



Integrating People, Process and Technology

Date: 22<sup>nd</sup> October, 2018

To Listing Department National Stock Exchange of India Limited Exchange Palza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051	To Deputy Manager Dept. of Corporate Services (CRD) Bombay Stock Exchange Limited P J Towers, Dalal Street, Fort, MUMBAI – 400001
Scrip Code(NSE): GSS	Scrip Code (BSE): 532951

Dear Sir(S)/Madam(S),

**Sub: Reply to Clarification Sought with respect to an announcement submitted to the Exchange dated Oct 13,2018 , regarding a press release dated October 12, 2018, titled "GSS INFOTECH ANNOUNCES THE ACQUISITION OF NEXII LABS INC"..**

**Ref: Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

With reference to the above captioned subject matter, we hereby inform you that, GSS Infotech Inc. (Wholly Owned Subsidiary of GSS Infotech Ltd) has entered into Share Purchase Agreement for acquiring the entire 100% shares of Nexii Labs Inc (USA) and signed the Definitive Agreements on 12<sup>th</sup> October, 2018.

Consequently, Nexii Labs Inc (USA) shall become wholly owned Step-down subsidiary of the Company.

Details of Acquisition pursuant to regulation 30 are given in **Annexure – A**

We request you to take the same on record.

Thanking you,  
Yours faithfully,  
**For GSS Infotech Limited**

**Ravikumar Jatavallabha V.**  
Chief Financial Officer



**GSS Infotech Limited**

Wing-B, Ground Floor, N heights, Plot No.12, TSIIIC Software Units Layout, Madhapur, Serilingampally Mandal,  
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CIN No: L72200TG2003PLC041860

## Annexure - A

## Details of Acquisition of Equity Shares by Wholly- owned Subsidiary GSS Infotech Inc

Sr. No.	Particulars	Details
1	Name of the target entity, details in brief such as size, turnover etc;	Nexii Labs Inc, USA  FY 2017: Turnover: USD 2,113,837
2	Whether the acquisition would fall within related party transactions and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	No
3	Industry to which the entity being acquired belongs	IT & Software
4	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	Nexii Labs adds a strong capability in the area of Automation for GSS's existing Cloud and Infrastructure Management Practice. Adding this service portfolio, will make GSS more relevant to its customers. Nexii has some of the fortune 500 companies as its customers with revenues of about USD 1.8 Million for FY 2018.
5	Brief details of any governmental or regulatory approvals required for the acquisition	-
6	Indicative time period for completion of the acquisition	15 days from signing the Definitive Agreements
7	Nature of consideration - whether cash consideration or share swap and details of the same	Cash Consideration
8	Cost of acquisition or the price at which the shares are acquired	INR 10 Crores (Convertible into USD)
9	Percentage of shareholding / control acquired and / or number of shares acquired	100% through its Wholly-owned Subsidiary (GSS Infotech Inc., USA)
10	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<u>The relevant details of NEXII LABS INC are given below:</u> a. <u>Product/line of business:</u> Automation Software  b. <u>Date of Incorporation:</u> 02-01-2013



		<p>c. <u>Turnover of the last three years:</u></p> <p>2015: USD 1,917,516 2016: USD 2,287,465 2017: USD 2,113,837</p> <p>d. <u>Country in which Nexii Labs Inc. has presence:</u> USA</p> <p>e. <u>Any other significant information:</u> None</p>
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