



Integrating People, Process and Technology

CERTIFIED TRUE EXTRACT OF THE MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF GSS INFOTECH LIMITED HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER, 2014 AT 10.00 AM AT ELLA SUITES, HILL RIDGE SPRINGS, 25 KANCHA, GACHIBOWLI, ISB ROAD, HYDERABAD – 500 032

PRESENT:

- | | | |
|---------------------------|---|----------------------------|
| 1. Mr. PVRK Prasad | : | Chairman |
| 2. Mr. Bhargav Marepally | : | Member & Managing Director |
| 3. Mr. Keerthy Jaya Tilak | : | Independent Director |

IN ATTENDANCE:

- | | | |
|-----------------------|---|------------------------------|
| Mr. A Someswara Rao | : | Practicing Company Secretary |
| Mr. Sai Krishna Narla | : | Company Secretary |
| Mr. Gopi | : | Statutory Auditors |

AND

54 (Fifty Four) were present in person (including Directors) at the meeting.

The register of Director's shareholding maintained by the company pursuant to section 307 of the Companies Act, 1956 was kept open at the meeting for shareholders who are entitled to have access and right to inspect the said register.

CHAIRMAN

Mr. PVRK Prasad has chaired the meeting. After ascertaining the quorum, the Chairman called the meeting to order. He then formally extended a warm welcome to the shareholders of the Eleventh Annual General Meeting.

Mr. PVRK Prasad, Chairman briefly addressed the shareholders on the company's business activities, performance and future outlook.

After this, the Chairman requested Mr. Sai Krishna Narla to read out the report of the Auditor's to members on the financials of the company for the year ended 31st March 2014.

Then, the chairman asked the shareholders whether they have any queries on the resolutions proposed to be passed as per the AGM notice dated 30th May, 2014



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CIN No: L72200AP2003PLC041860

In continuation to the e-voting facility provided to the shareholders, Mr. PVRK Prasad, Chairman initiated a poll for voting on the business transacted at the meeting for the members who have not availed and not voted through the E-voting system

The Ballot papers were circulated amongst the members and the process of voting by poll was explained to the members. There being no questions/ queries from shareholders, the following business, as per the notice to the AGM, were transacted item wise as under:

ORDINARY BUSINESS:

- 1. Consideration and adoption of the audited Balance sheet as at 31st March 2014, the statement of profit and loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon**

The Chairman took up the first item of the agenda as an ordinary resolution, regarding the adoption of annual accounts along with the draft Director's Report and auditor's report thereon.

The Chairman then invited the members to offer comments if any, on the accounts of the company for the year under review and inquired that if they had any queries to ask about the working of the company, which he would be glad to answer. Since, there were no queries from the shareholders; the chairman moved the following resolution for voting by poll.

"RESOLVED THAT the Balance Sheet as at 31st March, 2014, the Profit and Loss Account for the year ended 31st March, 2014 (both standalone and consolidated) including schedules thereof and the Directors' report and the Auditors' report of the company as circulated to the shareholders including annexure annexed thereto and now laid before the meeting be and is hereby approved and adopted."

- 2. Appointment of a Director in the place of Mr. Ramesh Yerramsetti, who retires by rotation and being eligible, offers himself for re-appointment**

The Chairman moved the following resolution as an ordinary resolution for voting by poll:

"RESOLVED THAT Mr. Ramesh Yerramsetti, a Director of the Company, who retires by rotation and being eligible for re appointment, be and is hereby re-appointed as a Director of the company"

- 3. Appointment of a Director in the place of Mr. Madhukar C Sheth, who retires by rotation and being eligible, offers himself for re-appointment**

The Chairman moved the following resolution as an ordinary resolution for voting by poll:

"RESOLVED THAT Mr. Madhukar C Sheth, a Director of the Company, who retires by rotation and being eligible for re appointment, be and is hereby re-appointed as a Director of the company"



4. Appointment of Statutory Auditors for the financial year 2014-15

The Chairman moved the following resolution as an ordinary resolution for voting by poll:

"RESOLVED THAT M/s. Sarath & Associates, Chartered Accountants the retiring auditors of the company be and is hereby re-appointed as auditors of the company to hold office until the conclusion of the next Annual General Meeting to conduct the audit of the Accounts of the Company for the Financial year 2014-15, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus service tax and out of pocket expenses."

Thereafter the Chairman proposed that Mr. Someswara Rao Artham, practicing company secretary be appointed as Scrutinizer for the poll at the AGM to ascertain the results in a fair and transparent manner and all the members present at the meeting have given their consent for the same.

The Chairman announced that after ascertaining the voting results of the poll by the scrutinizer, the consolidated results of E-Voting and the results of the poll at the AGM shall be submitted to the Stock Exchange(s) for dissemination to the stakeholders and the same shall be posted on the Company's website under the Investor's link.

5. VOTE OF THANKS

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

**|| Certified True Copy ||
For GSS INFOTECH LIMITED**

Company Secretary

