



Ref No: 11-12/8KMILES-CO/023/GPS  
30<sup>th</sup> September 2011

To  
The Deputy General Manager  
Department of Corporate Services  
Bombay Stock Exchange limited  
14<sup>th</sup> Floor, Rotunda Building  
Dalal Street  
Mumbai - 400 001

Script Code: 512161

Dear Sir,

Sub: Outcome of 26<sup>th</sup> Annual General Meeting

26<sup>th</sup> Annual General Meeting was held at the registered office of the Company located at 1-7-241/11/D, S.D.Road, Secunderabad - 500 003 as per schedule.

Summary of Proceedings at 26<sup>th</sup> AGM of the Company:

1. Chairman Welcome The Shareholders

At 3.00 p.m. and the necessary quorum being present, Chairman called the meeting to Order and welcomed the Shareholders to the 26<sup>th</sup> Annual General Meeting.

2. Thereafter Chairman introduced the Directors present and other invites on dais.

3. Proxies And Directors' Shareholding Register

List of Proxies received and the Register of Directors' shareholding maintained u/s 307 of the Companies Act, 1956 was placed on the table and also kept open to the members.

**8KMILES SOFTWARE SERVICES LIMITED**

(Formerly known as P.M. STRIPS LIMITED)

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Corporate Office : # 7, 3rd Floor, Ganapathy Colony, 3rd St., Teynampet, Chennai 600018. Ph: 4500 0749.

Branch Office : # 420, 9th Main Road, Banashankari 2nd Stage, Bangalore 560 070.

4. Notice

Since the notice of the Meeting has been already circulated, with the permission of the Shareholders, it was taken as read.

5. Auditors Report

Chairman requested Mr. Sidharth.C.A, Company Secretary to read the Auditors' Report for the year ended 31<sup>st</sup> March, 2011.

Mr. Sidharth.C.A read out the main text of Auditors Report and with the permission of the Shareholders, the Annexure to the Auditors' Report was taken as read.

6. Chairman's Statement

The Chairman read out his speech and also circulated statement to the shareholders present.

Thereafter, with the permission of the members, Chairman took up general business and resolutions:

7. Resolution No.1

Chairman proposed Ordinary Resolution No. 1 in respect of Adoption of accounts and Reports of Directors & Auditors for the year ended 31<sup>st</sup> March, 2011.

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2011 and the Profit and Loss Account for the year ended on that date, and the reports of the Directors and the Auditors thereon, submitted to this meeting, be and are hereby approved and adopted.”

The Resolution is proposed by : Shri G.P.Surana

Seconded by : Shri Suresh Venkatachari

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The chairman invited comments and questions from the members present. The Chairman and Directors replied to the questions and observations made by the members.

Thereafter, Chairman put resolution for vote and after show of hands, the resolution has been carried out unanimously and declared as approved.

#### 8. Resolution No. 2

Then Chairman moved to Ordinary Resolution No. 2 regarding re-appointment of Mr. Vedantharamanujam Srinivasan as under:

“RESOLVED THAT Mr. Vedantharamanujam Srinivasan, who retires by rotation pursuant to the Articles of Association of the Company and being eligible for re-appointment, be and he is hereby reappointed as a Director of the Company.”

Proposed by : Shri Suresh Venkatachari

Seconded by : Shri G.P.Surana

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.

#### 9. RESOLUTION NO.3

Then Chairman moved to Ordinary Resolution No. 3 regarding re-appointment of Ms. Padmini Ravichandran as a Director.

“RESOLVED THAT Ms. Padmini Ravichandran, who retires by rotation pursuant to the Articles of Association of the Company and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company.”

Proposed by : Shri G.P.Surana

Seconded by : Shri R.S.Ramani

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.

10. **Resolution No. 4**

Then Chairman moved to Ordinary Resolution No. 4 regarding appointment of Statutory Auditors of the Company and authorizing the Board of Directors to fix their remuneration. M/s GHG Associates express their willingness to be appointed as the Statutory Auditors of the Company in place of M/s G Ram Mohan & Co, the retiring auditors. The Board of Directors at their meeting held on 03<sup>rd</sup> September, 2011 recommended appointment of M/s GHG Associates as an auditor of the Company from the conclusion of this AGM till the conclusion of the next AGM. The necessary notice for the said appointment is received and it is recommended to appoint M/s GHG Associates as an Auditor of the Company. Thereafter resolution has been put as under:

“RESOLVED THAT M/s. GHG Associates, Chartered Accountants, be and they are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of the 27<sup>th</sup> Annual General Meeting to conduct the audit of the accounts of the Company for the financial year 2011-12, at such remuneration plus service tax and out of pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

Proposed by : Shri Suresh Venkatachari

Seconded by : Shri M.V.Bhaskar

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved

11. **Resolution No. 5**

Then chairman moved to Resolution No. 5 in connection to the appointment Mr. R.S. Ramani as the Whole-time Director of the Company. Mr. R.S.Ramani was appointed in the meeting of the Board of directors of the company held on 13<sup>th</sup> August 2011 subject to the ratification of the resolution by the shareholders in the 26<sup>th</sup> Annual General Meeting and

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approval of Central government or Registrar of Companies as the case may be. The necessary notice for the said appointment is received and the resolution was approved by the shareholders receiving the required majority and hence it is recommended to appoint Mr. R.S.Ramani as the Whole-time Director of the Company. Thereafter resolution has been put as under:

"RESOLVED THAT pursuant to the provisions under sections 198, 269, 309, 310 and 311 read with Schedule XIII and any other applicable provisions of the Companies Act, 1956, as amended from time to time and subject to the approval of Central government, the consent of the Company be and is hereby accorded to the appointment of Mr. R.S.Ramani as Whole-time Director of the Company for a period of five years, effective from August 13th 2011 to August 12th 2016 as per the terms and conditions mutually decided between the Board of Directors of the Company and Mr. R.S.Ramani on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting"

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. R.S.Ramani as the Whole-time Director of the Company, the total remuneration comprising of Basic Salary and other applicable allowances together with other perquisites and/or benefits as per the policy of the Company, as stipulated, be paid to him as minimum remuneration, subject to the provisions of Schedule XIII to the Companies Act, 1956, as amended from time to time or any equivalent statutory re-enactment thereof for the time being in force."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to alter the overall remuneration payable to Mr. R.S.Ramani, so as not to exceed the limits as may be stipulated by the Central Government from time to time."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to submit and file necessary form(s), application(s), writing(s), and other necessary document(s) to the Central Government and/ or Registrar of Companies and to do all such acts, deeds, matters and things as it may consider necessary, expedient, usual or proper to give full effect to this resolution."

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Proposed by : Shri G.P.Surana

Seconded by : Shri Suresh Venkatachari

Thereafter, Chairman put resolution for vote and after show of hands; the resolution has been carried out unanimously and declared as approved.

12. Conclusion

The Chairman informed that all the agenda items are transacted and declared that the Meeting stands concluded.

13. Vote Of Thanks

Chairman thanked all members, associates and invitees to attend the meeting and also for their cooperation and requested them for refreshments.

The shareholders also thanked to the Chairman and Board members. Thereafter the meeting stands concluded.

This is for your information and noting.

Thanking you,

Yours faithfully  
For 8K Miles Software Services Limited

  
G.P.Surana  
Managing Director

A circular stamp with the text '8KMILES SOFTWARE SERVICES LTD.' around the perimeter and 'CHENNAI' in the center. There is a small star symbol at the bottom of the circle.