

CERTIFIED TRUE EXTRACTS OF THE PROCEEDINGS OF THE MEETING HELD ON TUESDAY 31ST DECEMBER 2013 AT 04.00 P.M. AT THE REGISTERED OFFICE OF GSS INFOTECH LIMITED AT LEVEL 5, BLOCK 2, CYBER PEARL, MADHAPUR, HYDERABAD-500081, ANDHRA PRADESH FOR THE PURPOSE OF DECLARATION OF THE RESULTS OF POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT 1956 ON THE RESOLUTION AS SET OUT IN THE NOTICE DATED 12TH NOVEMBER 2013.

Present:

| | |
|-----------------------|------------------------|
| Mr.Keerthy Jaya Tilak | - Independent Director |
| Mr.Ramesh Yerramsetti | - Director |
| Mr.R.S.Kalyan Bhaskar | - Company Secretary |

Mr.Tilak, Director of the company occupied the Chair.

Company Secretary briefed the background as under:

The Board of Directors vide a resolution passed on 12th November 2013, has appointed Mr.A.Someswara Rao, Practicing Company Secretary, partner of M/s.A.Someswara Rao & Associates as the scrutinizer for conducting the Postal Ballot for the item as set out in the Postal Ballot Notice dated 12th November 2013 in a fair and transparent manner.

The said Postal Ballot notice dated 12th November 2013 was issued, pursuant to Section 192A of the Companies Act 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to the Members of the Company to consider and if thought fit, pass the resolution as set out in the said notice through Postal Ballot process.

The members were requested to return the Postal Ballot forms duly completed with the assent (for) or dissent (against), in a self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before 06.00 p.m. on Monday, 30th December 2013 (being the last date fixed for return of the Postal Ballot forms by the Members).

After due scrutiny of all the Postal Ballot Forms received by Mr.A.Someswara Rao upto 06.00 p.m. on Monday, 30th December 2013, Mr.Someswara Rao, submitted his report dated 31st December 2013 to the company. Extract of the report is as under:

| | |
|-------------------------------------------------------------------|--------------------------------|
| Date considered for dispatch of Postal Ballot to Members | 28 th November 2013 |
| Date considered for reckoning voting rights of members | 22 nd November 2013 |
| Last date up to which ballot papers received have been considered | 30 th December 2013 |



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Summary of the Postal Ballot forms received is as under:

| Particulars | No.of postal ballot forms received | No.of shares | % of total paid up equity capital |
|-----------------------------------------------------------------|------------------------------------|--------------|-----------------------------------|
| a) Total Postal Ballot forms received | 12 | 29,89,946 | 21.15 |
| b) Less: Invalid Postal Ballot forms received (as per register) | 0 (Zero) | 0 (Zero) | 0 (Zero) |
| c) Net Valid Postal Ballot forms (as per register) | 12 | 29,89,946 | 21.15 |

Summary of the results of Postal Ballot in respect of Notice dated 12th November 2013

| Category | No.of shares held | No.of votes polled | %of votes polled on outstanding shares | No.& % of votes cast in favour of the Resolution | No.& % of votes cast against the Resolution |
|------------------------------|-------------------|--------------------|----------------------------------------|--------------------------------------------------|---------------------------------------------|
| Promoter and Promoter Group | 18,10,960 | 18,10,960 | 100 | 18,10,960 & 100% | 0 (Zero) |
| Public-Institutional holders | 60,33,150 | Nil | Nil | Nil | Nil |
| Public-others | 62,92,770 | 11,78,986 | 18.73 | 11,78,986 & 100% | 0 (Zero) |
| Total | 14136843 | 29,89,946 | 21.15 | 29,89,946 100% | 0 (Zero) |

Chairman after considering the Scrutinizer's report announced the results of the Postal Ballot as **approved with the Special Resolution.**

Chairman further stated that as the resolution was approved by the members with the Special Resolution, the following actions may be taken up:

- Recording of the said resolutions in the Minutes Book maintained for the General Meetings of the company
- Necessary intimation be sent to the National Stock Exchange of India Ltd and BSE limited and
- The above results of the Postal Ballot be posted on the Company's Website.

The resolution duly approved by the Members is as under:



Resolution No.1

As a Special Resolution for *increase in the limit of shareholding by registered Foreign Institutional Investors ("FIIs") from 22% to 49% of the paid up capital of the Company.*

RESOLVED THAT pursuant to the provisions of Foreign Exchange Management Act, 1999, ("FEMA") and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("Regulations") and all other applicable rules and regulations, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions which may be agreed to by the Board of Directors of the Company ("Board"), consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors ("FIIs") including their sub-accounts, to invest in the equity shares of the Company by purchase or acquisition from the market under the Portfolio Investment Scheme prescribed under FEMA and the said Regulations provided that the total holding of FIIs put together shall not exceed 49% (fourty nine Percent) of the paid up equity share capital of the Company, provided, however, that the equity shareholding of each FII shall not exceed such limits as are or as may be prescribed, from time to time, under applicable laws, rules and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company severally be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company.

The Scheduled business having been completed, the meeting ended with a vote of thanks to the Chair.

Place: Hyderabad

Date: 22nd January 2014

CHAIRMAN

