

CLEARWATER
CAPITAL PARTNERS

31 October 2014

To:

The National Stock Exchange of India Limited
Exchange Plaza
Plot No. C/1, G-block
Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051

Tel: +91 22 2659 8100 / 8114
Fax: +91 22 2659 8120

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Tel: +91 22 2272 1233 / 4
Fax: +91 22 2272 1919

Dear Sirs,

Re: Disclosure under 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

This is to inform you that we, Clearwater Capital Partners Singapore Fund IV Private Limited ("CCPS4"), a company registered under the laws of Singapore, having our registered office at 4 Battery Road, #34-01 Bank of China Building, Singapore 049908.

We are addressing this letter to you for the purpose of disclosing the acquisition of 1,208,412 GSS Infotech Ltd's shares by CCPS4 together with its PAC.

We are enclosing the Form for disclosure of details of acquisition in term of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as the shareholding has the potential to increase to more than 5% of the diluted equity capital of the company.

Yours sincerely,



Authorised Signatory

Clearwater Capital Partners Singapore Fund IV Private Limited

4 Battery Road #34-01, Bank of China Building, Singapore 049908

Tel: (65) 6827 9250 Fax: (65) 6827 9268

Company Registration No: 201007267Z

CLEARWATER
CAPITAL PARTNERS

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011			
1. Name of the Target Company (TC)	GSS Infotech Limited		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	<p>Acquirer: Clearwater Capital Partners Singapore Fund IV Private Limited ('SGF4')</p> <p>PAC with the Acquirer:</p> <ul style="list-style-type: none"> • Clearwater Capital Partners Singapore Fund III Private Limited ("SGF3") • Beaumaris Investments Limited ("BIL") 		
3. Whether the acquirer belongs to Promoter /Promoter group	NO		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	Bombay Stock Exchange Limited - BSE National Stock Exchange of India Limited - NSE		
5. Details of the acquisition / disposal / holding of shares / voting rights / holding of the Acquirer and PAC	Number	% w.r.t. total share / voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC (*)
<u>Before the acquisition / disposal under consideration, holding of:</u>			
a) Shares carrying voting rights held by the Acquirer and PAC	<p>485,000 (held by SGF4)</p> <p>1,384,950 (held by SGF3)</p> <p>1,410,000 (held by BIL)</p>	<p>2.864%</p> <p>8.177%</p> <p>8.325%</p>	<p>2.864%</p> <p>8.177%</p> <p>8.325%</p>
b) Voting rights (VR) otherwise than by equity shares	NA	NA	NA
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NA	NA	NA
• Convertible securities- FCCB			

Clearwater Capital Partners Singapore Fund IV Private Limited

4 Battery Road #34-01, Bank of China Building, Singapore 049908

Tel: (65) 6827 9250 Fax: (65) 6827 9268

Company Registration No: 201007267Z

New York • Hong Kong • Singapore • Seoul • Mumbai • Beijing

CLEARWATER
CAPITAL PARTNERS

Total (a+b+c)	3,279,950	19.366%	19.366%
<u>Details of acquisition / sale</u>			
a) Shares carrying voting rights acquired / sold by the Acquirer	<u>Acquired:</u> 1,208,412 (by SGF4) <u>Sold:</u> 360 (by SGF3) 1,410,000 (by BIL)	7.135% 0.002% 8.325%	
b) VRs acquired / sold otherwise than by equity shares	NA	NA	NA
c) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired / sold <ul style="list-style-type: none"> Convertible securities- FCCBs 	NA	NA	NA
Total (a+b+c)	201,948	1.192%	1.192%
<u>After the acquisition / sale, holding of:</u>			
a) Shares carrying voting rights by the Acquirer	1,693,412 (held by SGF4) 1,384,590 (held by SGF3) 0 (held by BIL)	9.998% 8.175% NA	9.998% 8.175% NA
b) Shares do not carrying VR	NA	NA	NA
c) VRs otherwise than by equity shares	NA	NA	NA
d) Warrants / convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition / sale	NA	NA	NA
Total (a+b+c)**	3,078,002	18.174%	18.174%

Clearwater Capital Partners Singapore Fund IV Private Limited


4 Battery Road #34-01, Bank of China Building, Singapore 049908

Tel: (65) 6827 9250 Fax: (65) 6827 9268

Company Registration No: 201007267Z

New York • Hong Kong • Singapore • Seoul • Mumbai • Beijing

CLEARWATER
CAPITAL PARTNERS

6. Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer, etc.) 7.	Open Market
8. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable 9.	31 October 2014
10. Equity share capital / total voting capital of the TC before the said acquisition / sale	16,936,843 shares
11. Equity share capital / total voting capital of the TC after the said acquisition / sale	16,936,843 shares
12. Total diluted share / voting capital of the TC after the said acquisition / sale	16,936,843 shares
Note: (*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.	
Signature of the Acquirer / Authorized Signatory	 X
Place: Singapore	
Date: 31 October 2014	

Clearwater Capital Partners Singapore Fund IV Private Limited

4 Battery Road #34-01, Bank of China Building, Singapore 049908

Tel: (65) 6827 9250 Fax: (65) 6827 9268

Company Registration No: 201007267Z

New York • Hong Kong • Singapore • Seoul • Mumbai • Beijing