

**Certified true extract of the resolution passed at the meeting of the sub-committee of the Board constituted for the purpose of QIP, held on Monday, 14th June, 2010 at 10.00 a.m. at the Registered Office of the Company.**

### **Closing of QIP Issue**

**“RESOLVED THAT** in respect of the issue of equity shares of the face value of Rs. 10/- each (“Equity Shares”) of GSS America Infotech Limited (the “Company”) to Qualified Institutional Buyers pursuant to a Qualified Institutions Placement (the “Issue”) in terms of the provisions of chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, (the “SEBI ICDR Regulations”), the Company declares that the issue is now closed.

**RESOLVED FURTHER THAT** the committee has taken note that the floor price in respect of the Issue, based on the pricing formula as prescribed under Regulation 85 of the SEBI Regulations, is Rs.326.06 (including a premium of Rs. 316.06/-) per equity share and the Relevant Date for this purpose in terms of the SEBI ICDR Regulations is Tuesday 20<sup>th</sup> April, 2010

**RESOLVED FURTHER THAT** an issue price of Rs. 326.06 (including a premium of Rs. 316.06/-) per equity share in respect of the proposed issue and allotment of up to 14,00,000 Equity Shares of the company aggregating to Rs. 45.65 Crores to successful bidders who are Qualified Institutional Buyers, inter-alia in accordance with the terms and conditions of the Preliminary Placement Document dated April 20, 2010 and the Placement Document dated June 14, 2010 adopted in this meeting, in connection with this offering, and applicable contractual, statutory and/ or regulatory requirements under Chapter VIII of the SEBI Regulations, be and is hereby approved

**RESOLVED FURTHER THAT** the Placement Document and Confirmation of Allocation Note (“CAN”) Tabled at the meeting and duly initialled by the chairman for identification purpose be and are hereby approved and adopted

initiate

collaborate

succeed



**GSS America Infotech Ltd.**

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**RESOLVED FURTHER THAT** Mr. Bhargav Marepally and/or Mr. Ramesh Yerramsetti and/ or Mr. Keerthy Jaya Tilak, Directors and / or Mr. Someswara Rao, Company Secretary severally be and is/ are hereby severally authorized to carry out any amendments or modifications to the Placement Document as they in their absolute reasonable discretion may deem necessary or desirable, to execute the form of pricing notification, the confirmation of allocation notes and any other document as they in their absolute reasonable discretion may deem necessary or desirable, to execute the form of pricing notification, the confirmation of allocation notes and any other document in connection with the Issue and to do all such acts, deeds, matters and things as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by the Bombay Stock Exchange Limited and the National Stock Exchange Limited ( together the "Stock Exchanges" ), the Securities and Exchange Board of India or any other Governmental or Regulatory authority in connection with the Issue

**RESOLVED FURTHER THAT** Mr. Someswara Rao, the Company Secretary is authorized to certify the true copy of the aforesaid resolution and forward the same to the Stock Exchanges and/ or other concerned authorities for their record and necessary action."

Certified True Copy

**For GSS America Infotech Ltd**

*A. Someswara Rao*  
Mr. Someswara Rao Artham  
Company Secretary

