

COMBINED SCRUTINIZER'S REPORT ON E-VOTING & POLL

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman of the
M/s.GSS Infotech Limited
Grd Floor, Wing-B
N heights, Plot No. 12
TSIIC Software Units Layout
Madhapur, Serilingampally
Hyderabad - 500081

Ref:Report on Resolutions passed through e-voting and poll conducted at the 14th Annual General Meeting (AGM) of the members of M/s. GSS Infotech Limited held on Saturday, the 30th September, 2017 at 10.30 A M., at Ellaa Suites, Lotus Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, IRS Road, Hyderabad - 500032

Sir,

I, Manjula Aleti, Company Secretary in Practice, was appointed as Scrutinizer pursuant to section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration)Rules,2014 as amended by the Companies (Management and Administration) Amendment Rules,2015 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 for the purpose of :

- Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act,2013 read with Rule20 of the Companies (Management and Administration) Rules,2014 as amended by the Companies (Management and Administration) Amendment Rules,2015 and pursuant to Regulation,44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015

The Management of the company is responsible to ensure compliance with the requirements of the Companies Act,2013 and Rules relating to voting by electronic means for the Resolutions contained in the Notice for the 14th Annual General Meeting of the Company. My responsibility as a Scrutinizer for the voting process by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or " against" the Resolutions stated in the Notice of the AGM, based on the report generated from the e-voting system provided by CDSL, the Agency authorised under the Rules and engaged by the Company to provided e-voting facilities through remote e-voting and Poll conducted at the AGM Venue.



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Kukatpally Main Road, Kukatpally,Hyderabad-500072. Ph No.9533 88 5867,
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I submit my Report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained opened from 27th September, 2017 at 9.00 AM and ended on 29th September, 2017 at 5.00 PM.
2. The Annual Report, the Notice of Annual General Meeting and e-voting check list were sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.

B. Relating to Poll at the AGM Venue:

The facility for voting through ballot was also made available at the venue of the AGM and ballot box was provided, Some Members were cast their votes through ballot at the Venue of AGM.

C. Result of Remote E-voting and Voting at AGM is as under:

1. The Voting rights were reckoned as on 23rd September, 2017 being the Record date for the purpose of deciding the entitlement of members for the remote e-voting and Poll at the AGM Venue.
2. The Company has availed of e-voting facility from M/s. Central Depository Services Limited (CDSL) for enabling the shareholders to e-vote and the poll at the AGM venue has been properly conducted. At the time of poll at the AGM venue, adequate care was taken so that no member who has cast his/her vote by remote e-voting prior to the meeting is not allowed to cast his/her vote again at the AGM venue. After the conclusion of AGM, the votes cast through remote e-voting were unblocked on 29th September, 2017 at 5.30 PM in presence of two witness, namely Ms. Leela Kumari Nagarambelli and Sangareddy Mahender Reddy who are not in employment of the company.

They have signed below in confirmation of the event being unblocked in their presence:

Leela Kumari
(Leela Kumari Nagarambelli)

S. Mahender Reddy
(Sangareddy Mahender Reddy)

3. And thereafter based on the data downloaded from the official website of the CDSL for the e-voting process and the poll conducted at the AGM venue, I now submit combined report (e-voting and poll) as under:



ORDINARY BUSINESS:**Item No.01:**

Adoption of Audited Financial Statements, the Reports of the Board of Directors, Auditors and Consolidated Financial Statements for the year ended 31st March, 2017

(i) Voted in favour of the Resolution:

Number of members voted in e-voting	Number of votes cast by e-voting	Number of members/proxies voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
23	63958	59	2762947	82	2826905	100

(ii) Voted against the Resolution:

Number of members voted in e-voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	107	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No. 01 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



Item No.02:

Re-Appointment of Mr. Madhukar Chimanlal Sheth (DIN: 00593586), as a Director retiring by rotation:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
22	57438	59	2762947	81	2820385	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	107	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No. 02 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



Item No.03:

Re-Appointment of Mr. Ramesh Yerramsetti (DIN: 00379850), as a Director retiring by rotation:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
22	63908	59	2762947	81	2826855	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
4	157	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No. 03 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



Item No.04:

Re-Appointment of M/s. Sarath and Associates.,Chartered Accountants (Firm Regd. No. 0051205), as Statutory Auditors of the company

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
23	63958	59	2762947	82	2826905	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	107	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No. 04 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



SPECIAL BUSINESS:

Item No.05:

Appointment of Mr. Padmarao G.S. Lakkaraju (DIN: 07926264) as an Independent Director of the Company:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
23	63958	59	2762947	82	2826905	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	107	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No. 05 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



Item No.06:

Appointment of Mr. A Prabhakara Rao (DIN: 02263908) as an Independent Director:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
23	63958	59	2762947	82	2826905	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	107	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Ordinary Resolution with regard to Item No. 06 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



Item No.07:

Approval of issue of Non-Convertible Debentures on Private Placement Basis:

(i) Voted in favour of the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
23	63958	59	2762947	82	2826905	100

(ii) Voted against the Resolution:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
3	107	Nil	Nil	Nil	Nil	Nil

(iii) Invalid Votes:

Number of members voted through electronic voting	Number of votes cast by e-voting	Number of members voted through POLL	Number of votes cast by POLL	Total Number of members voted through e-voting and by POLL	Total Number of votes cast by e-voting & by POLL	% of total number of valid votes cast
Nil	Nil	Nil	Nil	Nil	Nil	Nil

RESULT:

As the number of votes cast in favour of the Resolution was more than the number of votes cast against, I report that the Special Resolution with regard to Item No. 07 as put in the Notice of AGM is passed in favour of the Resolution with requisite majority.



All relevant records relating to electronic voting and Poll were handed over to the Company Secretary of the company for safe keeping.

For Manjula Aleti
Company Secretary in Practice



Manjula Aleti
M.No : 31661
COP : 13279



Place: Hyderabad
Date: 30.09.2017