance. 8K Miles Software Services Ltd believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value, over a sustained period of time. The measures implemented by the Company, including the Vigil Mechanism, internal control systems, integrity management are regularly assessed for its effectiveness. The Board of Directors conducts business in due compliance of the applicable laws and periodically undertakes review of business plans, performance and compliance to regulatory requirements.

The Company is in compliance with the requirements of the guidelines on corporate governance stipulated under Clause 49 of the Listing Agreements with the stock Exchanges.

## MANDATORY REQUIREMENTS

### 1. Board of Directors

Strong Corporate Governance is the key to business sustainability. This is overseen by the Board of Directors, in respect of strategies, fairness to the stakeholders, strong accounting principles and ethical corporate practices.

All the Directors have disclosed their other directorship and committee positions in other public companies. It is observed that Directorships/ Committee memberships and chairmanships are as per prescribed limits provided under applicable provisions of Companies Act, 2013 and Listing Agreements.

Total strength of the board on the date of this report is (5) Five. The constitution of the Board has been made as per the guidelines provided by various regulatory authorities.

During the financial year, the Directors on Board met at regular Intervals for discussing and finalizing on key issues. Also, the Board has duly complied with the norms laid down by the guidelines in connection with the meeting of Board of Directors.

The last Annual General Meeting (AGM) of the Company was held on 30th September, 2014 and all Directors including the Chairman of the Audit Committee attended the AGM.

The Names and categories of the Directors on the Board, their attendance at Board Meetings held during 2014 -15 as on the date of this report and the number of directorships and committee chairmanships/Memberships held by them in other companies are provided hereunder:

Name of the Director	Category	Number of Board Meetings during the year 2014-15		Whether attended last AGM held on 30th Sept. 2014	Number of other Directorships and Committee Membership/Chairmanships		
		Held	Attended		Other Directorships (a)	Committee Memberships	Committee Chairmanships
Mr. Suresh Venkatachari Managing Director DIN: 365522	Executive Non-Independent	9	1	Yes	3	-	-
Mr. Gurumurthi Jayaraman DIN: 00416850	Non-Executive Independent	9	9	Yes	1	1	-
Mr. Ramani Ramasubramani Whole Time Director DIN: 03206751	Executive Non-Independent	9	9	Yes	3	-	-

Mrs.Padmini Ravichandran DIN: 02831078	Non-Executive Independent	9	9	Yes	1	2	-
Ms.T.P. Saira # DIN: 03363978	Executive Non-Independent	9	9	Yes	-	-	-
Mr.Lakshmanan Kannappan * DIN: 07141427	Executive Non-Independent	Not Applicable					

\*Appointed with effect from 31st March 2015.

# Resigned with effect from 31st March 2015.

(a) includes directorship of private limited companies

None of the Non – Executive Directors have any material pecuniary relationship or transactions with the Company. None of the Directors are related to each other.

The Company ensures that all statutory, significant material information are placed before the Board/Committees of Directors for their noting/approval to enable them to discharge their responsibilities as trustees of the large family of shareholders. During the year, information on matters mentioned in terms of clause 49 of the Listing Agreement has been placed before the Board for its consideration. The Board periodically reviews compliance of laws applicable to the Company

#### **Scheduling and selection of Agenda items for Board Meetings:**

All departments of the Company schedule their work plans in advance, particularly with regard to matters requiring consideration at the Board/Committee Meetings.

#### **Post meeting follow-up mechanism**

Important decisions taken at the Board/Committee Meetings are promptly communicated to the concerned departments. Action Taken Report on decisions/minutes of previous meetings is placed at the succeeding meetings of the Board/Committee for noting.

#### **Code of Conduct for Board of Directors and Senior Management**

The Company had already adopted the code of Business Conduct and Ethics for Board members and senior management personnel of the Company at the Board meeting held on 13/08/2011. All Board members and senior management personnel have been affirming compliance with the Code on annual basis.

As per SEBI amendments to clause 49 of the Listing Agreements made by SEBI to clause 49 of the Listing Agreement effective 1st October 2014, the Code has been amended to include the duties of Independent Directors, as laid down under companies act,2013 as stipulated and adopted by the Board of Directors.

The code has been communicated to all the Directors and members of the senior management. All Directors and Senior Management Personnel have confirmed compliance with the Code for the year ended 31st March 2015. The Annual Report contains a declaration to this effect signed by the Managing Director and the Company Secretary as the Compliance officer of the Code

## **2. COMMITTEE MEETINGS:**

### **A. Audit Committee**

(i) Brief description of terms of reference

Your Company constituted an Audit Committee comprising of the following met 4 times during the year on 27/05/14, 03/08/14, 07/10/2014 and 07/01/2015.

S. No	Name of the Member	Status	Number of Meetings	
			Held	Attended
1	Mr. .J. Gurumurthi, Chairman	Non- Executive Director- Independent	4	4
2	Ms. T.P.Saira	Executive Director- Non-Independent	4	4
3	Ms. Padmini Ravichandran	Non- Executive Director- Independent	4	4

The Audit Committee met and reported key issues to the Board of Directors and also duly complied with the necessary guidelines.

- Overseeing the Company's financial reporting process and Disclosure of its financial information to ensure that the financial statements are correct, sufficient and creditable;
- The appointment / removal of Statutory Auditor(s) & Internal Auditor(s), Fix the Audit fee also approve the payment for any other services;
- Reviewing with the Management, the quarterly financial statement before submission to the board;
- Reviewing the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit;
- Discussion with Statutory Auditors, before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- Reviewing the Company's financial and risk management policies;

All the members including the chairman have adequate financial and accounting Knowledge.

## B. SHAREHOLDER/ INVESTOR GRIEVANCE COMMITTEE

Subsequent to takeover, your Company also constituted the Shareholder or Investor Grievance Committee comprising of:

Mr. R S Ramani as its Chairman,  
Mrs. Padmini Ravichandran, Member  
Mrs. T.P.Saira Member

The above have complied with the necessary guidelines.

Shareholder or Investor Grievance Committee met and were attended by all the members to discuss on various matters pertaining to the Shareholders. No investor grievances are pending for a period of exceeding one month against the Company as per the records maintained by the Company.

Regular reporting procedures are been carried out to keep the Board of Directors updated.

### (i) Brief description of terms of reference

- Allot to the applicants, shares and other securities issued by the Company from time to time.
- Approve registration of transfer of shares and other securities issued and that may be issued from time to time; and approve or reject application for transfer of shares certified to the shareholders;
- Decide the stock exchange(s) / depository(ies) in India or abroad, on which shares or other securities issued by the Company are to be listed or delisted including offering/issuing such shares / securities through depositories;
- Redressal of shareholders and investors complaints such as transfer of shares, non-receipt of Annual Reports, non-receipt of dividend declared etc.;

Report to the Board about important developments in the area of servicing of shareholders and take initiatives for better servicing of the shareholders

### (ii) Details of the complaints/requests received, resolved and pending during the year 2014 -2015.

Total Shareholders complaints/ Requests

RECEIVED	REDRESSED	PENDING
0	0	0



## C. NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee (NRC) has been constituted on 28/05/2014 in the following manner in terms of Section 178 of the Companies Act, 2013 and also in line with the requirements of Listing Agreement:

S. No	Name of the Member	Status	Number of Meetings	
			Held	Attended
1	Ms.Padmini Ravichandran, Chairman	Non- Executive Director- Independent	5	5
2	Ms. T.P.Saira	Non- Executive Director- Non-Independent	5	5
3	Mr. Venkatachari Suresh	Executive Director- Non-Independent	5	1
4	Mr.R.S.Ramani	Executive Director- Non-Independent	5	5

Responsibilities of NRC:

The Nomination and Remuneration Committee shall-

- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down,
- Recommend to the Board their appointment and removal,
- Carry out evaluation of every director's performance.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and
- Recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

### FORMULATION OF NRC POLICY:

The Nomination and Remuneration Committee shall ensure that—

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) Remuneration to directors, KMPs and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

The Nomination and Remuneration Committee shall also prepare the evaluations of the independence in connection with the proposal for the appointment of Board members and the annual evaluations to be made in the organisation meeting.

In addition to the tasks listed above, the Nomination and Remuneration Committee may have other tasks that are appropriate for it to be able to fulfil its function.

The Nomination and Remuneration Committee has the right to investigate and examine matters pertaining to its function and use outside experts and consultants at its discretion.

The Board remains responsible for the duties assigned to the committee. The committee has no autonomous decision-making power, and thus the board makes the decisions within its competence collectively.

The Nomination and Remuneration Committee met five times during the year on 28th May 2014, 06th September 2014, 20th December 2015, 8th January 2015 and 31st March 2015.

None of the Directors and members have been paid any Remuneration and Sitting fee for the year ended 31st March, 2015

## (a) Shares held by Directors

Details of shares of the Company held by the Directors as on 31st March, 2015 are given below:

Name of the Director	Number of Equity Shares held
Mr. Suresh Venkatachari	5936075
Mr. Ramani Rama Subramani	659258
Mr. Gurumurthi Jayaraman	NIL
Mrs. Padmini Ravichandran	NIL
Mrs. Thottathil Puthanpoirayil Saira	NIL
Mr. Lakshmanan Kannappan	NIL

There were no pecuniary relationships or transactions with the Non –executive Directors.

## SENIOR MANAGEMENT PERSONNEL

The remuneration of Senior Management and key Managerial personnel is decided considering the current employment scenario and remuneration package of the industry. The relationship between the remuneration and benchmark is also made clear while determining their remuneration package.

## CRITERIA FOR BOARD MEMBERSHIP

### Directors

The Company has appointed the Directors with rich experience and expertise in various Sectors of Finance, Information Technology, governance and other disciplines to ensure Board diversity with Directors having expertise in the fields related to the Company's business.

### Independent Directors

The Independent Directors are appointed by the shareholders with no direct or indirect material relationship with the company or any of its officers and they meet all criteria in section 149(7) of the Companies Act, 2013 and the Listing Agreement.

The Nomination and Remuneration Committee ensures that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.

### Board Evaluation

Pursuant to the provisions of Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of all its committees. Evaluation has been carried out on the basis of functioning, adequacy of composition of the board and its Committees, Board culture, execution and performance of the obligations and governance of the Board as well as Committee.

### Policy on Board Diversity

The Nomination and Remuneration Committee devises the policy on Board diversity to have balance of skills, experience and diversity on the Board.

## D. OTHER COMMITTEE

### CSR Committee

Since the Company is not covered under the conditions prescribed under section 135 of the Companies Act, 2013, the Company is not required to constitute Corporate Social Responsibility Committee.

### Risk Management

The Company has formulated and implemented a detailed Risk Management Policy covering key aspects as provided under clause 49 of the Listing Agreement.

### Meetings of Independent Directors

The Independent Directors met on 27th May 2014 and 07th January 2015 and evaluated the performance of Non-Independent Directors, the Board as a whole and the Chairman of the Company considering the views of other Directors.

The Independent Directors also discussed the Board processes including the evaluation of quality content and timeliness of flow of information between the management and the Board that is necessary perform its duties.

### 3. General Meetings

#### a. Annual General Meetings:

Date, location and time for last 3 Annual General Meetings –

DATE	VENUE	TIME
29th September 2012	1-7-241/11/D, Ramalaya, 3rd floor, S.D.Road, Secunderabad A.P - 500 003	3.00 PM
28th September 2013	16-2-741/2 Asman Bagh, Andhra Bank colony, Hyderabad, A.P - 500 036	3.00 PM
30th September 2014	Vintage Court Hall,Taj Mahal Hotel,Abids, Hyderabad A.P - 500 001	3.00 PM

#### b. Extraordinary General Meeting:

ONE (28/10/2014) Extra- ordinary General Meeting was held during the year.

#### c. Postal Ballot – February 2015

Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 approvals of the Shareholders by means of a Postal Ballot was sought vide Notice dated 20th February 2015 for the following Special Resolutions:

1. 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 ₹ 500 crores.
2. Section 180(1)(a) to create charges, mortgages and/or hypothecations in addition to the existing charges, mortgages and hypothecations created by from time to time, provided that the total amount of loans shall not at any time exceed ₹ 500 Crores (Rupees Five Hundred Crores Only) in aggregate the Company.
3. section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 upto an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crores Only)
4. Ratification of issue, offer and allotment of 14,00,000 warrants convertible into equity shares on preferential basis to promoters and other than promoters.

The Postal Ballot Notice together with ballots were dispatched to the Shareholders on 26/02/2015. The Company also offered e-voting option to the members to vote electronically instead of dispatching Postal Ballot Form. The Company signed an agreement CDSL for facilitating such e-voting by the members.

Mr. M. Rathnakumar Practising Company Secretary, Chennai was appointed as the Scrutinizer for conducting the Postal Ballot.

The Postal Ballot results were declared on 29th March 2015. The results were disclosed to the Stock Exchanges and the same was posted on the Website of the Company.

### 4. Related Party transaction

All transactions entered into with Related Parties as under clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to the financial statements.

The Board has obtained certificates /disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

### 5. CEO/CFO Certification:

The Managing Director and Chief Financial Officer of the Company have certified to the Board of Directors, inter-alia, the accuracy of financial statements of the Company as required under the Listing Agreement.

### 6. Disclosure

- There has not been any non-compliance by the Company and there are no penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

- The Company has complied with all the mandatory requirements of Corporate Governance, as required under the Listing Agreement and Company's status of Compliance with the non-mandatory requirements is given below:

## 7. Vigil and Whistle Blower Mechanism

The Company has formulated the Vigil and Whistle Blower Mechanism as required under the Companies Act, 2013 and Listing agreement. The Company has appointed the Audit Committee Chairman as the Ombudsman for the Mechanism, under which employees can directly report to the ombudsman.

All the mandatory requirements specified under clause 49 of the Listing Agreement with Stock Exchanges have been complied with.

## 8. Share Transfer Compliance and Share Capital Reconciliation:

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates on halfyearly basis, have been issued by a Company Secretary-in- Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary-in-Practice for timely dematerialisation of the shares of the Company and for conducting a share capital audit on a quarterly basis for reconciliation of the share capital of the Company.

## 9. OTHER DISCLOSURE:

The Company has fulfilled the following non-mandatory requirements as detailed below:

### The Board

As our Chairman is a Managing Director, the Company maintains an office for him at the Corporate Office

### Shareholder Rights

The quarterly and half yearly and yearly declaration of the financial performance are posted on the website of the Company and are also sent to the stock exchanges, where the shares of the Company are listed.

### Audit qualifications

There were no qualifications in the Auditors report to the members on the financial statements for the year ended 31st March 2015.

### Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

### Subsidiary Companies

The Company does not have any material non-listed Indian subsidiary company and hence, it is not mandatory to have an Independent Director of the Company on the Board of such subsidiary company. However, one independent director each has been nominated on Board of the one subsidiaries of the Company. The Audit Committee reviews the financial statements, particularly, the investments made by the Company's non-listed subsidiary companies. The minutes of the non-listed subsidiary companies are placed before the Board for their attention and major transactions and decisions of the subsidiaries, such as inter corporate loan / investments are effected with prior approval by the Board of Directors of the Company.

The financial statements of all the subsidiaries are placed before the Directors of the Company on a quarterly basis and the attention of the Directors is drawn to all significant transactions and arrangements entered into by the subsidiary companies.

## 10. MEANS OF COMMUNICATION:

All material information about the Company is promptly sent through email/fax to the concerned stock exchanges wherein the Company's Shares are listed. Besides, these are all given to press for information of the Public at large. The above results are also hosted on the Company website [www.8kmilesoftware.com](http://www.8kmilesoftware.com).

## 11. GENERAL INFORMATION FOR SHAREHOLDERS:

### a. Annual General Meeting –

Date : 18th September 2015

Time: 03.30 pm onwards

Venue: Dee Cee Manor, No.90, G.N.Chetty Road, T Nagar, Chennai 600017.

As required under Clause 49(IV)(G)(i) of the Listing Agreements with the Stock Exchanges, particulars of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (AGM) are given in the Annexure to the Notice of the AGM to be held on Wednesday, 16th September 2015.

- b. Financial Year: 1st April to 31st March.
- c. Financial reporting for the quarter ending for finance year ending 31st March, 2016 (Reported/Tentative).

30th June, 2015	On 08th July, 2015
30th September, 2015	On or Before 14th November, 2015
31st December, 2015	On or Before 14th February, 2016
31st March, 2016	On or Before 30th May 2016
Annual General Meeting 2016	Before end of September

- d. Period of Book Closure – from 16th September 2015 to 18th September 2015 (Both days inclusive)
- e. No dividend recommended with a view to conserve the resources.
- f. Record date for ascertaining shareholders eligible to cast their votes for the items set out in the notice convening the AGM through e-voting- 21st August, 2015

## 12. LISTING ON STOCK EXCHANGES :

The Company's Equity Shares are listed on the following Stock Exchanges:

Sl. No	Name of the Stock Exchange	Stock Code
1	BSE Limited, Floor 25, P.J. Towers, Dalal Street, Mumbai – 400 001	512161
2	National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai- 400051	8KMILES

Annual Listing Fees have been paid the above Stock Exchanges, for the financial year 2015-2016.

Corporate Identification Number (CIN) of the Company: L72300TN1993PLC101852

## 13. MARKET PRICE DATA

High, Low (based on closing prices) and number of shares traded during each month in the financial year 2014-15 on BSE Limited and National Stock Exchange of India Limited:

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2014	141.95	99.00	142.70	100.00
May, 2014	146.80	114.25	145.00	110.00
June, 2014	190.00	131.95	187.00	130.30
July, 2014	196.00	155.30	189.80	155.70
August, 2014	313.15	170.00	314.20	164.90
September, 2014	516.80	303.60	518.00	303.00
October, 2014	804.00	493.50	807.00	492.50
November, 2014	745.70	479.60	745.00	480.00
December, 2014	674.00	493.65	672.70	495.50
January, 2015	923.00	630.15	863.90	630.00
February, 2015	742.75	648.00	739.00	648.00
March, 2015	765.75	585.00	744.00	580.60

Share Price performance in comparison to broad based indices – BSE Sensex

## 14. TRANSFER SYSTEM

Transfer of the Shares is done through the Depositories with no involvement of the Company. As regards, transfer of shares held in physical form the transfer documents can be lodged with Adoit at the address given below:

Adroit Corporate Services Private Limited, Industries Estate, Makwane Road, Naronvaka  
Andheri (East), Mumbai – 59

Transfer of shares in physical form is normally processed within ten days from the date of receipt, if the documents are complete in all respects.

## 15. A. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2015

Sl. No.	Share or Debenture holding of nominal value of		Share / Debenture Holders		Share / Debenture Amount	
	₹	₹	Number	% to Total	Rs	% to Total
1	Upto	- 5,000	4222	90.47	3134780	3.03
2	5,001	- 10,000	177	3.79	1370750	1.33
3	10,001	- 20,000	108	2.31	1604990	1.55
4	20,001	- 30,000	46	0.99	1144330	1.11
5	30,001	- 40,000	17	0.36	602020	0.58
6	40,001	- 50,000	13	0.28	597750	0.58
7	50,001	- 1,00,000	31	0.66	2207030	2.13
8	1,00,001	and above	53	1.14	92779370	89.69
	<b>TOTAL</b>		<b>4667</b>	<b>100</b>	<b>103441020</b>	<b>100</b>

## B. PATTERN OF EQUITY SHAREHOLDING AS ON 31ST MARCH 2015

	Introductory sub-table (I)(a)		
Name of the Company:	8K MILES SOFTWARE SERVICES LIMITED		
Scrip Code, Name of the scrip, class of security:	512161		
Quarter ended:	31/03/2015		
<b>Partly paid-up shares:-</b>	<b>No. of partly paid-up shares</b>	<b>As a % of total no. of partly paid-up shares</b>	<b>As a % of total no. of shares of the company</b>
Held by promoter/promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
<b>Total - D</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Outstanding convertible securities:-</b>	<b>No. of outstanding securities</b>	<b>As a % of total no. of outstanding convertible securities</b>	<b>As a % of total no. of shares of the company, assuming full conversion of the convertible securities</b>
Held by promoter/promoter group	NIL	NIL	NIL
Held by public	NIL	NIL	NIL
<b>Total - E</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Warrants:-</b>	<b>No. of warrants</b>	<b>As a % of total no. of warrants</b>	<b>As a % of total no. of shares of the company, assuming full conversion of warrants</b>
Held by promoter/promoter group	600000	54.55	5.24
Held by public	500000	45.45	4.37
<b>Total - F</b>	<b>1100000</b>	<b>100</b>	<b>12.23</b>
<b>Total paid-up capital of the company, assuming full conversion of warrants and convertible securities</b>	<b>11444102</b>		

# Statement Showing Shareholding Pattern

Company Name: 8K MILES SOFTWARE SERVICES LIMITED						Table (I)(a)		
Category code	Category of Shareholder	No of Share holders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of(A+B)1	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/ (IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group2</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ HUF	1	61795	61795	0.60	0.60	0	0.00
(b)	Central Govt./ State Govt.(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)							
(e-i)	Directors	2	6595333	6595333	63.76	63.76	0	0.00
(e-ii)	Directors	0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(1)</b>	<b>3</b>	<b>6657128</b>	<b>6657128</b>	<b>64.36</b>	<b>64.36</b>	<b>0</b>	<b>0.00</b>
<b>2</b>	<b>Foreign</b>							
a	Individuals (NRI/Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
e	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>3</b>	<b>6657128</b>	<b>6657128</b>	<b>64.36</b>	<b>64.36</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	1	303529	303529	2.93	2.93	0	0.00
(b)	Financial Institutions / Banks	2	537	537	0.01	0.01	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(i)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>3</b>	<b>304066</b>	<b>304066</b>	<b>2.94</b>	<b>2.94</b>	<b>0</b>	<b>0.00</b>
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	259	313470	313470	3.03	3.03	0	0.00
(b)	Individuals							

I	Ind-Hold nominal shr capital upto ₹ 1L	4156	843144	843144	8.15	8.15	0	0.00
II	Ind-Hold nominal shr capital in excess of ₹ 1L	42	2055376	1755376	19.87	19.87	0	0.00
(c)	Qalified Foregin Investor	0	0	0	0.00	0.00	0	0.00
(d)	Any Other (specify)							
(d-i)	Clearing member	132	31265	31265	0.30	0.30	0	0.00
(d-ii)	NRIs	72	139653	139653	1.35	1.35	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>4661</b>	<b>3382908</b>	<b>3082908</b>	<b>32.70</b>	<b>32.70</b>	<b>0</b>	<b>0.00</b>
<b>(B)</b>	<b>Total Public Sharehold- ing (B)= (B)(1)+(B)(2)</b>	<b>4664</b>	<b>3686974</b>	<b>3386974</b>	<b>35.64</b>	<b>35.64</b>	<b>0</b>	<b>0.00</b>
	<b>TOTAL (A)+(B)</b>	<b>4667</b>	<b>10344102</b>	<b>10044102</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>
<b>(C)</b>	<b>Shares held by Custodi- ans and against which Depository Receipts have been issued</b>							
1	Promoter and Promoter Group	0	0	0	0.00	0.00	0	0.00
2	Public -	0	0	0	0.00	0.00	0	0.00
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>4667</b>	<b>10344102</b>	<b>10044102</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

## 16. DEMATERIALISATION OF SHARES:

As on March 31, 2015, out of total 10344102 equity shares of the company, 10044102 equity shares representing 97.10% of total shares have been dematerialized 3,00,000 share are under dematerialisation with NSDL. The detailed break-up of shares as on March 31, 2013 is as follows:

Mode of Holding	%	No. of shareholders	No. of Shares
CDSL	39.37	1769	4071957
NSDL	60.63	2898	6272145
<b>Total</b>	<b>100%</b>	<b>4667</b>	<b>10344102</b>

- The Company's equity shares are regularly traded on the National Stock Exchange of India Limited and the BSE Limited, in dematerialized form.
- Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE650K01013
- Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity : Nil

## 17. ANY QUERY ON ANNUAL REPORT :

8K Miles Software Services Limited

Compliance Department Email: - investor@8kmilessoftwareservices.com

## 18. ADDRESS FOR INVESTOR'S CORRESPONDENCE:

Adroit Corporate Services Private Limited

Unit: 8K Miles Software Services Limited

Industries Estate, Makwane Road, Noranvaka, Andheri (East), Mumbai – 59

Email :info@adroitcorporate.com Website: www.adroitcorporate.com

## 19. COMPLIANCE CERTIFICATE FROM STATUTORY AUDITORS

Certificate from M/s. GHG Associates, Chartered Accountants, Chennai, confirming compliance with conditions of Corporate Governance under clause 49 of the Listing Agreement is forming part of this Annual Report.



## 20. SECRETARIAL COMPLIANCE CERTIFICATE FROM SECRETARIAL AUDITOR

Secretarial Audit Report given by Mr. M. Rathnakumar, Practicing Company Secretary is forming part of this Annual Report.

## 21. REQUEST TO INVESTORS

- Investors holding shares in electronic form are requested to deal only with their Depository Participant (DP) in respect of change of address, bank account details, etc.
- Green Initiative- as permitted under rules 11 of the Companies (Accounts) Rules, 2014, Companies can circulate the Annual Report through electronic means to those members with the registered email IDs with NSDL or CDSL or with the Company. Members are requested to support this initiative and register their e-mail ids promptly with DPs in case of electronic shares or with the STA, in case of physical shares.

## CERTIFICATION TO THE BOARD PURSUANT TO CLAUSE 49(IX) OF THE LISTING AGREEMENT

I, Suresh Venkatachari, Managing Director of 8K Miles Software Services Limited, to the best of our knowledge and belief and certify that:

1. I have reviewed the Balance Sheet and Profit and Loss Account and its schedules and Notes on Accounts, as well as the Cash Flow Statement and Director's Report.
  - a. Based on our Knowledge and information, these statements do not contains any untrue statements of a material fact or omit any material fact or contain statements that might be misleading
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. I also certify, that based on our knowledge and information provided to us, there are no transactions entered into by 8K Miles Software Services Limited which are fraudulent, illegal or in violation of the Company's Code of Conduct.
3. I am responsible for establishing and maintaining internal controls and procedures for the Company pertaining to the financial reporting, and have evaluated the effectiveness of these procedures in 8K Miles Software Services limited. We have disclosed to the auditors and the audit committee, deficiencies, if any, in the design or operation of such internal controls, of which we are aware and the steps that we have taken or propose to take to rectify these deficiencies.
4. I have disclosed, based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company's Board of Directors;-
  - a. Significant change in internal controls during the year:
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
  - c. Instance, if any, of significant fraud of which we become aware and involvement therein, if any, of the Management or an employee having a significant role in the Company's internal Control System.
5. I affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving misconduct, if any).

Place: Chennai  
Date: 24.08.2015

Sd/-  
Suresh Venkatachari  
Managing Director



AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF  
CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS

To  
The Shareholders of  
**M/s 8K Miles Software Services Limited**  
**1-7-241/11/D, S.D.Road, Secunderabad – 500003.**  
**Telengana State**

We have examined the compliance of the conditions of Corporate Governance by 8K Miles Software Services Limited for the year ended March 31,2015 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending against the Company as per records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For GHG ASSOCIATES  
CHARTERED ACCOUNTANTS

Place: Chennai  
Date : 24.08.2015

Sd/-  
S. HARESH  
PARTNER  
M.NO. 205204

DECLARATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT REGARDING  
ADHERENCE TO THE CODE OF BUSINESS CONDUCT AND ETHICS

To  
The Shareholders of  
M/s 8K Miles Software Services Limited  
No. 5, Cenotaph Road, II floor, "Srinivas" Towers,  
Teynampet, Chennai - 600 018, Tamilnadu

On the basis of the written declaration received from Members of the Board and Senior Management Personnel in terms of the relevant provisions of Clause 49 of the Listing Agreement, we hereby certify that both the Members of the Board and the Senior Management personnel of the Company have affirmed compliance with the respective provisions of the code of Business conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2015.

Place: Chennai  
Date: 24.08.2015

Sd./=  
Venkatachari Suresh  
Managing Director

Sd./=  
Jayashree Jagannathan  
Company Secretary



# INDEPENDENT AUDITORS' REPORT

To  
The Members of  
M/s 8K Miles Software Services Limited

## REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying Standalone Financial Statements of M/s. 8K Miles Software Services Limited ("the Company"), Secunderabad-500 003, which comprise the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended and a summary of significant accounting policies and other explanatory information.

## MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position; financial performance and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

## AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these Standalone Financial Statements based on our audit.

We have taken into account the relevant provisions of the Act, the Accounting and Auditing Standards and matters,

which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015
- (ii) In the case of the Statement of Profit and Loss of the PROFIT for the year ended on March 31, 2015 and

- (iii) In the case of the Cash Flow Statement of the Cash Flows for the year ended on March 31, 2015.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015('the order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the order, to the extent applicable.
2. As required by the section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of accounts as required by law have been kept by the company so far it appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with books of account;
  - d) In our opinion, the aforesaid Standalone Financial Statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014; and
  - e) On the basis of written representations received from the directors as at 31st March, 2015 and taken

on record by the Board Of Directors, we report that none of the directors of the Company is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164 (2) of the Act.

- f) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us.
  - i) The company has disclosed the impact of pending litigation on its financial position in its financial statements, if any.
  - ii) The company did not have any long term contracts for which there were any material foreseeable losses under the applicable law or accounting standard.
  - iii) There has been no delay in transferring amounts or required to be transferred, to the Investor Education and Protection fund by the company where applicable.

**For GHG ASSOCIATES  
CHARTERED ACCOUNTANTS**

Sd/-

**S. HARESH**

Partner

Membership No. 205204

Place: Secunderabad

Date: 14-04-2015



## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the Members of **M/s 8K Miles Software Services Limited** ("the Company") on the standalone financial statements for the year ended March 31, 2015. We report that:

- i) a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The Company has a regular programme of physical verification of its fixed assets during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies have been noticed on such verifications. No substantial part of fixed assets was disposed-off during the year and hence the going concern assumption is not affected.
- ii) The Company is a service company, primarily rendering software services. Accordingly it does not hold any physical inventories. Thus paragraph 3(ii) of the Order is not applicable.
- iii) a) During the year, the company has not granted any loan, secured or unsecured to the companies, firms or other parties covered in the Register maintained, under Section 189 of the Companies Act, 2013. ("the Act")  
b) During the year the company has not availed any loan from companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. For related party transactions refer Note no.1.17.2 Category II.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for purchase of fixed assets and sale of services. The activities of the company do not include purchase of inventory and the sale of goods. During the course of our audit, no major weakness in internal control system was noticed.
- v) The company has not accepted any deposit from public.
- vi) The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the company.
- vii) a) According the information and explanations given to us and in the basis of our examination of the books of account, the Company has been covered under the provisions of Profession Tax, Investor Education and Protection Fund, Provident Fund.  
b) According to information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they become payable.  
c) According to the information and explanations given to us, the amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant Provisions of the Companies Act, 1956 (1 of 1956) and Rules there under has been transferred to such fund within time, where applicable.
- viii) The company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year covered by our audit and the immediately preceding financial year.
- ix) In our opinion and according to the information and explanations given by the management, the company has not defaulted in the repayment of dues to a financial institution or bank or debenture holders.
- x) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.

- xi) In our opinion, the term loans have been applied for the purpose for which they are obtained.
- xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For GHG ASSOCIATES  
CHARTERED ACCOUNTANTS**

Sd/-

**S. HARESH**

Partner

Membership No. 205204

Place: Secunderabad

Date: 14-04-2015

# BALANCE SHEET

as at 31st March, 2015

PARTICULARS	Note	As at 31-03-2015 ₹	As at 31-03-2014 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
(a) Share capital	2	10,34,41,020	10,04,41,020
(b) Reserves and Surplus	3	24,39,67,685	12,03,45,364
		<b>34,74,08,705</b>	<b>22,07,86,384</b>
<b>APPLICATION MONEY PENDING ALLOTMENT</b>		<b>11,50,16,000</b>	-
<b>NON-CURRENT LIABILITIES</b>			
(a) Long Term Borrowings	4	-	6,55,718
(b) Deferred Tax Liability (net)	5	56,97,841	44,12,304
(c) Other long term liabilities	6	-	8,08,72,086
(d) Long Term Provisions			-
		<b>56,97,841</b>	<b>8,59,40,108</b>
<b>CURRENT LIABILITIES</b>			
(a) Short Term Borrowings	7	-	2,48,20,141
(b) Trade Payables	8	6,61,899	-
(c) Other Current Liabilities	9	65,57,639	1,58,77,640
(d) Short Term Provisions	10	33,67,887	16,83,939
		<b>1,05,87,425</b>	<b>4,23,81,720</b>
<b>TOTAL</b>		<b>47,87,09,971</b>	<b>34,91,08,211</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
(a) Fixed Assets			
(i) Tangible Assets	11	1,14,87,685	36,09,924
(ii) Intangible Assets	12	9,69,84,235	8,75,29,665
(iii) Product under development		89,70,697	1,84,02,842
		<b>11,74,42,617</b>	<b>10,95,42,431</b>
(b) Non-Current Investments	13	18,90,78,035	12,57,04,725
(c) Deferred Tax Assets (net)			-
(d) Long Term Loans and Advances	14	62,35,000	60,94,508
(e) Other Non-Current Assets	15	6,33,72,793	6,33,72,793
		<b>25,86,85,828</b>	<b>19,51,72,026</b>
<b>CURRENT ASSETS</b>			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	16	4,53,02,195	4,28,83,405
(d) Cash and Cash Equivalents	17	5,09,11,306	74,306
(e) Short Term Loans and Advances	18	19,39,606	-
(f) Other Current Assets	19	44,28,419	14,36,043
		<b>10,25,81,526</b>	<b>4,43,93,753</b>
<b>TOTAL</b>		<b>47,87,09,971</b>	<b>34,91,08,211</b>

Statement on Significant Accounting Policies and the Notes form an integral part of the consolidated financial statements As per our attached Report of even date

1

For GHG Associates  
Chartered Accountants

Sd/-  
S. Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/-  
Venkatachari Suresh  
Managing Director

Sd/-  
R.S. Ramani  
Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

# STATEMENT OF PROFIT & LOSS

for the year ended 31st March 2015

PARTICULARS	Note	Year ended 31st March 2015	Year ended 31st March 2014
		₹	₹
Revenue from operations	20	12,39,03,536	7,22,11,226
Other income	21	27,02,705	-
<b>Total Revenue</b>		<b>12,66,06,241</b>	<b>7,22,11,226</b>
Expenses			
Employee benefit expenses	22	5,73,61,209	3,89,27,307
Finance costs	23	44,68,636	38,55,081
Depreciation and amortisation expenses	11&12	4,13,00,769	1,84,18,898
Other expenses	24	1,27,90,199	57,59,543
<b>Total expenses</b>		<b>11,59,20,813</b>	<b>6,69,60,829</b>
<b>Profit before Exceptional &amp; Extraordinary items and tax</b>		<b>1,06,85,428</b>	<b>52,50,396</b>
Exceptional items		-	-
<b>Profit before Extraordinary items and tax</b>		<b>1,06,85,428</b>	<b>52,50,396</b>
Extraordinary items		-	-
<b>Profit before tax</b>		<b>1,06,85,428</b>	<b>52,50,396</b>
Tax expenses	25		
(1) Current Tax		23,57,567	29,140
(2) Deferred Tax		12,85,537	43,20,458
(3) Dividend Distribution Tax			-
<b>Profit /(Loss) for the period from Continuing Operations</b>		<b>70,42,324</b>	<b>9,00,799</b>
<b>Profit /(Loss) for the period from Discontinuing Operations</b>		<b>-</b>	<b>-</b>
<b>Proposed Dividend</b>		<b>-</b>	<b>-</b>
Profit /(Loss) for the period from Discontinuing Operations (after tax)		-	-
<b>Profit(Loss) for the period</b>		<b>70,42,324</b>	<b>9,00,799</b>
Number of Shares		1,03,44,102	1,00,44,102
Earnings per share :	26		
(1) Basic		0.68	0.09
(2) Diluted		0.68	0.09

Statement on Significant Accounting Policies and the Notes  
form an integral part of the consolidated financial statements  
As per our Report of even date

1

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/-  
Venkatachari Suresh  
Managing Director

Sd/-  
R.S. Ramani  
Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

# CASH FLOW STATEMENT

as at 31st March, 2015

PARTICULARS	As at 31-03-2015 ₹	As at 31-03-2014 ₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit After Tax</b>	<b>70,42,324</b>	<b>9,00,799</b>
<b>Adjustments For Non Cash &amp; Non Operating Items:</b>		
Depreciation and Amortization	4,13,00,769	1,84,18,898
Interest expense	44,68,636	38,55,081
<b>Operating Profit Before WC Changes</b>	<b>5,28,11,729</b>	<b>2,31,74,778</b>
<b>Adjustments For Working Capital Changes:</b>		
(Increase) in Current Assets	(73,50,773)	(2,74,33,327)
(Decrease)/Increase in Current Liabilities	(3,17,94,295)	1,72,70,991
<b>Cash (Used In) / Generated From Operations (1)</b>	<b>1,36,66,661</b>	<b>1,30,12,442</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Decrease in Non Current Assets	92,91,652	9,40,89,955
(Increase) in Investments	(6,33,73,310)	-
(Increase) in Tangible and Intangible Assets	(5,86,33,100)	(10,67,99,991)
<b>Net Cash Flow From Investing Activities (2)</b>	<b>(11,27,14,758)</b>	<b>(1,27,10,036)</b>
<b>CASH USED IN FINANCING ACTIVITIES</b>		
In Share Capital	30,00,000	-
Reserves & Surplus	11,65,80,000	-
Application money received, pending allotment	11,50,16,000	
In Deferred Tax Liabilities	12,85,537	43,20,458
Interest	(44,68,636)	(38,55,081)
Repayment of loans/Long term Liabilities	(8,15,27,804)	(7,10,214)
<b>Net Cash Used In Financing Activities (3)</b>	<b>14,98,85,097</b>	<b>(2,44,838)</b>
<b>Net Increase in Cash and Cash Equivalents (1+2+3)</b>	<b>5,08,37,000</b>	<b>57,568</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>74,306</b>	<b>16,738</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>5,09,11,306</b>	<b>74,306</b>

As per our attached Report of even date

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/- Sd/-  
Venkatachari Suresh R.S. Ramani  
Managing Director Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

# NOTES

## BACK GROUND

8K Miles Software Services Limited ("the Company") was incorporated in the year 1985 in the name of Rosebud Commercials Limited and the company's name was changed to P M Strips Limited in September 1998 and subsequently to 8K Miles Software Services Limited in October 2010. 8K Miles is a Secure Cloud Computing Company focused on helping enterprise and small and medium business ("SMBs") integrate Cloud computing and Identity Security into their Information and Technology ("IT") and business strategies.

### Notes:-

## 1 SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Basis of Preparation of Financial Statements

#### a) Basis of Accounting

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) in India and presented under historical cost convention on the accrual basis of accounting except for certain categories of Fixed Assets which were measured at fair values. GAAP comprises mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 ("Act") read with Rule 7 of Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI).

#### b) Use of Estimates

The preparation of Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the standalone financial statements and reported amount of income and expenses during the period. Actual results could vary from these estimates and any such differences are dealt within the period in which the results are known/ materialize.

### 1.2 TANGIBLE AND INTANGIBLE ASSETS

#### a) Tangible Fixed Assets

Tangible assets are stated at cost, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use.

#### b) Intangible Assets

In the case of acquired assets, consideration paid for such assets is carried at cost less accumulated amortization and impairment. In the case of self generated/internally developed intangible assets, direct cost and other incidental/attributionable expenses are capitalized at the time such assets are ready and put to use.

All other intangible assets, that are not yet ready for their intended use are carried at costs, comprising direct cost and other incidental/ attributionable expenses and reflected under Intangible assets under development.

#### c) Depreciation And Amortization

Depreciation is provided on tangible fixed assets on the written down value (WDV) method over useful life of the assets as estimated by the management.


Intangible assets are amortized on straight line basis over their respective individual estimated useful lives as determined by the management.

### 1.3 REVENUE RECOGNITION

Revenue is primarily derived from Information Technology Software Consulting and related services. Revenues are recognized on the services rendered on accrual basis, based on arrangements with clients either on fixed Price, fixed time-frame or on Time and Material basis.

### 1.4 INVESTMENTS

Trade Investments are the investments made to enhance the company's business interests. Investments are classified into current and long term investments. Investments that are readily realizable and intended to be held for not more than an year from the date of acquisition are classified as current investments. All other investments are classified as long term investments.



Current investments are stated at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Long term investments are stated at cost. A provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of management.

Investments other than in subsidiary and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

### **1.5 TRANSACTION IN FOREIGN CURRENCY**

#### **a) Initial Recognition**

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss.

#### **b) Measurement of foreign currency items at the Balance Sheet date**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non-monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these translations are recognized in the Statement of Profit and Loss.

### **1.6 TRADE RECEIVABLES**

Trade receivables are stated after writing off debts considered as bad, if any. Adequate provision shall be made for debts if considered doubtful.

### **1.7 EMPLOYEE BENEFITS**

Employee benefit expenses include salary, wages, performance incentives, compensated absences, medical benefits and other perquisites. It also includes post-employment benefits such as provident fund.

Short term employee benefit obligations are estimated and provided for.

The company is registered with PF Authorities and both the Employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The Company has not made Provision of Gratuity and other retirement benefits as per the Actuarial Valuation referred in the Accounting Standard 15 "Accounting for Retirement Benefits in the financial Statement of Employers". The effect on the current period profit was not ascertainable.

### **1.8 RESEARCH AND DEVELOPMENT**

Revenue Expenditure pertaining to research is charged to Profit and Loss Statement as and when incurred. Product Development costs consisting direct cost and other incidental/attributionable expenses are grouped under "Intangible assets under development" and capitalized when they are ready and put to use and amortized over their estimated useful lives.

### **1.9 PROVISION FOR TAXATION**

Income Tax expense comprises of current tax and deferred taxes. Current tax is determined on income for the year chargeable to tax in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognized on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more periods. Deferred Tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date.

Deferred tax assets are recognized for timing differences other than unabsorbed depreciation and carry forward loss only to the extent there is reasonable certainty that there will be sufficient future taxable income to realise the assets. Deferred tax assets pertaining to unabsorbed depreciation and carry forward losses are recognized only to the extent there is a virtual certainty of its realisation.

### **1.10 PROVISIONS AND CONTINGENCIES**

The Company creates a provision when there exists a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

**1.11 EARNINGS PER SHARE**

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the net profit after tax for the year by weighted average number of equity shares outstanding during the year.

**1.12 PROPOSED DIVIDEND**

No Dividend has been declared and paid during the period under audit.

**1.13 BORROWING COST**

All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets which are capitalized. A Qualifying Asset is one that necessarily takes substantial period of time to get ready for its intend use. During the year under review there was no borrowing attributable to qualifying assets and hence no borrowing cost was capitalized.

**1.14 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents include cash & cheques in hand, bank balances, demand deposits with banks and other short-term highly liquid investments where the original maturity is three months or less.

**1.15 GOVERNMENT GRANTS AND SUBSIDIES**

The Company has not received any Government grants during the reporting period.

**1.16 SEGMENT REPORTING**

Since the group of products and services rendered by the Company pertains to Information Technology related products and services, the operations of the Company relate to a single reportable segment.

**1.17 RELATED PARTY DISCLOSURES****1. Relationships**

Category – I – Major shareholders in the company

- Mr. Suresh Venkatachari – 57.39%
- Mr.R.S.Ramani- 6.37%

Category – II – Subsidiaries and Associates of the company.

- 8K Miles Software Services Inc. (USA) -59.72% held subsidiary.
- Mentor Minds Solutions and Services Inc (USA) -100% subsidiary.
- 8K Miles Software Services (FZE) (UAE) -100% subsidiary.
- 8K Health Cloud Solutions INC (USA)- 100% subsidiary.
- Mentor Minds Solutions & Services Pvt Ltd-100% subsidiary.

Category – III – Key Managerial Personnel

- Mr. Suresh Venkatachari, Director
- Mr. R.S.Ramani, Director

Category – IV – Relatives of Key Managerial Personnel

- There is no relationship existing among Key Management Personnel.

**2. TRANSACTIONS WITH RELATED PARTIES:-****Category – I – Major shareholders in the company**

Amount due to Directors

(Value in ₹)

PARTICULARS	As on 31.03.2015	As on 31.03.2014
Mr.Suresh Venkatachari	45,220/=	8,68,324/=
Mr.R.S.Ramani	18,40,500/=	24,80,797/=

## Category – II – Subsidiaries and Associates of the company

(Value in ₹)

Name of the Subsidiary	Total Amount	Amount invested in Share Capital	Receivable/(Payable) as on 31.03.2015	Receivable/(Payable) as on 31.03.2014
8K Miles Software Services Inc. (USA)	45,220	45,220	NIL	NIL
8K Miles Software Services FZE (UAE)	18,40,500	18,40,500	NIL	NIL
8K Health Cloud Solutions INC (USA)	6,33,73,310	63,310	6,33,10,000	NIL
Mentor Minds Solutions & Services Inc. (USA)	11,50,11,500	11,50,11,500	NIL	32,96,700
Mentor Minds Solutions and Services Private Ltd	78,47,395	88,07,505	(9,60,110)	87,62,318

### 1.18 INTEREST ON LOANS

The management has decided not to charge any interest on loans advanced to subsidiaries/Associates of the Company and also not to pay interest on loans taken from Subsidiaries/Associates/Directors of the Company, if any.

### 1.19 CASH FLOW STATEMENT

The Cash Flow Statement are reported using the indirect method, whereby net profit after tax is adjusted for the effects of transactions of noncash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated, if necessary.

### 1.20 OTHER INFORMATION

Directors' Remuneration

(Value in ₹)

Name of the Director	2014-15	2013-14
Mr. R.S.Ramani	NIL	NIL
Mr. Suresh Venkatachari	NIL	NIL

Auditor's Remuneration

(Value in ₹)

	2014-15	2013-14
Statutory Audit – Net of Service Tax	1,30,000	1,10,000
Tax Audit – Net of Service Tax	20,000	20,000
Taxation matters/ Other Services	90,000	20,000

### 1.21 DETAILS OF CAPACITY AND PRODUCTION

The company is into Information Technology Software Services, which cannot be expressed in any generic unit. As the company is not into manufacture / production of any product, data relating to capacity and production is not relevant and hence not provided.

### 1.22 PREVIOUS YEAR FIGURES

Figures for the prior year have been regrouped, recast or rearranged to conform to the current year's classification/presentation.

#### For GHG Associates

Chartered Accountants

Sd/-

**S.Haresh**

Partner

Membership No. 205204

Sd/-

**Venkatachari Suresh**

Managing Director

Sd/-

**R.S.Ramani**

Whole Time Director

Place Secunderabad

Date 14-04-2015

Sd/-

**Jayashree Jagannathan**

Company secretary

### 3 SHARE CAPITAL

The Authorised Capital means the sum mentioned in the capital clause of the Memorandum of Association. It is the maximum amount which the Company can raise by issuing the shares and on which the registration fees is paid. The limit cannot be exceeded unless the Memorandum of Association is altered. Issued Capital denotes that part of the Authorized Capital which has been offered for subscription to members. Subscribed Capital means that part of the Issued Capital which has been subscribed or taken by the purchase of shares in the Company. Paid up Capital denotes that the total amount of capital which is actually paid to the Company by the Members.

₹ In Lacs

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
<b>A. Authorized Share Capital</b>		
(1,50,00,000 equity shares of ₹ 10. each)	15,00,00,000	15,00,00,000
<b>B. Issued &amp; Subscribed Share Capital</b>		
1,03,44,102 (Previous Year 1,00,44,102) equity shares of ₹ 10 each	10,34,41,020	10,04,41,020
<b>Paid- Up Share Capital</b>		
1,03,44,102 (Previous Year 1,00,44,102) equity shares of ₹ 10 each	10,34,41,020	10,04,41,020

<b>C. The reconciliation of the number of shares outstanding and the amount of share capital as at 31st March, 2015 and 31st March, 2014 is set out below:</b>				
Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Amount	No. of Shares	Amount
		₹		₹
Number of shares at the beginning	1,00,44,102	10,04,41,020	1,00,44,102	10,04,41,020
Add: Shares issued against Conversion of Warrants on preferential basis	3,00,000	30,00,000	-	-
Number of shares at the end	1,03,44,102	10,34,41,020	1,00,44,102	10,04,41,020

<b>D. Shares in the company held by each share holder holding more than 5% :</b>				
Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	Number of shares held in the company	Percentage of shares held	Number of shares held in the company	Percentage of shares held
V.Suresh	59,36,075	57.39%	59,36,075	59.10%
R.S. Ramani	6,59,258	6.37%	6,59,258	6.56%

<b>E. Application Money pending allotment</b>	represents initial money received on account of issuance of convertible warrants with a right to exercise by the Warrant holders to subscribe for one equity share per Warrant 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.
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### 3 RESERVES AND SURPLUS

Particulars	As at 31.03.2013	Additions during the year	Deductions during the year	As at 31.03.2014
	₹	₹	₹	₹
<b>Capital Reserves</b>	-	-	-	-
Share Premium Reserve	-	-	-	-
Other than Cash	8,38,77,381			8,38,77,381
Cash (On Preferential allotment)	2,21,98,100			2,21,98,100
General Reserve	1,95,80,307	-	-	1,95,80,307
Subsidy Reserve	14,23,110	-	-	14,23,110
Accumulated (loss) / Retained Earnings	(76,34,334)	9,00,799	-	(67,33,535)
<b>Total</b>	<b>11,94,44,564</b>	<b>9,00,799</b>	-	<b>12,03,45,363</b>
<b>Note :</b>	<b>Year ended 31st March 2014</b>			<b>Year ended 31st March 2013</b>
Profit for the year	-	9,00,799	-	5,23,697
Less: Proposed Dividend on Equity shares	-	-	-	-
Less: Tax on distributed profits on Equity shares	-	-	-	-
<b>Transferred to Retained Earnings</b>		<b>9,00,799</b>		<b>5,23,697</b>
Particulars	As at 31.03.2014	Additions during the year	Deductions during the year	As at 31.03.2015
	₹	₹	₹	₹
<b>Capital Reserves</b>				
Share Premium Reserve				
Other than Cash	8,38,77,381			8,38,77,381
Cash (On Preferential allotment)	2,21,98,100	11,65,80,000		13,87,78,100
General Reserve	1,95,80,307	-	-	1,95,80,307
Subsidy Reserve	14,23,110	-	-	14,23,110
Accumulated (loss) / Retained Earnings	(67,33,534)	70,42,324	-	3,08,790
<b>Total</b>	<b>12,03,45,364</b>	<b>12,36,22,324</b>	-	<b>24,39,67,688</b>
<b>Note :</b>		<b>Year ended 31st March 2015</b>		<b>Year ended 31st March 2014</b>
Profit for the year		70,42,324		9,00,799
Less: Proposed Dividend on Equity shares	-	-	-	-
Tax on distributed profits on Equity shares	-	-	-	-
<b>Transferred to Retained Earnings</b>		<b>70,42,324</b>		<b>9,00,799</b>

## 4 LONG TERM BORROWINGS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>A. Bonds &amp; Debentures</b>		
Secured	-	-
Unsecured	-	-
<b>B. Term loans from Banks</b>		
Secured -		
From HDFC Bank (Secured against hypothecation of vehicle purchased against Vehicle loan	-	6,55,718
(Loan repayable in 36 monthly Installments of ₹ 69000/- Commencing from March 2014 onwards)	-	-
Unsecured	-	-
<b>C. Term loans from Others</b>		
Secured	-	-
Unsecured	-	-
<b>D. Loans and Advances From Related Parties</b>		
Secured	-	-
Unsecured		
- From Directors	-	-
<b>(E) PUBLIC DEPOSITS (UNSECURED)</b>	-	-
<b>(F) LONG TERM MATURITIES OF FINANCE LEASE OBLIGATIONS (SECURED BY HYPOTHICATION )</b>	-	-

## 5 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>Deferred Tax Liability</b>	56,97,841	44,12,304
Deferred Tax Assets	-	-
<b>Deferred Tax Liabilities (Net)</b>	<b>56,97,841</b>	<b>44,12,304</b>

## 6 OTHER NON CURRENT LIABILITIES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Outstanding Liabilities	-	8,00,000
Consideration Payable on account of Business Purchased	-	8,00,72,086
<b>Total</b>	<b>-</b>	<b>8,08,72,086</b>

## 7 SHORT TERM BORROWINGS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>A. LOAN REPAYABLE ON DEMAND</b>		
Secured Bank over draft with Indian Bank		
(Secured against Hypothecation of Book debts)	-	2,48,20,141
Unsecured	-	-
<b>B. LOANS AND ADVANCES FROM RELATED PARTIES</b>		
Secured	-	-
Unsecured	-	-
<b>C. PUBLIC DEPOSITS (UNSECURED)</b>	-	-
<b>Total</b>	<b>-</b>	<b>2,48,20,141</b>

## 8 TRADE PAYABLES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Trade Payable	6,61,899	-
<b>Total</b>	<b>6,61,899</b>	<b>-</b>

## 9 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Current maturities of Long Term Borrowings- HDFC Bank (Refer Note No.4)	7,24,718	7,10,215
Current maturities of finance lease obligations	-	-
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings	-	-
Income received in advance	-	-
Unpaid / unclaimed dividends	-	-
Application money received for allotment of securities and due for refund and interest accrued	-	-
Salaries Payable	-	35,88,574
Rents Payable	5,32,107	1,12,653
Statutory liabilities	6,54,507	6,23,480
Audit fee payable	1,66,500	1,53,540
Other payables	44,79,807	1,06,89,178
<b>Total</b>	<b>65,57,639</b>	<b>1,58,77,640</b>

## 10 SHORT TERM PROVISIONS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Provision for income-tax	33,67,887	16,83,939
<b>Total</b>	<b>33,67,887</b>	<b>16,83,939</b>

## 11 FIXED ASSETS (TANGIBLE)

### Reconciliation of the Gross Carrying Amounts and Net Carrying Amounts at the beginning and at the end of the year

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			ACCUMULATED IMPAIRMENT			NET CARRYING AMOUNT	
	As at 31st March 2014	Additions during the Year	Deletion During the Year	As at 31st March 2014	Provided during the year	Deductions during the year	As at 31st March 2014	Reversed during the year	Provided during the year	As at 31st March 2015	As at 31st March 2014
<b>Furniture and Fixtures (25.89)</b>											
Owned	86,600	76,57,318		77,43,918	3,40,243		3,67,788	-	-	73,76,130	59,055
Leased	-	-	-	-	-	-	-	-	-	-	-
<b>Computers and accessories (63.16)</b>											
Owned	15,48,487	16,19,459	-	31,67,946	8,85,645	-	15,27,721	-	-	16,40,225	9,06,411
Leased	-	-	-	-	-	-	-	-	-	-	-
<b>Office Equipment (45.07)</b>											
Owned	11,09,829	8,30,820	-	19,40,649	4,75,669		6,32,626	-	-	13,08,024	9,52,872
Leased	-	-	-	-	-	-	-	-	-	-	-
<b>Vehicles (31.23)</b>											
Owned	24,00,000	-	-	24,00,000	5,28,283	-	12,36,695	-	-	11,63,305	16,91,588
Leased	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>51,44,916</b>	<b>1,01,07,597</b>	<b>-</b>	<b>1,52,52,513</b>	<b>22,29,839</b>	<b>-</b>	<b>37,64,829</b>	<b>-</b>	<b>-</b>	<b>1,14,87,685</b>	<b>36,09,926</b>
<b>FY 2013-14</b>	<b>32,20,777</b>	<b>19,24,139</b>	<b>-</b>	<b>51,44,916</b>	<b>10,58,357</b>	<b>-</b>	<b>15,34,990</b>	<b>-</b>	<b>-</b>	<b>36,09,924</b>	<b>27,44,144</b>

## 12 FIXED ASSETS (INTANGIBLE)

### Reconciliation of the Gross Carrying Amounts and Net Carrying Amounts at the beginning and at the end of the year

Particulars	GROSS CARRYING AMOUNT			ACCUMULATED DEPRECIATION			ACCUMULATED IMPAIRMENT			NET CARRYING AMOUNT	
	As at 31st March 2014	Additions during the Year	Deletion During the Year	As at 31st March 2014	Provided during the year	Deductions during the year	As at 31st March 2014	Reversed during the year	Provided during the year	As at 31st March 2015	As at 31st March 2014
<b>Computer Software</b>											
Acquired (63.16 WDV)	35,676	-	-	35,676	5,439	-	32,503	-	-	3,173	8,612
Internally Generated (31.67)	3,08,75,852	4,85,25,500	-	7,94,01,352	94,65,491	-	1,45,74,810	-	-	6,48,26,542	2,57,66,533
<b>Goodwill</b>											
Acquired	7,40,00,000	-	-	7,40,00,000	2,96,00,000	-	4,18,45,479	-	-	3,21,54,521	6,17,54,521
Internally generated	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>10,49,11,528</b>	<b>4,85,25,500</b>	<b>-</b>	<b>15,34,37,028</b>	<b>3,90,70,930</b>	<b>-</b>	<b>5,64,52,792</b>	<b>-</b>	<b>-</b>	<b>9,69,84,235</b>	<b>8,75,29,666</b>
<b>FY 2013-14</b>	<b>35,676</b>	<b>10,48,75,852</b>	<b>-</b>	<b>10,49,11,528</b>	<b>1,73,60,541</b>	<b>-</b>	<b>1,73,81,863</b>	<b>-</b>	<b>-</b>	<b>8,75,29,665</b>	<b>14,354</b>

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/-  
Venkatachari Suresh  
Managing Director

Sd/-  
R.S. Ramani  
Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

### 13 NON CURRENT INVESTMENTS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
(A) Investment Property	-	-
(B) Trade Investments	-	-
(i) Investments in Equity Instruments		
- Associate	-	-
- Joint venture	-	-
(i) Investments		
- Associate	-	-
- Joint venture	-	-
- Subsidiary	-	-
-In Mentorminds solutions and Services Inc(USA) - 100% holding	11,50,11,500	11,50,11,500
-In Mentorminds solutions and Services Pvt Ltd - 100% holding	88,07,505	88,07,505
-In 8K Miles Software Services Inc(USA) - 59.72% holding	45,220	45,220
-In 8K Miles Software Services (FZE) - 100% holding	18,40,500	18,40,500
-In 8K Health cloud solutions Inc (USA) - 100% holding	6,33,73,310	-
- Partly paid	-	-
(ii) Investments in Preference Shares		
- Associate	-	-
- Joint venture	-	-
- Subsidiary	-	-
- Partlypaid	-	-
(iii) Investments in debentures or bonds		
- Associate	-	-
- Joint venture	-	-
- Subsidiary	-	-
- Partlypaid	-	-
(iv) Investments in Mutual Funds	-	-
(v) Investments in Government or trust securities	-	-
NSCs (deposited with Sales Tax Authorities as security in respect of disputed dues	-	-
(vi) Investments in partnership firms	-	-
<b>Total</b>	<b>18,90,78,035</b>	<b>12,57,04,725</b>
<b>(2) Investments valued at other than cost</b>		
All the above investments stated at cost except the following:		
(i) Investments in partnership firms are stated at amount invested as capital contributions from time to time as adjusted by interest on capital, share of profit / loss from firm and drawings by the company from the firm.	-	-
(ii) Investments in shares (a subsidiary) shown as traded investment has been valued at cost less other than temporary diminution in value	-	-
<b>(3) Quoted Investments</b>		
Aggregate amount	-	-
Market Value	-	-
<b>(4) Unquoted Investments</b>		
Aggregate Amount	18,90,78,035	12,57,04,725
<b>(5) Aggregate provision made for diminution in value</b>	-	-

## 14 LONG-TERM LOANS AND ADVANCES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>(A) Capital Advances</b>		
- Secured, considered good	-	-
- Unsecured, considered good	-	-
- Doubtful	-	-
Less : Allowance for bad and doubtful advances		
<b>Total (A)</b>	-	-
<b>(B) Security Deposits</b>		
- Secured, considered good	-	-
- Unsecured, considered good	62,35,000	11,00,000
- Doubtful	-	-
Less : Allowance for bad and doubtful advances		
<b>Total (B)</b>	<b>62,35,000</b>	<b>11,00,000</b>
<b>(C) Loans and advances to related parties (1)</b>		
- Secured, considered good	-	-
- Unsecured, considered good	-	49,94,508
- Doubtful	-	-
Less : Allowance for bad and doubtful advances		
<b>Total (C)</b>	-	<b>49,94,508</b>
<b>TOTAL [(A) + (B) + (C)]</b>	<b>62,35,000</b>	<b>60,94,508</b>

## 15 OTHER NON CURRENT ASSETS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>(A) Long-Term Trade Receivable (including trade receivables on deferred credit terms)</b>		
- Secured, considered good	-	-
- Unsecured, considered good	2,75,89,966	2,75,89,966
- Doubtful	-	-
Less : Allowance for bad and doubtful advances		
<b>(B) Others</b>		
- Secured, considered good	-	-
- Unsecured, considered good	3,57,82,827	3,57,82,827
- Doubtful	-	-
Less : Allowance for bad and doubtful advances		
<b>Total</b>	<b>6,33,72,793</b>	<b>6,33,72,793</b>

## 16 TRADE RECEIVABLES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
(A) Trade receivables outstanding for more than six months from the date they became due for payment:		
(i) Secured, considered good	-	-
(ii) Unsecured, considered good- Relating to Previous Activity	-	-
(iii) Doubtful	-	-
Less: Allowance for bad and doubtful debts	-	-
(B) Trade Receivables (others)		

(i) Secured, considered good	4,53,02,195	4,28,83,405
(ii) Unsecured, considered good	-	-
(iii) Doubtful	-	-
Less: Allowance for bad and doubtful debts		
<b>Total</b>	<b>4,53,02,195</b>	<b>4,28,83,405</b>

## 17 CASH & CASH EQUIVALENTS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
(A) Balance with Banks	5,08,78,758	73,461
(B) Earmarked Bank balances	-	-
(i) Employees security deposits pursuant to section 417 of the Companies Act, 2013	-	-
(ii) Unpaid dividend bank account	-	-
(iii) Moneys raised in public issue kept in schedule bank account pending allotment	-	-
(iv) Monies kept in escrow account for payment of buyback consideration	-	-
(C) Bank balances held as margin money or as security against:		
(i) Borrowings	-	-
(ii) Guarantees	-	-
(iii) Letters of Credit	-	-
(iv) Other commitments	-	-
(D) Other bank balances		
(i) Bank deposits with more than 12 months	-	-
(ii) Others	-	-
(E) Cheques, drafts in hand		
(i) Cheques on hand	-	-
(ii) Drafts in hand	-	-
(F) Cash on hand	32,548	845
(G) Others		
(i) Preference shares acquired with less than 3 months for maturity	-	-
(ii) Investment in Floater Mutual Funds	-	-
(iii) Government securities acquired with less than 3 months for maturity	-	-
<b>Total</b>	<b>5,09,11,306</b>	<b>74,306</b>

## 18 SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>(A) Loans and advances to related parties (1)</b>		
(i) Secured, considered good	-	-
(ii) Unsecured, considered good	-	-
(iii) Doubtful	-	-
Less : Allowance for bad and doubtful advances	-	-
<b>Total (A)</b>	-	-
<b>(B) Others</b>		
(i) Secured, considered good	-	-
(ii) Unsecured, considered good	19,39,606	-
(iii) Doubtful	-	-
Less : Allowance for bad and doubtful advances	-	-
<b>Total (B)</b>	<b>19,39,606</b>	-
<b>Total (A+B)</b>	<b>19,39,606</b>	-

## 19 OTHER CURRENT ASSETS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Statutory Receivables		
- TDS, MAT	20,90,707	13,66,929
- Advance Tax paid	14,00,000	-
Interest accrued	50,000	-
Prepayments and advance for expenses	8,87,712	69,114
<b>Total</b>	<b>44,28,419</b>	<b>14,36,043</b>

## 20 REVENUE FROM OPERATIONS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Project Revenue	12,39,03,536	7,22,11,226
<b>Total</b>	<b>12,39,03,536</b>	<b>7,22,11,226</b>

## 21 OTHER INCOME

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>(A) Income from non-current investments</b>		
-Rentals from investment property	-	-
-Dividends from subsidiaries	-	-
-Interest from Government Securities	-	-
-Dividends from shares of other companies / units of Mutual Funds	-	-
-Interest from debentures	-	-
-Share of profit / loss from partnership firms	-	-
<b>Total (A)</b>	-	-
<b>(B) Income from current investments</b>		
-Interest income from debentures	-	-
-Dividends	-	-
<b>Total (B)</b>	-	-
<b>(C) Other Income (Income from Short Term Deposits with Bank)</b>	27,02,705	-
<b>Total (A+B+C)</b>	<b>27,02,705</b>	-

## 22 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Salaries	5,23,52,588	3,87,70,220
Staff welfare, bonus and incentives	15,33,517	1,57,087
Other Direct Expenses	34,75,104	-
<b>Total</b>	<b>5,73,61,209</b>	<b>3,89,27,307</b>

## 23 FINANCE COST

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Interest expense	42,54,833	34,01,917
Bank charges	2,13,803	1,16,846
Loss on foreign exchange transaction and translation	-	3,36,318
<b>Total</b>	<b>44,68,636</b>	<b>38,55,081</b>

## 24 SELLING, GENERAL AND ADMINISTRATION EXPENSES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Rent	26,58,686	10,25,271
Rates & Taxes	3,73,848	-
Auditors Remuneration :		
-Statutory Audit Fees	1,30,000	1,10,000
-Tax Audit Fees	20,000	20,000
-Other Services	90,000	20,000
Traveling and Business Promotion	36,49,314	11,71,589
Communication	6,93,382	3,57,082
Water and Electricity	6,83,967	4,61,202
Professional & consultancy charges	2,91,250	1,63,500
Stock Exchange, RoC, RTA related expense	11,59,790	3,52,155
Office Maintenance and Repairs	9,06,189	1,31,678
Other General and administration expenses	21,33,773	19,47,065
Managerial Remuneration	-	-
<b>Total</b>	<b>1,27,90,199</b>	<b>57,59,542</b>

## 25 TAX EXPENSE

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
-Current tax	23,57,567	29,140
-MAT credit	-	-
Deferred taxes	12,85,537	43,20,458
<b>Total</b>	<b>36,43,104</b>	<b>43,49,598</b>

## 26 EARNING PER SHARE (EPS)

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
(i) Net Profit after tax as per Statement of Profit and Loss attributable to Equity Shareholders	70,42,324	9,00,799
(ii) Weighted Average number of equity shares used as denominator for calculating EPS	1,03,44,102	1,00,44,102
(iii) Basic and Diluted Earnings per share (₹)	0.68	0.09
(iv) Face Value per equity share (₹)	10	10

## 27 FOREIGN CURRENCY TRANSACTIONS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Amount invoiced for services rendered	11,81,02,025	6,88,93,687
Amount Received from clients	10,15,43,135	3,53,07,106
Outflow	-	

## 28 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
(A) Contingent Liabilities		
(a) Claims against the company not acknowledged as debts	-	-
(b) Guarantees	-	-
(c) Other money for which company is contingently liable	-	-
-Bills discounted with banks	-	-
Total (A)	-	-
(B) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account & not provided for	-	-
(b) Uncalled liability on shares and other investments partly paid	-	-
(c) Others	-	-
The company had provided for ₹ 6,53,089/- as Minimum Alternate tax for the Ay 2011-12. Notice of Demand under Income Tax Act, 1961 of ₹ 11,90,670/- for the AY 2011-12 has been received and the Company hasn't made any representation before the income tax authorities. No provision has been made in the books of account for the difference amount. The company has not paid any amount of tax relating to AY 2011-12	-	5,37,581
Total (B)	-	5,37,581
<b>TOTAL [(A) + (B)]</b>	<b>-</b>	<b>5,37,581</b>

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/- Venkatachari Suresh Managing Director	Sd/- R.S. Ramani Whole Time Director
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Sd/-  
Jayashree Jagannathan  
Company Secretary



# CONSOLIDATED INDEPENDENT AUDITORS' REPORT

To  
The Members of  
M/s 8K Miles Software Services Limited

## REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying Consolidated Financial Statements of M/s. 8K Miles Software Services Limited ("the Company"), Secunderabad-500003 and its subsidiaries which comprise the Consolidated Balance Sheet as at 31st March 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended along with a summary of significant accounting policies and other explanatory information.

## MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position; financial performance and cash flows of the group in accordance with the Accounting Principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## AUDITORS' REPORT

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit.

We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters, which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards required that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements.

We have audited the financial statements of M/s. 8K Miles Software Services Limited, Secunderabad, India, the Parent Company and the financial statements of M/s. Mentor Minds Solutions and Services Private Ltd., India, the Indian wholly owned subsidiary of the Parent Company.

The Financial Statements of Foreign Subsidiaries,

- 8K Miles Software Services FZE (UAE) – 100%
- Mentor Minds Solutions and Services Inc. (USA) and its subsidiary – 100%
- 8K Health Cloud Solutions Inc. (USA) – 100% and
- 8K Miles Software Services Inc. (USA) and its subsidiaries – 59.72%

have been audited by other Auditors whose reports have been furnished to us for consolidation purpose and our opinion in respect of these subsidiaries is based solely on the report of the respective auditors and the representation of the Company.

An audit includes performing procedures to obtain audit evidence about the amounts and disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Consolidated Financial Statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether

the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors, on the Consolidated Financial Statements of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, in the manner so required and give a true and fair view in conformity with the Accounting Principles generally accepted in India:

- (i) In the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2015

- (ii) In the case of the Consolidated Statement of Profit and Loss, of the PROFIT for the year ended on March 31, 2015 and

- (iii) In the case of the Consolidated Cash Flow Statement, of the Cash Flows for the year ended on March 31, 2015.

### OTHER MATTERS

We have not audited the financial statements of foreign subsidiaries. These financial statements has been audited by other auditors whose reports have been furnished to us for the purpose of consolidation and our opinion, in so far as it relates to the amounts included in respect of the subsidiaries, is solely based on reports of the other auditors.

**For GHG ASSOCIATES  
CHARTERED ACCOUNTANTS**

Sd/-

**S. HARESH**

Partner

Membership No. 205204

Place: Secunderabad

Date: 14-04-2015

# CONSOLIDATED BALANCE SHEET

as at 31st March, 2015

PARTICULARS	Note	As at 31-03-2015 ₹	As at 31-03-2014 ₹
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share capital	2	10,34,41,020	10,04,41,020
Reserves and Surplus	3	89,44,37,957	51,96,16,093
		<b>99,78,78,977</b>	<b>62,00,57,113</b>
<b>MINORITY INTEREST</b>		<b>25,24,01,112</b>	<b>21,12,61,724</b>
<b>APPLICATION MONEY PENDING ALLOTMENT</b>		<b>11,50,16,000</b>	
<b>NON-CURRENT LIABILITIES</b>			
Long Term Borrowings	4	-	1,22,98,637
Deferred Tax Liability (net)	5	57,79,094	45,48,012
Other long term liabilities	6	-	8,23,67,470
Long Term Provision		-	-
		<b>57,79,094</b>	<b>9,92,14,119</b>
<b>CURRENT LIABILITIES</b>			
Short Term Borrowings	7	-	2,48,20,141
Trade Payables	8	-	-
Other Current Liabilities	9	8,75,08,410	1,11,39,223
Short Term Provisions	10	5,99,51,461	2,90,88,083
		<b>14,74,59,870</b>	<b>6,50,47,447</b>
<b>TOTAL</b>		<b>1,51,85,35,053</b>	<b>99,55,80,403</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets			
(i) Tangible Assets	11	2,91,51,947	85,04,759
(ii) Intangible Assets			
- Other Intangible assets	12	76,20,22,552	51,40,28,660
(iii) Intangible assets under development		19,90,12,727	19,58,07,693
		<b>99,01,87,226</b>	<b>71,83,41,112</b>
Non-Current Investments		-	-
Deferred Tax Assets (net)		-	-
Long Term Loans and Advances	13	62,35,000	27,97,808
Other Non-Current Assets	14	6,33,72,793	6,33,72,793
		<b>6,96,07,793</b>	<b>6,61,70,601</b>
<b>CURRENT ASSETS</b>			
Trade Receivables	15	28,14,25,658	13,41,72,974
Cash and Cash Equivalents	16	14,78,31,232	4,83,43,208
Short Term Loans and Advances	17	1,16,782	2,49,87,967
Other Current Assets	18	2,93,66,361	35,64,542
		<b>45,87,40,033</b>	<b>21,10,68,691</b>
<b>TOTAL</b>		<b>1,51,85,35,053</b>	<b>99,55,80,403</b>

Statement on Significant Accounting Policies and the Notes form an integral part of the consolidated financial statements As per our attached Report of even date

1

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/-  
Venkatachari Suresh  
Managing Director

Sd/-  
R.S. Ramani  
Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

# CONSOLIDATED STATEMENT OF PROFIT & LOSS

for the year ended 31st March 2015

PARTICULARS	Note	Year ended 31st March 2015	Year ended 31st March 2014
		₹	₹
Revenue from operations	19	1,24,85,29,812	44,05,52,444
Other income	20	28,58,341	4,70,711
<b>Total Revenue</b>		<b>1,25,13,88,153</b>	<b>44,10,23,155</b>
<b>Expenses</b>			
Employee benefit expenses	21	56,65,43,431	23,36,24,304
Finance costs	22	44,76,280	37,20,067
Depreciation and amortisation expenses	11&12	9,11,94,778	4,30,85,227
Other expenses	23	29,92,67,058	6,89,78,431
<b>Total expenses</b>		<b>96,14,81,546</b>	<b>34,94,08,029</b>
Profit before Exceptional & Extraordinary items and tax		<b>28,99,06,607</b>	<b>9,16,15,126</b>
Exceptional items			-
Profit before Extraordinary items and tax		28,99,06,607	9,16,15,126
Extraordinary items			-
Profit before tax		28,99,06,607	9,16,15,126
Tax expenses	24		
(1) Current Tax		5,77,70,527	1,30,34,463
(2) Deferred Tax		12,31,082	43,00,579
Profit /(Loss) for the period from Continuing Operations		<b>23,09,04,998</b>	<b>7,42,80,085</b>
Profit /(Loss) for the period from Discontinuing Operations		-	-
Minority Interest		<b>4,11,39,388</b>	<b>1,35,00,345</b>
Profit /(Loss) for the period from Discontinuing Operations (after tax)		-	-
Profit attributable to shareholders of the company		<b>18,97,65,611</b>	<b>6,07,79,740</b>
Number of Shares		1,03,44,102	1,00,44,102
Earnings per equity share :			
(1) Basic		18.35	6.05
(2) Diluted		18.35	6.05

Statement on Significant Accounting Policies and the Notes form an integral part of the consolidated financial statements As per our attached Report of even date

1

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/- Sd/-  
Venkatachari Suresh R.S. Ramani  
Managing Director Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

# CONSOLIDATED CASH FLOW STATEMENT

as at 31st March, 2015

PARTICULARS	As at 31-03-2015 ₹	As at 31-03-2014 ₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit</b>	<b>23,09,04,998</b>	<b>7,42,80,085</b>
<b>Adjustments For Non Cash &amp; Non Operating Items:</b>		
Depreciation and amortisation	9,11,94,778	4,30,85,227
Finance Cost	44,76,280	37,20,067
<b>Operating Profit Before WC Changes</b>	<b>9,56,71,058</b>	<b>12,10,85,379</b>
<b>Adjustments For Working Capital Changes:</b>		
In Current Assets	(14,81,83,319)	1,78,41,894
In Current Liabilities	8,24,12,423	(1,73,32,395)
<b>Cash Generated From Operations</b>	<b>2,99,00,162</b>	<b>12,15,94,878</b>
<b>Net Cash Flow From Operating Activities (1)</b>	<b>2,99,00,162</b>	<b>12,15,94,878</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Decrease in Non Current Assets	(34,37,192)	43,17,735
Increase in Tangible & Intangible Assets (Net)	(36,30,40,892)	(57,93,54,873)
<b>Net Cash Flow From Investing Activities (2)</b>	<b>(36,64,78,084)</b>	<b>(57,50,37,138)</b>
<b>CASH USED IN FINANCING ACTIVITIES</b>		
Share Capital	30,00,000	-
Application money pending allotment	11,50,16,000	-
In Reserves & Surplus	41,59,61,251	48,11,33,150
Deferred Tax liabilities	12,31,082	43,00,579
Interest Paid	(44,76,280)	(37,20,067)
Increase in Non Current Liabilities	(9,46,66,107)	55,93,392
<b>Net Cash Used In Financing Activities (3)</b>	<b>43,60,65,946</b>	<b>48,73,07,054</b>
<b>Net Increase in Cash and Cash Equivalents (1+2+3)</b>	<b>9,94,88,023</b>	<b>3,38,64,794</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>4,83,43,208</b>	<b>1,44,78,414</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>14,78,31,231</b>	<b>4,83,43,208</b>

As per our attached Report of even date

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/- Sd/-  
Venkatachari Suresh R.S. Ramani  
Managing Director Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

# CONSOLIDATED NOTES

## 1 SIGNIFICANT ACCOUNTING POLICIES

### 1.1 Basis of preparation of Consolidated Financial Statements

#### a) Basis of Accounting

The Consolidated Financial Statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

#### b) Use of Estimates

The preparation of Consolidated Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure relating to contingent liabilities on the date of financial statements and reported amount of income and expenses during the period. Actual results could vary from these estimates and any such differences are dealt within the period in which the results are known/ materialize.

### 1.2 DETAILS OF SUBSIDIARY COMPANIES

Name of the Subsidiary	Location	Currency	% of Holding
8K Miles Software Services INC	USA	USD	59.72
Mentor Minds Solutions & Services Inc	USA	USD	100
8K Miles Software Services FZE	UAE	AED	100
8K Health Cloud Solutions INC	USA	USD	100
Mentor Minds Solutions & Services Private Limited	INDIA	INR	100

### 1.3 PRINCIPLES OF CONSOLIDATION

The Consolidated financial statements relate to 8K Miles Software Services Limited ("the company") and its subsidiary Companies. The Consolidated Financial Statements have been prepared on the following basis:

- The financial statements of the Company and its subsidiary companies have been combined to the extent possible on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses after fully eliminating intra- group balances and intra group transactions in accordance with Accounting Standard (AS) 21- "Consolidated Financial Statements".
- In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Translation Reserve in reserves and surplus.
- The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case maybe.
- The difference between the proceeds from disposal of investments in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.
- Minority Interest's represents that part of net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the company.
- As far as possible, the consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the company's standalone financial statements.



#### 1.4 TANGIBLE AND INTANGIBLE ASSETS

a) Tangible fixed assets

Tangible assets are stated at costs, less accumulated depreciation and impairment, if any. Direct costs are capitalized until such assets are ready for use.

b) Intangible Assets

In the case of acquired assets, consideration paid for such assets is carried at cost less accumulated amortization and impairment. In the case of self generated/ internally developed intangible assets, direct cost and other incidental/ attributable expenses are capitalized at the time such assets are ready and put to use. Goodwill arising on consolidation is not amortized.

All other intangible assets, that are not yet ready for their intended use are carried at costs, comprising direct cost and other incidental/ attributable expenses and reflected under Intangible assets under development.

c) Depreciation and amortization

Depreciation is provided on tangible assets on the written down value (WDV) method over useful life of the assets as estimated by the management.

Intangible assets are amortized on straight line basis over their respective individual estimated useful lives as determined by the management.

d) Impairment

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment of carrying amount of the Company's fixed assets. If any such indications exist, an asset's recoverable amount is estimated. An impairment loss is recognized whenever the carrying amount of the asset exceeds its recoverable amount.

If any impairment loss is recognized, the depreciation charge for the asset will be adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), over its remaining useful life.

#### 1.5 REVENUE RECOGNITION

Revenue is primarily derived from Information Technology Software Consulting and related services. Revenues are recognized on the services rendered on accrual basis, based on arrangements with clients are either on fixed Price, fixed time-frame or on Time and Material basis.

#### 1.6 INVESTMENTS

Trade Investments are the investments made to enhance the company's business interests. Investments are classified into current and long term investments. Investments that are readily realizable and intended to be held for not more than one year from the date of acquisition are classified as current investments. All other investments are classified as long term investments.

Current investments are stated at lower of cost or fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

Long term investments are stated at cost. A provision for diminution in the value of long term investments is made only if such a decline is not temporary in the opinion of management.

Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

#### 1.7 EMPLOYEE BENEFITS

Group companies are registered under applicable local laws governing employee benefits. The parent company is registered with PF and Professional Tax Authorities, contributions towards PF are deposited with the authorities during the period of audit. The Company has not made Provision of Gratuity and other retirement benefits as per the Actuarial Valuation referred in the Accounting Standard 15 "Accounting for Retirement Benefits in the Financial Statement of Employers".

#### 1.8 RESEARCH AND DEVELOPMENT

Revenue Expenditure pertaining to research is charged to Profit and Loss Statement as and when incurred.

Product Development costs consisting direct cost and other incidental/ attributable expenses are grouped under “Intangible assets under development” and capitalized when they are ready and put to use and amortized over their estimated useful lives.

#### 1.9 PROVISION FOR TAXATION

Tax expense comprises of Current Tax and Deferred Tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred tax is recognized on timing differences; being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

#### 1.10 PROVISIONS AND CONTINGENCIES

A provision is recognized if, as a result of past event, the group has a present legal obligation that is reasonable estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as Contingent Liability.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources is remote, no provision or disclosure is made.

#### 1.11 EARNINGS PER SHARE

The Basic and Diluted Earnings Per Share (“EPS”) is computed by dividing the Net Profit after Tax for the year by Weighted Average number of equity shares outstanding during the year.

#### 1.12 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash, cash on deposit and Demand deposits with banks.

#### 1.13 CASH FLOW STATEMENT

The Cash Flow Statements are reported using the indirect method, whereby net profit after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from Operating, Investing and Financing activities of the company are segregated, if necessary.

#### 1.14 SEGMENT REPORTING

Since the services rendered by The Company pertains to Information Technology related products and services, the operations of The Company relate to a single reportable segment.

#### 1.15 PREVIOUS YEAR FIGURES

Figures for the prior period have been regrouped, recast or rearranged to conform to the current year’s classification.

## 2. SHARE CAPITAL

The Authorised Capital means the sum mentioned in the capital clause of the Memorandum of Association. It is the maximum amount which the Company can raise by issuing the shares and on which the registration fees is paid. The limit cannot be exceeded unless the Memorandum of Association is altered. Issued Capital denotes that part of the Authorized Capital which has been offered for subscription to members. Subscribed Capital means that part of the Issued Capital which has been subscribed or taken by the purchase of shares in the Company. Paid up Capital denotes that the total amount of capital which is actually paid to the Company by the Members.

Particulars	As at 31 March 2015	As at 31 March 2014
	₹	₹
<b>A. Authorized Share Capital</b>		
(1,50,00,000 equity shares of ₹ 10.each)	15,00,00,000	15,00,00,000
<b>B. Issued &amp; Subscribed Share Capital</b>		
1,03,44,102 (Previous Year 1,00,44,102) equity shares of ₹ 10 each	10,34,41,020	10,04,41,020
<b>Paid- Up Share Capital</b>		
1,03,44,102 (Previous Year 1,00,44,102) equity shares of ₹ 10 each	10,34,41,020	10,04,41,020



**C. The reconciliation of the number of shares outstanding and the amount of share capital as at 31st March, 2014 and 31st March, 2013 is set out below:**

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares	Amount	No. of Shares	Amount
		₹		₹
Number of shares at the beginning	1,00,44,102	10,04,41,020	1,00,44,102	10,04,41,020
Add: Shares issued against Conversion of Warrants on preferential basis	3,00,000	30,00,000	-	-
Number of shares at the end	1,03,44,102	10,34,41,020	1,00,44,102	10,04,41,020

**D. Shares in the company held by each share holder holding more than 5% share:**

Sr.	Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
		Number of shares held in the company	Percentage of shares held	Number of shares held in the company	Percentage of shares held
1	V.Suresh	59,36,075	57.39%	59,36,075	59.10%
2	R.S. Ramani	6,59,258	6.37%	6,59,258	6.56%

**E. Application Money pending allotment** represents initial money received on account of issuance of convertible warrants with a right to exercise by the Warrant holders to subscribe for one equity share per Warrant 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.

### 3 RESERVES AND SURPLUS

₹ In Lacs

Particulars	As at 31.03.2013	Additions during the year	Deductions during the year	As at 31.03.2014
	₹	₹	₹	₹
<b>Capital Reserves</b>	(5,45,84,609)	41,86,11,174	-	36,40,26,565
Securities Premium Reserve	10,60,75,481	-	-	10,60,75,481
Revenue profit on Consolidation				
- Mentorminds solutions and Services Inc (USA)	1,39,53,204	1,33,19,026		2,72,72,230
- Mentorminds solutions and Services Pvt Ltd (India)	6,48,234	61,341	-	7,09,575
- 8kmiles Software Services Inc (USA)	2,56,90,454	2,00,15,903	-	4,57,06,358
- 8kmiles Software Services (FZE) - UAE	4,80,80,754	2,64,82,671	-	7,45,63,425
Foreign Currency Translation reserve	2,22,31,981	(13,52,39,403)		(11,30,07,422)
General Reserve	1,95,80,307	-		1,95,80,307
Subsidy Reserve	14,23,110	-	-	14,23,110
Accumulated (loss) / Retained Earnings	(76,34,334)	9,00,800	-	(67,33,534)
<b>Total</b>	<b>17,54,64,582</b>	<b>34,41,51,511</b>	<b>-</b>	<b>51,96,16,093</b>
<b>Note :</b>		<b>Year ended 31st March 2014</b>		<b>Year ended 31st March 2013</b>
Profit for the year		6,07,79,740		3,97,06,505
Less: Proposed Dividend on Equity shares	-	-	-	-
Tax on distributed profits on Equity shares	-	-	-	-
<b>Transferred to Retained Earnings</b>		<b>6,07,79,740</b>		<b>3,97,06,505</b>

Particulars	As at 31.03.2014	Additions during the year	Deductions during the year	As at 31.03.2015
	₹	₹	₹	₹
<b>Capital Reserves</b>	36,40,26,565	(5,45,61,135)	-	30,94,65,430
Securities Premium Reserve	10,60,75,481			10,60,75,481
Revenue profit on Consolidation				
- Mentorminds solutions and Services Inc (USA)	2,72,72,230	6,20,33,259		8,93,05,489
- Mentorminds solutions and Services Pvt Ltd (India)	7,09,575	11,602		7,21,177
- 8kmiles Software Services Inc (USA)	4,57,06,358	6,09,93,743		10,67,00,101
- 8kmiles Software Services (FZE) - UAE	7,45,63,425	5,96,88,338		13,42,51,763
Foreign Currency Translation reserve	(11,30,07,422)	23,96,13,732		12,66,06,310
General Reserve	1,95,80,307			1,95,80,307
Subsidy Reserve	14,23,110			14,23,110
Accumulated (loss) / Retained Earnings	(67,33,534)	70,42,324		3,08,790
<b>Total</b>	<b>51,96,16,093</b>	<b>37,48,21,863</b>	<b>-</b>	<b>89,44,37,957</b>
<b>Note :</b>		<b>Year ended 31st March 2015</b>		<b>Year ended 31st March 2014</b>
Profit for the year		18,97,65,611		6,07,79,740
Less: Proposed Dividend on Equity shares	-		-	
Tax on distributed profits on Equity shares	-	-	-	-
<b>Transferred to Retained Earnings</b>		<b>18,97,65,611</b>		<b>6,07,79,740</b>

#### 4 LONG TERM BORROWINGS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>Bonds &amp; Debentures</b>		
Secured	-	-
Unsecured	-	-
<b>Term loans from Banks</b>		
Secured -		
From HDFC Bank (Secured against hypothecation of vehicle)	-	6,55,718
(Loan repayable in 36 monthly Installments of ₹ 69000/- Commencing from March 2013 onwards)	-	-
Unsecured	-	-
<b>Term loans from Others</b>		
Secured	-	-
Unsecured	-	-
<b>Loans and Advances From Related Parties</b>		
Secured	-	-
Unsecured		
- From Directors	-	1,16,42,919
- From Group companies	-	-
<b>PUBLIC DEPOSITS (UNSECURED)</b>	-	-
<b>Total</b>	<b>-</b>	<b>1,22,98,637</b>

## 5 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Deferred Tax Assets	57,79,094	45,48,012
<b>Deferred Tax Liabilities (Net)</b>	<b>57,79,094</b>	<b>45,48,012</b>

## 6 OTHER LONG TERM LIABILITIES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Outstanding Liabilities	-	22,95,384
Consideration Payable on account of Business Purchased	-	8,00,72,086
<b>Total</b>	<b>-</b>	<b>8,23,67,470</b>

## 7 SHORT TERM BORROWINGS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>LOAN REPAYABLE ON DEMAND</b>		
Secured Bank over draft with Indian Bank		
(Secured against Hypothecation of Book debts and Personal property of one of the Director)	-	2,48,20,141
Unsecured	-	-
<b>LOANS AND ADVANCES FROM RELATED PARTIES</b>		
Secured	-	-
Unsecured	-	-
<b>PUBLIC DEPOSITS (UNSECURED)</b>	-	-
<b>Total</b>	<b>-</b>	<b>2,48,20,141</b>

## 8 TRADE PAYABLES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Trade Payable	-	-
Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## 9 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Current maturities of Long Term Borrowings- HDFC Bank (Refer Note No.4)	7,24,718	7,10,215
Other payables	8,67,83,692	1,04,29,008
<b>Total</b>	<b>8,75,08,410</b>	<b>1,11,39,223</b>

## 10 SHORT TERM PROVISIONS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Provision for income-tax	5,99,51,461	2,90,88,083
<b>Total</b>	<b>5,99,51,461</b>	<b>2,90,88,083</b>

## 11 FIXED ASSETS (TANGIBLE)

### Reconciliation of the Gross Carrying Amounts and Net Carrying Amounts at the beginning and at the end of the year

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				ACCUMULATED IMPAIRMENT				NET CARRYING AMOUNT	
	As at 31st March 2014	Additional adjustment during the year	Deductions during the year	Other Adjustments	As at 31st March 2015	As at 31st March 2014	Provided during the year	Deductions during the year	Other Adjustments	As at 31st March 2015	Reversed during the year	Provided during the year	As at 31st March 2015	As at 31st March 2014
<b>Furniture</b>														
Owned	86,600	76,57,318	-	-	77,43,918	27,545	3,40,243	-	-	3,67,788	-	-	73,76,130	59,055
Leased	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Computers</b>														
Owned	15,48,487	16,19,459	-	-	31,67,946	6,42,076	8,85,645	-	-	15,27,721	-	-	16,40,225	9,06,411
Leased	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Office &amp; Equipment</b>														
Owned	11,09,829	8,30,820	-	-	19,40,649	1,56,957	4,75,669	-	-	6,32,626	-	-	13,08,023	9,52,872
Leased	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Vehicles</b>														
Owned	24,00,000	-	-	-	24,00,000	7,08,412	5,28,283	-	-	12,36,695	-	-	11,63,305	16,91,588
Leased	-	-	-	-	-	-	-	-	-	-	-	-	-	-
On consolidation of Mentorminds solutions and Services Pvt Ltd	32,31,459	-	-	-	32,31,459	22,63,056	3,77,707	-	-	26,40,763	-	-	5,90,696	9,68,403
Mentorminds solutions and Services Inc (USA)	38,63,013	68,97,059	-	1,66,920	1,09,26,992	30,86,311	5,84,182	-	1,45,713	38,16,206	-	-	71,10,787	7,76,703
8K Miles Software Services Inc (USA)	34,29,347	78,16,250	-	1,48,182	1,13,93,779	2,79,620	11,15,702	-	35,677	14,30,999	-	-	99,62,780	31,49,727
<b>Total</b>	<b>1,56,66,736</b>	<b>2,48,20,906</b>	<b>-</b>	<b>3,15,102</b>	<b>4,08,04,744</b>	<b>71,63,977</b>	<b>43,07,431</b>	<b>-</b>	<b>1,81,390</b>	<b>1,16,52,797</b>	<b>-</b>	<b>-</b>	<b>2,91,51,947</b>	<b>85,04,759</b>

## 12 FIXED ASSETS (INTANGIBLE)

### Reconciliation of the Gross Carrying Amounts and Net Carrying Amounts at the beginning and at the end of the year

Particulars	GROSS CARRYING AMOUNT				ACCUMULATED DEPRECIATION				ACCUMULATED IMPAIRMENT				NET CARRYING AMOUNT	
	As at 31st March 2014	Additional adjustment during the year	Deductions during the year	Other Adjustments	As at 31st March 2015	As at 31st March 2014	Provided during the year	Deductions during the year	Other Adjustments	As at 31st March 2015	Reversed during the year	Provided during the year	As at 31st March 2015	As at 31st March 2014
<b>Computer Software</b>														
Acquired	35,676	-	-	-	35,676	27,064	5,439	-	-	32,503	-	-	3,173	8,612
Internally Generated	3,08,75,852	4,85,25,500	-	-	7,94,01,352	51,09,319	94,65,491	-	-	1,45,74,810	-	-	6,48,26,542	2,57,66,533
<b>Goodwill</b>														
8K Miles Software Services Inc (USA)	7,40,00,000	-	-	-	7,40,00,000	1,22,45,479	2,96,00,000	-	-	4,18,45,479	-	-	3,21,54,521	6,17,54,521
Intangible Assets	42,64,98,994	15,94,51,500	-	-	60,43,79,463	-	1,08,92,788	-	2,30,361	1,11,23,149	-	-	59,32,56,314	42,64,98,994
8K Miles Software Services Inc (FZE)	-	8,44,49,405	-	-	8,44,49,405	-	1,24,13,783	-	2,53,619	1,26,67,402	-	-	7,17,82,003	-
Intangible Assets	53,14,10,522	29,24,26,405	-	-	84,22,65,896	1,73,81,863	6,23,77,501	-	4,83,980	8,02,43,344	-	-	76,20,22,552	51,40,28,660
<b>Total</b>	<b>53,14,10,522</b>	<b>29,24,26,405</b>	<b>-</b>	<b>-</b>	<b>84,22,65,896</b>	<b>1,73,81,863</b>	<b>6,23,77,501</b>	<b>-</b>	<b>4,83,980</b>	<b>8,02,43,344</b>	<b>-</b>	<b>-</b>	<b>76,20,22,552</b>	<b>51,40,28,660</b>

For GHG Associates  
Chartered Accountants

Sd/-  
S.Hareesh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/-  
Venkatachari Suresh  
Managing Director

Sd/-  
Jayashree Jagannathan  
Company Secretary

### 13 LONG TERM LOAN AND ADVANCES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Security Deposits		
- Secured, considered good	-	-
- Unsecured, considered good	62,35,000	11,00,000
- Doubtful	-	-
Less : Allowance for bad and doubtful advances	-	-
<b>Total</b>	<b>62,35,000</b>	<b>11,00,000</b>
Loans and advances to related parties (1)		
- Secured, considered good	-	-
- Unsecured, considered good	-	16,97,808
- Doubtful	-	-
Less : Allowance for bad and doubtful advances	-	-
<b>Total</b>	<b>-</b>	<b>16,97,808</b>
<b>Total</b>	<b>62,35,000</b>	<b>27,97,808</b>

### 14 OTHER NON CURRENT ASSETS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>Long-Term Trade Receivable</b>		
- Secured, considered good		
- Unsecured, considered good (Pertaining to previous business activities)	2,75,89,966	2,75,89,966
- Doubtful		-
Less : Allowance for bad and doubtful advances		-
<b>Total</b>	<b>2,75,89,966</b>	<b>2,75,89,966</b>
<b>Others (Pertaining to previous business activities)</b>		
<b>Total</b>	<b>3,57,82,827</b>	<b>3,57,82,827</b>
<b>TOTAL [(A) + (B)]</b>	<b>6,33,72,793</b>	<b>6,33,72,793</b>

### 15 TRADE RECEIVABLES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Trade receivables outstanding for more than six months from the date they became due for payment:		
(i)Secured, considered good	-	-
(ii)Unsecured, considered good	-	-
Less: Allowance for bad and doubtful debts		
Trade Receivables		
(i)Secured, considered good	28,14,25,658	-
(ii)Unsecured, considered good	-	13,41,72,974
Less: Allowance for bad and doubtful debts	28,14,25,658	13,41,72,974
<b>Total</b>	<b>28,14,25,658</b>	<b>13,41,72,974</b>

## 16 CASH AND CASH EQUIVALENTS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Balance with Banks	14,77,98,684	4,83,39,845
Earmarked Bank balances		
Bank balances held as margin money or as security against:		
Other bank balances		
Cheques, drafts in hand		
Cash on hand	32,548	3,363
<b>Total</b>	<b>14,78,31,232</b>	<b>4,83,43,208</b>

## 17 SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
<b>Loans and advances to related parties (1)</b>		
Secured, considered good	-	-
Unsecured, considered good	-	-
Less : Allowance for bad and doubtful advances	-	-
<b>Total (A)</b>	-	-
<b>Others</b>		
(i)Secured, considered good	-	-
(ii)Unsecured, considered good	1,16,782	2,49,87,967
Less : Allowance for bad and doubtful advances	-	-
<b>Total (B)</b>	<b>1,16,782</b>	<b>2,49,87,967</b>
<b>Total (A+B)</b>	<b>1,16,782</b>	<b>2,49,87,967</b>

## 18 OTHER CURRENT ASSETS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
TDS/MAT	20,90,707	14,16,929
Advance Tax paid	14,00,000	-
Interest Accrued	50,000	-
Prepaid expenses	8,87,712	4,12,650
Others	2,49,37,942	17,34,963
<b>Total</b>	<b>2,93,66,361</b>	<b>35,64,542</b>

## 19 REVENUE FROM OPERATIONS

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Project Revenue	1,24,85,29,812	44,05,52,444
<b>Total</b>	<b>1,24,85,29,812</b>	<b>44,05,52,444</b>

## 20 OTHER INCOME

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Income from non-current investments		
<b>Total (A)</b>		-
Income from current investments		
<b>Total (B)</b>		-
<b>Other Income</b>		
-Forex gain	-	4,70,711
-Income from Short Term Deposits with Bank	28,58,341	-
<b>Total (A+B+C)</b>	<b>28,58,341</b>	<b>4,70,711</b>

## 21 EMPLOYEE BENEFIT EXPENSES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Salaries & Staff Welfare Expenses	56,65,43,431	23,36,24,304
<b>Total</b>	<b>56,65,43,431</b>	<b>23,36,24,304</b>

## 22 FINANCE COST

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Interest expense	42,54,833	36,02,076
Bank charges	2,21,447	1,17,990
<b>Total</b>	<b>44,76,280</b>	<b>37,20,067</b>

## 23 OTHER EXPENSES

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Rent	1,32,32,922	11,69,271
Rates & Taxes	62,51,028	3,52,155
Auditors Remuneration	54,33,740	2,06,180
Travelling and Business Promotion Expenses	19,56,41,761	6,39,01,163
Communication	95,60,210	3,57,082
Water and Electricity	40,35,665	4,61,202
Professional and Consultancy Fee	2,58,37,198	2,05,000
Stock Exchange, RoC, RTA related expense	11,71,626	3,52,155
Office Maintenance and Repairs	79,51,104	1,31,678
Other General and administration expenses	3,01,51,804	18,42,545
Managerial Remuneration	-	-
<b>Total</b>	<b>29,92,67,058</b>	<b>6,89,78,431</b>

## 24 TAX EXPENSE

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
-Current tax	5,77,70,527	1,30,34,463
-Deferred taxes	12,31,082	43,00,579
<b>Total</b>	<b>5,90,01,609</b>	<b>1,73,35,042</b>

## 25 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

Particulars	As at 31.03.2015	As at 31.03.2014
	₹	₹
Contingent Liabilities		
- Claims against the company not acknowledged as debts	-	-
- Guarantees	-	-
- Other money for which company is contingently liable	-	-
- Bills discounted with banks	-	-
<b>Total (A)</b>	-	-
Commitments		
- Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
- Uncalled liability on shares and other investments partly paid	-	-
- Others	-	-
The Parent Company had provided for ₹ 6,53,089/- as Minimum Alternate tax for the Ay 2011-12. Notice of Demand under Income Tax Act, 1961 of ₹ 11,90,670/- for the AY 2011-12 has been received and the Company hasn't made any representation before the income tax authorities. No provision has been made in the books of account for the difference amount. The company has not paid any amount of tax relating to AY 2011-12	-	5,37,581
<b>Total (B)</b>	-	<b>5,37,581</b>
<b>Total (A+B)</b>	-	<b>5,37,581</b>

For GHG Associates  
Chartered Accountants

Sd/-  
S.Haresh  
Partner  
Membership No.205204

Place : Secunderabad  
Date : 14-04-2015

For 8K Miles Software Services Limited

Sd/- Sd/-  
Venkatachari Suresh R.S. Ramani  
Managing Director Whole Time Director

Sd/-  
Jayashree Jagannathan  
Company Secretary



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**8K MILES SOFTWARE SERVICES LIMITED**

Regd. Office: #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai-600 018.

**ATTENDANCE SLIP**

(30th Annual General Meeting 18th September 2015)

DP ID:

Reg Folio No.:

CLIENT ID:

I certify that I am a member/proxy for the member of the Company. I hereby record my presence at the 30th Annual General Meeting of 8K Miles Software Services Limited held at Tulip Hall, Dee Cee Manor, No.90, G.N.Chetty Road, T Nagar, Chennai 600017 on Friday, the 18th of September, 2015 at 3:30 PM.

Member/Proxy name in BLOCK LETTERS

Member/Proxy Signature

Note:

- 1) Member/Proxy must bring the attendance slip to the meeting and hand it over, duly signed at the registration Counter.
- 2) The Copy of the Annual Report may please be brought to the meeting hall.
- 3) NO GIFT WILL BE GIVEN

**8K MILES SOFTWARE SERVICES LIMITED**

Regd. Office: #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai-600 018

**PROXY FORM**

I / we, \_\_\_\_\_ of \_\_\_\_\_, being a Member of 8K Miles Software Services Limited hereby appoint \_\_\_\_\_ as my / our proxy to attend and vote on my / our behalf at the 30th Annual General Meeting of the Company to be held at \_\_\_\_\_ on Friday, the 18th of September 2015 at 3:30 PM and at any adjourned meeting thereof.

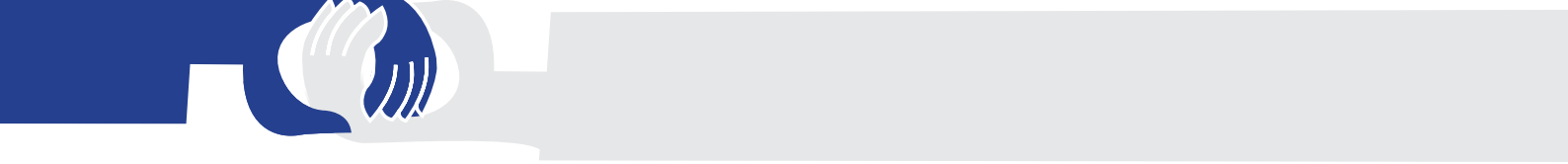
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015.

Folio No.	
No. of shares held	
DP ID / Client ID	

Please affix  
1 Rupee  
Revenue  
Stamp

**Signature of Proxy    Signature of Member****Note:**

- 1) Proxy needs to be a member
- 2) The proxy form, complete in all respects, should reach the Company's Regd. Office: #5, Cenotaph Road, II Floor, Srinivas Towers, Teynampet, Chennai-600 018 not later than 48 hours before the commencement of the aforesaid Meeting.





**8K Miles Software Services Limited**

Registered Office:  
No.5, Cenotaph Road,  
“Srinivas” Towers, II Floor,  
Teynampet, Chennai - 600 018  
Tamil Nadu

[www.8kmiles.com](http://www.8kmiles.com)