

8K MILES SOFTWARE SERVICES LIMITED

CIN: L72300TN1993PLC101852

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

Website: www.8kmiles.com E-mail: contactus@8kmilessoftwaresevies.com

Phone: 044 – 6602 8000

ELECTRONIC POSTAL BALLOT NOTICE

Notice pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended

Dear Member(s),

NOTICE is hereby given pursuant to Section 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with Rule 20, and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), as amended and other applicable provisions of the Act and the rules thereunder, for seeking the approval of Members of the company to the proposed Special Resolutions appended below by way of Postal Ballot through electronic voting.

In compliance with the provisions of General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19” issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, the company is issuing Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid envelope to the shareholders for this postal Ballot considering the pandemic COVID-19.

In Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and of Sections 108 and Section 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for e-voting are appended to the Notice. The members can vote on resolutions through e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the e-voting system as per the MCA Circulars.

The Board of Directors (“**Board**”) of the Company at their meeting held on November 06, 2020 has, subject to the approval of members of the Company by way of Special Resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in the Name of the Company from '**8K Miles Software Services Limited**' to “**SecureKloud Technologies Limited**”

Further Board granted approval for raising Capital and / or Listing of Healthcare Triangle Inc. (Step-down Subsidiary) and consequential cessation of indirect control in Step-down Subsidiary in its Board meeting held on October 28, 2020.

The proposed resolutions along with the explanatory statement pursuant to Section 102 of the Companies Act, 2013 and other applicable legal provisions, pertaining to the said special business setting out the material facts concerning thereto, is also appended. The proposed resolutions and explanatory statement are being sent for your consideration.

In compliance with Rule 20(4) and 22(5) of the Rules, Ms. Nithya Pasupathy, Company Secretary in Practice (Membership No. FCS 10601 and C.P. No. 22562) of M/s SPNP & Associates., Practising Company Secretaries has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot through E-Voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson or any other director authorised on this behalf after completion of the scrutiny of the Postal Ballot through e-voting and the result of the voting by Postal Ballot and e-voting will be announced on **December 21, 2020 (Monday)** at the registered office of the Company at No.5, Cenotaph Road, "Srinivas Towers", II Floor, Teynampet, Chennai 600 018 and for submission with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") where the equity shares of the company are listed.. The Postal Ballot result will also be displayed on the company's website www.8kmiles.com and CDSL website www.evotingindia.com.

The resolutions, if approved by the requisite majority in compliance with the Companies Act 2013 and SEBI LODR Regulations 2015, will be taken as passed effectively on **December 20, 2020 (Sunday)** i.e., the last date specified for e-voting.

SPECIAL BUSINESS

Item No. 1:

Approval of name change of the Company from "8K Miles Software Services Limited" to "SecureCloud Technologies Limited" and consequential alteration to the Memorandum of Association and Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and 15 of the Companies Act, 2013 ("Act") and rules made thereunder and other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as applicable, the Memorandum of Association and Articles of Association of the Company and subject to the approval, consent, sanction and permission of the Central Government, Ministry of Corporate Affairs, Stock Exchanges, and any other appropriate Regulatory and Statutory Authorities, as may be necessary, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **"8K Miles Software Services Limited" to "SecureCloud Technologies Limited"**;

“RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, the Memorandum of Association and the Articles of Association, and other relevant documents shall stand altered as below:

Clause I (Name clause) of Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other relevant documents, papers and places, as applicable. The name '**8K Miles Software Services Limited**' will be substituted with the new name '**SecureKloud Technologies Limited**';

“RESOLVED FURTHER THAT Mr. Suresh Venkatachari, CEO, Mr. S. Ravichandran, Whole-Time Director, Mr. G. Sri Vignesh, Company Secretary and Mr. R. Thyagarajan, Chief Financial Officer be and are hereby severally authorized to make, sign, execute and file necessary applications, forms, returns, and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives under appropriate Letter(s) of Authority, to appear before the Central Government, Ministry of Corporate Affairs, Stock Exchanges where shares of the Company are listed, and such other Regulatory or Statutory Authorities, as may be required from time to time and to do all such acts, deeds and things including settling and finalizing all issues that may arise in this regard in order to give effect to this resolution and to delegate all or any of the powers conferred herein as they may, in their absolute discretion, deem fit.”

Item No. 2:

Approval for raising Capital and / or Listing of Healthcare Triangle Inc. (Step-down Subsidiary) and consequential cessation of indirect control in Step-down Subsidiary:

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

“RESOLVED THAT pursuant to the provisions of Regulation 24(5) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable SEBI regulations, applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India subject to such other requisite approvals, consents, permissions and sanctions as may be required, consent of the shareholders of the Company be and hereby accorded to effect the proposal to raise capital by Healthcare Triangle Inc. (Step-down Subsidiary) by way of PE Investments / Initial Public Offering (IPO) listing in US Capital markets and / or Other Strategic Investors and post this fund raising it may result in the Company ceasing to have control over Healthcare Triangle Inc.

“RESOLVED FURTHER THAT Mr. Suresh Venkatachari, CEO, Mr. S. Ravichandran, Whole-Time Director, Mr. G. Sri Vignesh, Company Secretary and Mr. R. Thyagarajan, Chief Financial Officer be and are hereby severally authorized to do all necessary decision and to execute all such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as he may in his absolute discretion, deem fit, necessary or appropriate.”

Place: Chennai

Date: November 18, 2020

By order of the Board of Directors of
For 8K Miles Software Services Limited
Sd/-
G Sri Vignesh
Company Secretary & Compliance Officer
Membership No. A57475

Notes:

1. The Explanatory Statement under Section 102 of the Act read with Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for resolution is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appears as on November 13, 2020 in the Register of Members/ List of Beneficial Owners, as received from Adroit Corporate Services Private Limited the Registrar and Transfer Agent of the Company.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to the Members in electronic form to the e-mail addresses registered with the Company’s Registrar and Transfer Agent in line with General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 and General Circular No. 33/2020 dated September 28, 2020 , in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19” issued by the Ministry of Corporate Affairs, Government of India
 - a. Considering the MCA Circulars, members who have not registered their email address and in consequence could not receive the notice, may get their email address registered with Company’s Registrars and Transfer Agent
 - b. Those members who have already registered their email addresses are requested to keep their email addresses validated with their depository participants/ Adroit to enable servicing of notices and documents electronically to their email address
4. Members are requested to carefully read the instructions before exercising their vote by electronic means in the manner set out herein. In each case, ensure that votes shall be casted on or before **5:00 P.M. (IST), December 20, 2020 (Sunday)**.

5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Friday, November 13, 2020.
6. The board of directors of the Company has Ms. Nithya Pasupathy, Company Secretary in Practice (Membership No. FCS 10601 and C.P. No. 22562) of M/s SPNP & Associates., Practising Company Secretaries Chennai as the scrutinizer to conduct the process of the postal ballot in a fair and transparent manner (“Scrutinizer”).
7. A member cannot exercise his vote by proxy on postal ballot. All members are requested to cast their votes only through e-voting using the CDSL e-Voting system as per the procedure provided herein.
8. The result and the report of Scrutinizer on the postal ballot shall be communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed and will also be displayed on the Company’s website www.8kmiles.com
9. Resolution passed by the members through postal ballot voting by electronic means shall be deemed to have been passed on the last date of voting period i.e. **Sunday, December 20, 2020**, if approved by the requisite majority
10. The resolutions, if approved by the requisite majority as per Companies Act, 2013 and SEBI LODR Regulations, 2015, shall be deemed to have been passed effectively on **December 20, 2020 (Sunday)** i.e., on the last date specified for e-voting.
11. A copy of this notice has been placed on the website of the Company www.8kmiles.com and shall remain on the website until the last date for receipt of the E-Voting from the shareholders. The dispatch of the Postal Ballot Notice shall be announced through an advertisement in the Newspaper and shall be displayed on the Company’s website.
12. Members who have not received the Postal Ballot Notice by email may send a request on the e-mail id: cs@8kmiles.com by mentioning his/her Folio/DP No. and Client No.
13. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Reg 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of CDSL to provide e-voting facility.

The instructions for shareholders voting electronically are as under:

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the CA 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended eVoting facility to enable the members to cast their votes electronically through the e-voting services provided by CDSL.

- (i) The e-voting facility will be available during the following period:

Commencement of e-voting	From 9:00 A.M.(IST) on November 21, 2020
End of e-voting	Upto 5:00 P.M. (IST) on December 20, 2020

The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of 8K Miles Software Services Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) 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 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.
 - 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

[Pursuant to the provisions of Section 102 of the Companies Act, 2013

Item No. 1

The Members may note that the Board of Directors of the Company at its meeting held on November 06, 2020 had approved the proposal for change of name of the Company from **'8K Miles Software Services Limited'** to **'SecureKloud Technologies Limited'**, subject to the approval of Central Government, the Members of the Company and other relevant Statutory and Regulatory authorities.

The Members may note that, as a "Born in Cloud" company and focusing on Cloud Transformation providing robust Security and Compliance for highly regulated industries, we would like our name to reflect our competency and deep expertise in cloud transformation. To this effect, we propose to change of name of the Company from **'8K Miles Software Services Limited'** to **'SecureKloud Technologies Limited'**

The Registrar of Companies has approved the availability of the desired name i.e. **'SecureKloud Technologies Limited'** vide their approval dated November 12, 2020. The provisions of the Companies Act, 2013 and rules made thereunder requires the Company to obtain approval of Members by a Special Resolution for effecting change in the Company name and consequential alteration in the Memorandum and the Articles of Association.

The proposed change of name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

The Board recommends the Special Resolution as set out at Item No. 1 of this Notice, for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at in this Notice.

Item No. 2

The Members may note that the Board of Directors of the Company at its meeting held on October 28, 2020 had approved Listing of Healthcare Triangle Inc. (Step-down Subsidiary) and consequential cessation of indirect control, subject to the approval of the Members of the Company.

The Members may note that, Healthcare Triangle Inc (HTI) was carved out as a separate entity from 8K Miles Software Services Inc, US to increase our focus on Life Sciences and Healthcare business exclusively. The Covid-19 pandemic has accelerated corporate investments in public cloud infrastructure; HTI with domain centric SaaS / PaaS platform-based business transformation with continuous security for regulated industry such as Pharma / Life Sciences and Healthcare, is uniquely

positioned to ride this wave. This is demonstrated by increase in business from our Life Sciences and Healthcare customers.

HTI is an 85% subsidiary of 8K Miles Software Services Inc; ultimately owned by 8K Miles Software Services, India (Holding Company). The Board of Director of HTI propose to raise an overall capital up to USD 50 Million in HTI through PE Investments / Initial Public Offering (IPO) listing in US Capital markets and / or Other Strategic Investors. In the first tranche, HTI propose to raise up to USD 25 Million. Whilst this may reduce the indirect holding of 8K Miles Software Services, India (Holding Company) to below 50% in HTI; we truly believe that this is a step in the right direction in the long term value creation journey for 8K Miles Software Services shareholders as the value accretion will flow back to them.

The Board recommends the Special Resolution in line with the SEBI Listing Regulations as set out at Item No. 2 of this Notice, for the approval of the Members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution set out at in this Notice.

Place: Chennai

Date: November 18, 2020

By order of the Board of Directors of
For 8K Miles Software Services Limited
Sd/-
G Sri Vignesh
Company Secretary & Compliance Officer
Membership No. A57475