



Integrating People, Process and Technology

Date: 1st October, 2016

To Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051	To The Department of Corporate Services (CRD) Bombay Stock Exchange Limited Dalal Street Mumbai-400001
Scrip Symbol: GSS	Scrip Code: 532951/GSS

Dear Sir/Madam,

Sub: e-voting results

**Ref: Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 (Listing Regulations)**

This is to inform you that the 13th Annual General Meeting of the Company was held on 30th September, 2016 at 10.30 AM at Ellaa Suites, Lotus Banquet Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad - 500032, Telangana. In accordance with the Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company had provided electronic voting facility to the members entitled to cast their vote in proportion to the shares held by them.

The following resolutions were approved by the members:

No	Description
Ordinary Business	
Item No- 1	Ordinary Resolution: To receive, consider and adopt: a) The Audited Financial Statement of the Company for the financial year ended 31 st March, 2016 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 st March, 2016 and the report of the Auditors thereon.
Item No- 2	Ordinary Resolution: To appoint a Director in the place of Mr. Mark Silgado (DIN: 02298310), who retires by rotation, and being eligible, offers himself for Re-appointment.

GSS Infotech Limited

Reg. Off: Brigade Towers, Floor 3rd & 4th, Plot No: 30, Plot No: 31, Financial Dist., Nanakramguda, Gachibowli, Hyderabad 500032, Telangana, India
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CIN No: L72200TG2003PLC041860



Item No- 3	Ordinary Resolution: To appoint M/s. Sarath and Associates, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company from the conclusion of the 13 th Annual General Meeting till the conclusion of the 16 th Annual General Meeting of the Company to be held in the year 2019 on such remuneration as shall be fixed by the Board of Directors of the Company.
Special Business	
Item No- 4	Ordinary Resolution: To re-appoint Mr. Bhargav Marepally (DIN: 00505098) as Managing Director of the Company for a period of five years with effect from 01 st June, 2016 to 31 st May, 2021, without remuneration.
Item No- 5	Special Resolution: To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement

In accordance with the regulation 44 (3), please find enclosed the voting results in a prescribed format along with scrutinizer report.

You are requested to take on record the above said information.

Thanking you,

Yours faithfully

For GSS Infotech Limited

Esha Sinha

Esha Sinha

Company Secretary



Encl: As above

Date of the AGM	30th September, 2016
Total number of shareholders on record date	9588
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	40 2 38
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	NA - -

Item No : 1 : To receive consider and adopt the Audited Financial Statements (Both Standalone and Consolidated) for the Financial Year ended 31st March, 2016

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2963204	0	-	-	-	-	-
	Poll		2342785	79.06	2342785	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2342785	79.06	2342785	0	100.00	0.00
Public- Institutions	E-Voting	801595	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	13172044	201502	1.53	201482	20	99.99	0.01
	Poll		20978	0.16	20978	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		222480	1.69	222460	20	99.99	0.01
Total		16936843	2565265	80.75	2565245	20	99.99	0.01

Item No : 2 : To appoint a Director in the place of Mr. Mark Silgado (DIN: 02298310), who retires by rotation, and being eligible, offers himself for Re-appointment

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2963204	0	-	-	-	-	-
	Poll		2342785	79.06	2342785	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2342785	79.06	2342785	0	100.00	0.00
Public-Institutions	E-Voting	801595	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	13172044	201502	1.53	201472	30	99.99	0.01
	Poll		20978	0.16	20978	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		222480	1.69	222450	30	99.99	0.01
Total		16936843	2565265	80.75	2565235	30	99.99	0.01

Item No : 3 : Appointment of M/s. Sarath and Associates, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company from the conclusion of the 13th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company.

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2963204	0	-	-	-	-	-
	Poll		2342785	79.06	2342785	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2342785	79.06	2342785	0	100.00	0.00
Public- Institutions	E-Voting	801595	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	13172044	201502	1.53	201472	30	99.99	0.01
	Poll		20978	0.16	20978	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		222480	1.69	222450	30	99.99	0.01
Total		16936843	2565265	80.75	2565235	30	99.99	0.01

Item No : 4 : To Re-appoint Mr. Bhargav Marepally as Managing Director for a period of five years w.e.f. June 01, 2016.

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2963204	0	-	-	-	-	-
	Poll		2342785	79.06	2342785	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2342785	79.06	2342785	0	100.00	0.00
Public- Institutions	E-Voting	801595	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	13172044	201502	1.53	201472	30	99.99	0.01
	Poll		20978	0.16	20978	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		222480	1.69	222450	30	99.99	0.01
Total		16936843	2565265	80.75	2565235	30	99.99	0.01

Item No : 5 : To Approve offer or invitation to subscribe to Non-Convertible Debentures on private placement

Resolution required:				Ordinary				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2963204	0	-	-	-	-	-
	Poll		2342785	79.06	2342785	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		2342785	79.06	2342785	0	100.00	0.00
Public- Institutions	E-Voting	801595	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	13172044	201502	1.53	201472	30	99.99	0.01
	Poll		20978	0.16	20978	0	100.00	0.00
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		222480	1.69	222450	30	99.99	0.01
Total		16936843	2565265	80.75	2565235	30	99.99	0.01



Consolidated Scrutinizer's Report of Remote E-Voting and Poll

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MGT-13

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,
13th Annual General Meeting of the
Equity Shareholders of **M/s. GSS Infotech Limited**
Held on 30th Day of September, 2016 at 10.30 A.M, at
Ellaa Suites, Lotus Hall, Hill Ridge Springs,
25 Kancha, Gachibowli, ISB Road,
Hyderabad, Telangana - 500 032.

Dear Sir,

I, V Sravani, Practicing Company Secretary, Hyderabad was appointed as the Scrutinizer pursuant to Section 108 of the Companies, Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to the applicable regulations of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of Scrutinizing the Remote e-voting process and voting by poll taken at the 13th Annual General Meeting ("AGM") of the Company Held on 30th Day of September, 2016 at 10.30 A.M, at Ellaa Suites, Lotus Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad, Telangana - 500 032.

I Submit report as under:-

A. Relating to E-Voting:

1. The remote e-voting period remained open from 27th September, 2016 at 9:00 A.M to 29th September, 2016 at 5:00 P.M.
2. The e-voting event was unblocked on 30th September, 2016 around 11.30 A.M in the presence of two witnesses, namely Mr P Vijendra and Mr N Sai Krishna who were not in the employment of the Company.



B. Relating to Voting by Poll:

1. After the time fixed for closing of the poll by the chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorized/ proxies lodged with the Company.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. There was no polling paper which was incomplete or found defective

C. Result of E-Voting and Poll is as under:

1. The voting rights were reckoned as on 23rd September, 2016, being the Cut-off date for the purpose of deciding the entitlement of members at the remote e-voting and voting at the meeting.
2. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the e-Voting website, Central Depository Services Limited (CDSL).
3. Vote casted in both E-voting and Poll at the AGM by the same shareholder are considered as Invalid and only the votes casted in E-voting are taken into account in respect of such shareholder.
4. The Combined result of remote e-voting and poll is as under:

a) RESOLUTION 1:

To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon:

(i) Votes in favour of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
25	201482	40	2363763	2565245	99.99%

(ii) Votes against of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
1	20	0		20	00.01%

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V. Suresh
Hyderabad
COMPANY SECRETARY

(iii) **Invalid Votes**

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
Nil	Nil	Nil	Nil	Nil	Nil

b) RESOLUTION.2:

To appoint a Director in place of Mr. Mark Silgado (DIN: 02298310) who retires at this meeting and being eligible offers himself for re-appointment:

(i) **Votes in favour** of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
24	201472	40	2363763	2565235	99.99%

(ii) **Votes against** of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
2	30	0	0	30	00.01%

(iii) **Invalid Votes**

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
Nil	Nil	Nil	Nil	Nil	Nil



c) RESOLUTION.3:

To appoint of M/s. Sarath and Associates., Chartered Accountants (Firm Registration Number 005120S) to hold office from the conclusion of the 13th Annual General Meeting till the conclusion of the 16th Annual General Meeting of the Company to be held in the year 2019:

Votes in favour of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
24	201472	40	2363763	2565235	99.99%

(i) Votes against of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
2	30	0	0	30	00.01%

(ii) Invalid Votes

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
Nil	Nil	Nil	Nil	Nil	Nil

d) RESOLUTION .4:

To re-appoint Mr. Bhargav Marepally (DIN: 00505098) as Managing Director for a period of five years with effect from 01st June, 2016 to 31st May, 2021, without remuneration

(i) Votes in favour of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
24	201472	40	2363763	2565235	99.99%

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S. SRAVANI
Hyderabad
COMPANY SECRETARY

(ii) Votes **against** of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
2	30	0	0	30	00.01%

(iii) **Invalid** Votes

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
Nil	Nil	Nil	Nil	Nil	Nil

e) **RESOLUTION .5:**

To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement in one or more tranches, such that the total amount does not exceed Rs.479.15 Crores during a period of one year

(i) Votes **in favour** of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
24	201472	40	2363763	2565235	99.99%

(ii) Votes **against** of Resolution

Number of Members Voted in E-Voting	Number of Votes cast in E Voting	Number of Members/Proxies Voted	Number of Votes cast (Shares-Poll)	Total Number of votes Cast through E-Voting and Poll	% of Total Number of Valid Votes Cast
2	30	0	0	30	00.01%

(iii) **Invalid** Votes

Number of	Number of Votes	Number of Members/Proxies	Number of Votes cast	Total Number of votes Cast through	% of Total Number of
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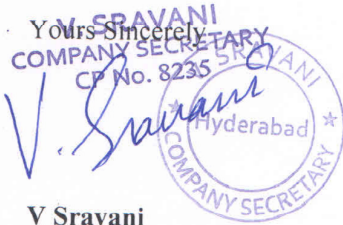
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V. SRAVANI
Hyderabad
COMPANY SECRETARY

Members Voted in E-Voting	cast in E Voting	Voted	(Shares-Poll)	E-Voting and Poll	Valid Votes Cast
Nil	Nil	Nil	Nil	Nil	Nil

5. The poll papers and all other relevant records were sealed and handed over to the Company for Safe Keeping.

Result: All the resolutions stands passed under e-voting and poll with the requisite majority.

Thanking you,

Yours Sincerely,

 V. Sravani
 COMPANY SECRETARY
 CP No. 8235
 Hyderabad

V Sravani
Practicing Company Secretary
C.P. 8235
 Place: Hyderabad
 Date: October 1, 2016