



Integrating People, Process and Technology

Date: 30.09.2020

To Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400051 Scrip Symbol: GSS	To The of Corporate Relations Department BSE Limited Phiroz Jeejeebhoy Towers, 25 <sup>th</sup> Floor, Dalal Street, Mumbai – 400001 Scrip Code – 532951/GSS
--	---

Dear Sir,

**Sub: Outcome of the 17<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby intimate that the 17th Annual General Meeting (AGM) of the Company was held today, i.e., Wednesday, September 30, 2020 at 10:00 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). This is in compliance with the General Circular No. 20/ 2020 dated May 5, 2020 read with General Circular No. 14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020 and any further amendments thereof issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”), Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“said SEBI Circular”) issued by the Securities and Exchange Board of India and relevant provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In this regard please find enclosed

1. Summary of proceedings as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as Annexure- II.
3. The Report of Scrutinizer on remote e-voting and voting at AGM (by electronic means) as Annexure- III.

Thanking you

For GSS Infotech Ltd. Annexure- II

*Amrita Singh*



**Amrita Singh**  
Company Secretary

**GSS Infotech Limited**

Wing-B, Ground Floor, N Heights, Plot No. 12, TSIIIC Software Units Layout,  
Madhapur, Serilingampally Mandal, Rangareddy District, Hyderabad – 500081,  
Telangana, India Tel: 91 40 4455 6600 | E-mail: india@gssinfotech.com |  
www.gssinfotech.com CIN No: L72200TG2003PLC041860



*Integrating People, Process and Technology*

**Annexure- I**

**SUMMARY OF THE PROCEEDINGS OF 17TH ANNUAL GENERAL MEETING OF M/s GSS INFOTECH LIMITED WAS CONVENED AT 10:00 A.M. ON WEDNESDAY, 30TH DAY OF SEPTEMBER, 2020 THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM).**

**Directors Present:**

- |   |  |
|---|--|
| 1. Mr. Bhargav Marepally                | Managing Director                        |
| 2. Mr. Gowrisankara Padma Rao Lakkaraju | Independent Director                     |
| 3. Mr. Rambabu Kaipa Sampangi           | Non-Executive & Non-Independent Director |

**Also Present:**

4. Mr. Vishnubhatla Ravikumar Jatavallabha Chief Financial Officer

- ❖ The meeting commenced at 10.00 A.M. and concluded at 10:50 A.M.
- ❖ The business before the meeting was taken up and the requisite quorum was present throughout the Meeting. Total 69 members were present in the video conference, including 5 persons belonging to Promoter and Promoter Group.
- ❖ The Company Secretary informed that, in view of the Pandemic COVID-19 the Annual General meeting of the company is being conducted through VC/OAVM pursuant to the guidelines of the Ministry of Corporate Affairs and Securities Exchange Board of India. The live streaming of the meeting was also being webcasted on the CDSL platform.
- ❖ Mr. Bhargav Marepally was appointed as the Chairman of the meeting, chaired the Meeting.
- ❖ The Chairman of the Meeting delivered his speech on the Business and performance highlights of the Company.
- ❖ Notice of the Annual General Meeting since already circulated, was taken as read with permission of the members.
- ❖ Auditors' Report was also taken as read.
- ❖ The Company Secretary invited the queries from the registered speaker shareholders
- ❖ The Chairman requested the Members to express their views and to raise queries, if any, with regard to the financial statements for the year 2019-20 and also about the operations. Some of the members asked about the future plans which were addressed by the Chairman
- ❖ The Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (LODR) Regulation, 2015, the Company has arranged for e-voting facility to its members in respect of all the businesses to be transacted at the 17<sup>th</sup> AGM of the Company. The e-voting commenced on 27<sup>th</sup> September, 2020 (9:00 hours) and ended on 29<sup>th</sup> September, 2020 (17:00 hours).
- ❖ The Company Secretary instructed the members, who have not cast their vote through e-voting facility, to cast their votes in respect of all the resolutions proposed in the notice during the AGM.

**GSS Infotech Limited**

Wing-B, Ground Floor, N Heights, Plot No. 12, TSIIIC Software Units Layout,  
Madhapur, Serilingampally Mandal, Rangareddy District, Hyderabad – 500081,  
Telangana, India Tel: 91 40 4455 6600 | E-mail: india@gssinfotech.com |  
www.gssinfotech.com CIN No: L72200TG2003PLC041860



*Integrating People, Process and Technology*

- ❖ The Chairman informed that Ms. Manjula Aleti, Practising Company Secretary, was appointed to scrutinize e-voting process and poll at the AGM in a fair and transparent manner.
- ❖ The agenda items of the Notice of 17<sup>th</sup> AGM were read for the information of the members as below:

**Ordinary Business:**

1. To receive, consider and adopt:
  - a) The audited financial statement of the Company for the financial year ended 31 March 2020 and the reports of the Board of Directors and the report of the Auditors thereon.
  - b) The audited consolidated financial statement of the company for the financial year ended 31 March 2020 and the report of the Auditors thereon.
2. To appoint a Director in the place of Mr. Saikiran Satya Surya Raghavendra Gundu (DIN 02224296) who retires by rotation, and being eligible, offers himself for Re-appointment;

**Special Business:**

3. Raising of funds upto USD 10 Million through Issue of equity shares and/or equity shares through depository receipts and/or convertible securities and/or Preference Shares or warrants and/or Debt or any alternative investment structure and/or a combination of all in any Proportion.

Except resolution 3 (which has to be passed as special resolution), the resolutions (Ordinary and Special business) as per Notice of the 17th Annual General Meeting of the Company required to be passed as ordinary resolutions.

Ms. Manjula Aleti, Company Secretary in Practice, Hyderabad has been appointed as the Scrutinizer for conducting the remote e-voting process and e-voting process at the AGM in a fair and transparent manner and to report on the voting results for the items as per the Notice of the AGM.

The Annual General Meeting was concluded at 10.50 a.m. on September 30, 2020.

The Scrutinizers' Report was received on September 30, 2020 and accordingly all the resolutions set out in the Notice of the AGM were declared as passed with requisite majority

You are requested to kindly take the above information on your records.

Thanking You

**For GSS Infotech Ltd.**

*Amrita Singh*

**Amrita Singh**  
**Company Secretary**

**GSS Infotech Limited**

Wing-B, Ground Floor, N Heights, Plot No. 12, TSIIIC Software Units Layout,  
Madhapur, Serilingampally Mandal, Rangareddy District, Hyderabad – 500081,  
Telangana, India Tel: 91 40 4455 6600 | E-mail: india@gssinfotech.com |  
www.gssinfotech.com CIN No: L72200TG2003PLC041860

**Consolidated Scrutinizer's Report**

**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended]**

To  
The Chairman  
GSS INFOTECH LIMITED  
Grd Floor, Wing-B, N heights,  
Plot No. 12, TSIIIC Software Units Layout,  
Madhapur, Serilingampally  
Hyderabad Rangareddi TG 500081 IN

Dear Sir,

I, ManjulaAleti, Company Secretary in Practice had been appointed as Scrutinizer by the Board of Directors of GSS Infotech Limited ("the Company") for the purpose of scrutinizing the process of voting through electronic means ("e-voting") on the resolutions contained in the notice dated 4<sup>th</sup> day of September, 2020 ("Notice") issued in accordance with General Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 read with circular No.20/2020 dated May 05, 2020, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the 17<sup>th</sup> Annual General Meeting of its Equity Shareholders ("the Meeting"/"AGM") through VC / OAVM. The AGM was convened on Wednesday the 30<sup>th</sup> day of September, 2020 at 10.00 a.m IST through VC/OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rules 2014, as amended ("the Rules"). As the Scrutinizer, I have to Scrutinize:

- (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) Process of e-voting at the AGM through electronic voting system ("e-voting").

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the company is responsible for ensuring a secured framework and robustness of the electronic voting system.



My responsibility as scrutinizier for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by M/s. Central Depository Services of India Limited (CDSL) to provide e-voting facility and documents/Information furnished to me electronically by the Company and / or CDSL for my verification.

The Equity Shareholders of the company as on the "cut-off" date, as set out in the Notice i.e., 23rd September, 2020 were entitled to vote on the resolutions (item nos. 1 to 3 as set out in the Notice calling the AGM) and their voting rights were in proportion to their share in the paid-up equity share capital of the company as on the cut-off date.

The voting period for remote e-voting commenced on 27th September, 2020 at 9.00 hrs and ended on 29<sup>th</sup> September, 2020 at 17.00 hrs.

The votes cast under remote e-voting facility was thereafter unblocked on 30<sup>th</sup> September 2020 after the conclusion of the AGM and was witnessed by two witnesses, Ms. Leela Kumari N and Mr. Mahender Reddy Sangareddy who were not in the employment of the company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system.

Thereafter, the details containing, inter alia, the list of Equity shareholder who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com). Based on the report generated by CDSL and relied upon by me, data regarding the remote e-voting was scrutinized by me.

On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the CDSL e-voting platform and downloaded the results.

We observed that 65 Members have attended through VC/OAVM and based on the Results made available to me, 5 Members have cast their votes through e-Voting during the AGM and 110 Members have cast their votes through remote e-voting.

I submit herewith the Consolidated Scrutinizer's Report as **Annexure I** on the results of the remote e-voting and e-voting, based on the reports generated by CDSL, scrutinized and relied upon by me as per Annexure I given here under:-



Thanking you,

Yours Faithfully,  
For MANJULA ALETI  
Company Secretary in Practice



CS MANJULA ALETI  
M.No: 10380; COP: 13279  
(UDIN: F010380B000823027)

Date: 30.09.2020  
Place: Hyderabad

**ORDINARY BUSINESS:****Resolution No.1(Ordinary Resolution)**

To Receive, consider and adopt:

- a) The audited financial statement of the Company for the financial year ended 31 March 2020 and the reports of the Board of Directors and the report of the Auditors thereon.
- b) The audited consolidated financial Statement of the company for the Financial Year ended 31<sup>st</sup> March,2020 and the report of the Auditors thereon

Particulars	Remote e-voting		e-voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In Favour	96	3767	5	5010	101	8777	99.73
Against	14	24	0	0	14	24	0.27
Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>110</b>	<b>3791</b>	<b>5</b>	<b>5010</b>	<b>115</b>	<b>8801</b>	<b>100.00</b>

Based on the aforesaid results, we report that the ordinary Resolution as set out in Item No.1 of the Notice of the AGM dated 4<sup>th</sup> September,2020 has been passed with requisite majority.

**Resolution No.2 (Ordinary Resolution)**

To Appoint a Director in place of Mr. Saikiran Satya Surya RaghavendraGundu (DIN 02224296) who retires by rotation and being eligible offers himself for re-appointment.

Particulars	Remote e-voting		e-voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In Favour	96	3767	5	5010	101	8777	99.73
Against	14	24	0	0	14	24	0.27
Invalid	0	0	0	0	0	0	0.00
<b>Total</b>	<b>110</b>	<b>3791</b>	<b>5</b>	<b>5010</b>	<b>115</b>	<b>8801</b>	<b>100.00</b>

Based on the aforesaid results, we report that the ordinary Resolution as set out in Item No.2 of the Notice of the AGM dated 4<sup>th</sup> September,2020 has been passed with requisite majority.



## SPECIAL BUSINESS

### Resolution No.03:(Special Resolution)

Raising of funds upto USD 10 Million through issue of equity shares and /or equity shares through depository receipts and /or convertible securities and / or Preference shares or warrants and/or Debt or any alternative investment structure and/or a combination of all in any Proportion:

Particulars	Remote e-voting		e-voting at AGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
In Favour	96	3767	5	5010	101	8777	99.73
Against	14	24	0	0	14	24	0.27
Invalid	0	0	0	0	0	0	0.00
Total	110	3791	5	5010	115	8801	100.00

Based on the aforesaid results, we report that the Special Resolution as set out in Item No.3 of the Notice of the AGM dated 4<sup>th</sup> September,2020 has been passed with requisite majority.

I hereby confirm that, I am maintaining the Registers received from the Service Provider electronically in respect of the votes cast through remote e-voting and e-voting at the AGM. I shall be arranging to handover these records to the Chairman of the 17<sup>th</sup> AGM of the Company or any other person authorized by the Chairman, after confirmation and signing of the minutes of the Meeting.

For MANJULA ALETI  
Company Secretary in Practice



CS MANJULA ALETI  
M.No: 10380/COP: 13279  
(UDIN: F010380B000823027)

Date: 30.09.2020  
Place: Hyderabad

**Annexure- II**

Date of the AGM/EGM	30-09-2020
Total number of shareholders on record date	11729
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	65
Promoters and Promoter Group:	5
Public:	60

Resolution No				1				
Resolution Required:(Ordinary/Special)				Ordinary: To Receive, consider and adopt a) the audited financial statement of the Company for the financial year ended 31 March 2020 and the reports of the Board of Directors and the report of the Auditors thereon. b) The audited consolidated financial Statement of the company for the Financial Year ended 31st March,2020 and the report of the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3040329	5010	0.17	5010	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3040329	5010	0.17	5010	0	100.00	0.00
Public-Institutions	E-Voting	2401081	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2401081	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	11495433	3791	0.03	3767	24	99.37	0.63
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11495433	3791	0.03	3767	24	99.37	0.63
Total	Total	16936843	8801	0.0520	8777	24	99.73	0.27

Resolution No				2				
Resolution Required:(Ordinary/Special)				Ordinary: To Appoint a Director in place of Mr. Saikiran Satya Surya Raghavendra Gundu (DIN 02224296) who retires by rotation and being eligible offers himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes on polled outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3040329	5010	0.17	5010	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3040329	5010	0.17	5010	0	100.00	0.00
Public-Institutions	E-Voting	2401081	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2401081	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	11495433	3791	0.03	3767	24	99.37	0.63
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11495433	3791	0.03	3767	24	99.37	0.63
Total	Total	16936843	8801	0.0520	8777	24	99.73	0.27

Resolution No				3				
Resolution Required:(Ordinary/Special)				Special: Raising of funds upto USD 10 Million through issue of equity shares and /or equity shares through depository receipts and /or convertible securities and / or Preference shares or warrants and/or Debt or any alternative investment structure and/or a combination of all in any Proportion.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3040329	5010	0.17	5010	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	3040329	5010	0.17	5010	0	100.00	0.00
Public-Institutions	E-Voting	2401081	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	2401081	0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	11495433	3791	0.03	3767	24	99.37	0.63
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	11495433	3791	0.03	3767	24	99.37	0.63
Total	Total	16936843	8801	0.0520	8777	24	99.73	0.27

**For GSS Infotech Ltd.**

*Amrita Singh*



**Amrita Singh  
Company Secretary**