

**Date: 01.10.2015**

To  
The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai-400051  
Ph: 022-26598452

*Integrating People, Process and Technology*

To  
The Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
Dalal Street  
Mumbai-400001  
Ph: 022-22721234

Dear Sir,

**Sub.: Details of voting results of the remote e- voting and polling in connection with the 12<sup>th</sup> Annual General Meeting (AGM) of the Company held on 30<sup>th</sup> September, 2015, pursuant to Clause 35A of the Listing Agreement.**

**Ref.: GSS Infotech Limited; BSE Scrip Code: 532951.**

With reference to the Captioned subject, Please find enclosed the details of voting results (through poll and remote e-voting) at the 12<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2015, as per the format prescribed in Clause 35A of the Listing Agreement along with the scrutinizer's report.

All the resolutions (Item Nos. 1 to 9) as contained in the Notice of the Annual General Meeting dated 10<sup>th</sup> August, 2015 were duly passed with requisite majority.

This is for your information and records.

Thanking you,  
For **GSS Infotech Limited**



**Lalit Kumar Tiwari**  
Company Secretary



**Enclosed: 1. Clause 35A voting results**  
**2. Scrutinizer's Report**

**GSS Infotech Limited**

## Details of Voting Results

### Attendance of Members

Date of the Annual General Meeting : **30<sup>th</sup> September 2015**

Total number of shareholders on record date: **9678 Shareholders**

No. of shareholders present in the meeting  
either in person or through proxy : **49**

a) Promoters and Promoter Group : **04**

b) Public : **45**

No. of Shareholders attended the meeting through Video Conferencing

a) Promoters and Promoter Group : **NIL**

b) Public : **NIL**

### (1) Voting by Members

Res No.	Subject matter of resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	Remarks
		No.	%	No.	%		
1	Adoption of Audited Standalone and Consolidated Financial Statements of the Company as on 31st March 2015	5728165	99.99	10	0.00	2	Passed with requisite majority
2	Appointment of Mr. Patri VenkataRamakrishna Prasad, Director who retires by rotation and offers himself for reappointment.	5728165	99.99	10	0.00	2	Passed with requisite majority
3	Appointment of M/s. Sarath and Associates, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company.	5728165	99.99	10	0.00	2	Passed with requisite majority
4.	Appointment of Mr. Keerthy Jaya Tilak as an Independent Director of the Company	5728165	99.99	10	0.00	2	Passed with requisite majority



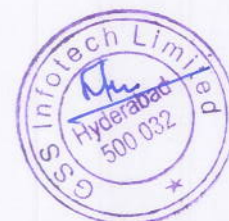


5.	Appointment of Mrs. Nagajayanthi Das Juttur Ragavendra as an Independent Director of the Company	5728165	99.99	10	0.00	2	Passed with requisite majority
6.	To Increase the borrowing powers of the Company	5728065	99.99	10	0.00	2	Passed with requisite majority
7.	To authorize creation of charge/mortgage on all or any of the Company's assets/properties/undertakings	5728065	99.99	110	0.00	2	Passed with requisite majority
8.	Adoption of new set of articles of the Company	5728165	99.99	10	0.00	2	Passed with requisite majority
9.	Disposal off entire investment held in wholly owned subsidiary GSS Infotech NY Inc.	5728065	99.99	110	0.00	2	Passed with requisite majority

## (2) Mode of Voting

The mode of voting for all the resolutions was through:

- Remote E-voting
- Polling papers were provided to the shareholders who attended the Annual General Meeting (who did not participate in the e-voting process)



**GSS INFOTECH LIMITED**

As per Clause 35A of the Listing Agreement

**RESULTS OF THE REMOTE E-VOTING AND POLL FOR THE ANNUAL GENERAL MEETING HELD ON 30<sup>TH</sup> SEPTEMBER 2015****ITEM NO: 1: TO CONSIDER AND ADOPT THE AUDITED AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2015, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.**Type of resolution Passed: **Ordinary**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3) = $(2/1)*100$	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6) = $(4/2)*100$	% of votes against on vote polled (7) = $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional Holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763435	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728165</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>

**ITEM NO: 2 : APPOINTMENT OF MR. PATRI VENKATARAMAKRISHNA PRASAD, DIRECTOR WHO RETIRES BY ROTATION AND OFFERS HIMSELF FOR RE-APPOINTMENT.**Type of resolution Passed: **Ordinary**

Particulars	No. of shares held (1)	No. of votes polled-# (2)	% of shares polled on outstanding shares (3) = $(2/1)*100$	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6) = $(4/2)*100$	% of votes against on vote polled (7) = $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional Holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763435	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728165</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>





**ITEM NO: 3: APPOINTMENT OF M/S. SARATH AND ASSOCIATES, CHARTERED ACCOUNTANTS, HYDERABAD AS THE STATUTORY AUDITORS OF THE COMPANY.**

Type of resolution Passed: **Ordinary**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)= $(2/1)*100$	No. of votes in favour (4)	No. of vote- against (5)	% of votes in favour on votes polled (6)= $(4/2)*100$	% of votes against on vote polled (7)= $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763435	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728165</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>

**ITEM NO: 4: APPOINTMENT OF MR. KEERTHY JAYA TILAK, AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Type of resolution Passed: **Ordinary**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)= $(2/1)*100$	No. of votes in favour (4)	No. of vote- against (5)	% of votes in favour on votes polled (6)= $(4/2)*100$	% of votes against on vote polled (7)= $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763435	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728165</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>



**ITEM NO: 5: APPOINTMENT OF MRS. NAGAJAYANTHI DAS JUTTUR RAGAVENDRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

Type of resolution Passed: **Ordinary**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3) = $(2/1)*100$	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6) = $(4/2)*100$	% of votes against on vote polled (7) = $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763435	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728165</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>

**ITEM NO: 6: TO INCREASE THE BORROWING POWERS OF THE COMPANY.**

Type of resolution Passed: **Special**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3) = $(2/1)*100$	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6) = $(4/2)*100$	% of votes against on vote polled (7) = $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763345	20.98	2763335	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728075</b>	<b>33.82</b>	<b>5728065</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>





**ITEM NO: 7: TO APPROVE CREATION OF CHARGE/MORTGAGE ON ALL OR ANY OF THE COMPANY'S ASSETS/PROPERTIES/UNDERTAKINGS.**

Type of resolution Passed: **Special**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3) = $(2/1)*100$	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6) = $(4/2)*100$	% of votes against on vote polled (7) = $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763335	110	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728065</b>	<b>110</b>	<b>99.99</b>	<b>0.00</b>

**ITEM NO: 8: ADOPTION OF NEW SET OF ARTICLES OF THE COMPANY .**

Type of resolution Passed: **Special**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3) = $(2/1)*100$	No. of votes in favour (4)	No. of vote-against (5)	% of votes in favour on votes polled (6) = $(4/2)*100$	% of votes against on vote polled (7) = $(5/2)*100$
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public - others	13170509	2763445	20.98	2763435	10	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728165</b>	<b>10</b>	<b>99.99</b>	<b>0.00</b>



**ITEM NO: 9: TO DISPOSE OFF ENTIRE INVESTMENT HELD IN WHOLLY OWNED  
SUBSIDIARY GSS INFOTECH NY INC.**

Type of resolution Passed: **Special**

Particulars	No. of shares held (1)	No. of votes polled (2)	% of shares polled on outstanding shares (3)= (2/1)*100	No. of votes in favour (4)	No. of vote- against (5)	% of votes in favour on votes polled (6)=(4/2)*100	% of votes against on vote polled (7)=(5/2)* 100
Promoter and Promoter Group	2964739	2964730	99.99	2964730	0	100.00	0.00
Public Institutional holders	801595	0	0.00	0	0	0.00	0.00
Public	13170509	2763445	20.98	2763335	110	99.99	0.00
<b>TOTAL</b>	<b>16936843</b>	<b>5728175</b>	<b>33.82</b>	<b>5728065</b>	<b>110</b>	<b>99.99</b>	<b>0.00</b>

*Palit Kumar. T.*





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**Mob:** +91-9394 690 760  
+91-8142 6789 63  
**Email:** somesh\_a2000@yahoo.com  
somesha2000@gmail.com



**A. Someswara Rao**  
B.Com.,LLB.,ACS  
Practicing Company Secretary

**A. SOMESWARA RAO & ASSOCIATES**  
Company Secretaries

**30<sup>th</sup> September 2015**

To  
The Chairman,  
GSS Infotech Limited  
Level – 3 and 4, Brigade Towers,  
Plot no. 30 and 31, Financial District,  
Nanakramguda, Gachibowli,  
Hyderabad – 500032, Telangana State.

Respected Sir,

**Sub: Consolidated Scrutinizer's Report on E-voting and Polling – Annual General Meeting held on 30<sup>th</sup> September, 2015**

- i) M/s. GSS Infotech Limited ("the Company") has vide resolution of its Board of Directors dated 10<sup>th</sup> August, 2015 appointed the undersigned as the Scrutinizer for the purpose of scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and on poll under the provisions of Section 109 of the Companies Act, 2013 on the resolutions contained in the Notice of 12<sup>th</sup> AGM of the Company held on Wednesday, 30<sup>th</sup> September, 2015 at 10:30 a.m. at Ellaa Suites, Jasmine Banquet Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad – 500032.
- ii) The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 12<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against" if any, to the chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.



## **2. DISPATCH OF NOTICE CONVENING THE MEETING**

The company has informed that, on the basis of the Register of the Members and the list of Beneficial Owners made available by the depositories viz. National Securities Depository Limited (NSDL) Central Depository Services (India) Limited (CDSL), the Notice dated 10<sup>th</sup> August, 2015 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

## **3. CUT-OFF DATE**

The voting rights were reckoned on Wednesday, 23<sup>rd</sup> September 2015, being the Cut-Off date for the purpose of entitlements of members at the remote e-voting and voting at the meeting.

## **4. REMOTE E-VOTING**

- 4.1 Agency: The company had taken the services of Central Depository Services (India) Limited for the remote e-voting platform.
- 4.2 Remote E-voting: Remote E-voting platform remained open from Sunday, 27<sup>th</sup> September, 2015 (9.00 AM) up to Tuesday, 29<sup>th</sup> September, 2015 (5.00 PM) and the members were given an option to cast their votes electronically conveying their assent or dissent in respect of the Ordinary and/or Special Resolutions, on the e-voting platform.

## **5. VOTING AT THE AGM:**

- 5.1 As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote E-voting do not vote again at the General Meeting, the Scrutinizer shall have access after closure of details relating to members who have cast their votes through remote e-voting, such as their names, folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, CDSL, the e-voting agency provided me with the names, DP Id/Folio numbers and shareholding of the members who had cast their votes through remote e-voting.
- 5.3 Further, the Chairman announced the poll at the Annual General Meeting for the shareholders who have attended the meeting and have not cast their vote earlier through remote e-voting.
- 5.4 After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence.





## 6. COUNTING PROCESS:

- 6.1 The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the CDSL, the Registrar and Transfer Agent of the Company and the Authorizations/ proxies lodged with the Company.
- 6.2 The poll papers, which were incomplete and which were otherwise found defective have been treated as invalid and kept separately.
- 6.3 The votes cast under remote e-voting facility were thereafter unblocked the presence of two witnesses Mr. P.Vijendra and Mr.N.Sai Krishna, who were not in the employment of the Company.

## 7. RESULTS:

7.1 I observed that

- a) 42 members had casted their votes through poll conducted at the meeting
- b) 14 members had casted their votes through remote e-voting.

Based on the aforesaid results, five (5) ordinary resolutions and four (4) special resolutions in item no. 1 to 9 as contained in Notice dated 10<sup>th</sup> August, 2015, have been passed with requisite majority as per the provisions of the Companies Act, 2013 and/or the Clause 49 of the listing agreement.

I, hereby enclose the consolidated report on e-voting and poll as Annexure-1.

**A.Someswara Rao & Associates**

  
**A.Someswara Rao**  
**Practicing Company Secretary**



**Annexure-1**

Res No.	Subject matter of resolution	Votes in favour of the resolution		Votes against the resolution		Invalid Votes Nos.
		No.	%	No.	%	
1	Adoption of Audited Standalone and Consolidated Financial Statements of the Company as on 31 <sup>st</sup> March 2015	5728165	99.99	10	0.00	2
2	Appointment of Mr. Patri VenkataRamakrishna Prasad, Director who retires by rotation and offers himself for reappointment.	5728165	99.99	10	0.00	2
3	Appointment of M/s. Sarath and Associates, Chartered Accountants, Hyderabad as the Statutory Auditors of the Company.	5728165	99.99	10	0.00	2
4.	Appointment of Mr. Keerthy Jaya Tilak as an Independent Director of the Company	5728165	99.99	10	0.00	2
5.	Appointment of Mrs. Nagajayanthi Das Juttur Ragavendra as an Independent Director of the Company	5728165	99.99	10	0.00	2
6.	To Increase the borrowing powers of the Company	5728065	99.99	10	0.00	2
7.	To authorize creation of charge/mortgage on all or any of the Company's assets/properties/undertakings	5728065	99.99	110	0.00	2
8.	Adoption of new set of articles of the Company	5728165	99.99	10	0.00	2
9.	Disposal off entire investment held in wholly owned subsidiary GSS Infotech NY Inc.	5728065	99.99	110	0.00	2

Thanking you,

Yours faithfully

**A.Someswara Rao & Associates**

*A. Someswara Rao*

**A.Someswara Rao**  
**Practicing Company Secretary**

