

30<sup>th</sup> September 2014

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

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

Dear Sir/ Madam,

**Sub: Outcome of the 11<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014**

We wish to inform you that the members of the company at the 11<sup>th</sup> Annual General Meeting held today i.e. 30<sup>th</sup> September, 2014 have approved the following business as specified in the notice convening the said meeting

**Ordinary business:**

- 1) Adoption of Audited Balance Sheet as at 31<sup>st</sup> March 2014, the statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and auditors thereon.
- 2) Re-appointment of Mr. Ramesh Yerramsetti, as Director of the company liable to retire by rotation.
- 3) Re-appointment of Mr. Madhukar C Sheth, as Director of the company liable to retire by rotation.
- 4) Appointment of M/s Sarath & Associates, Chartered Accountants as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as May be fixed by the Board of Directors.

This is for your kind information and records please.

Thanking you.

Yours truly,

For GSS Infotech Limited

A handwritten signature in blue ink, appearing to read "Sai Krishna Narla", is written over a circular stamp.

Sai Krishna Narla  
Company Secretary



**GSS Infotech Limited**

Regd. Office: Block - 2, Level - 5, Wing 05-01, Cyber Pearl, HITEC City, Madhapur, Hyderabad - 500081 (AP, India)  
Tel: +91 40 4455 6600 | Fax: +91 40 4002 8703 | E-mail: india@gssinfotech.com | www.gssinfotech.com

**CIN No: L72200AP2003PLC041860**

30<sup>th</sup> September 2014

The Manager Department of Corporate Services Bombay Stock Exchange Limited Dalal Street Mumbai-400001 Ph: 022-22721234	The Asst. Vice President Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051 Ph: 022-26598452
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Dear Sir/ Madam,

**Sub: Voting results of items transacted at the 11<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2014 in compliance with clause 35A of the Listing agreement.**

Pursuant to clause 35A of the listing agreement, we wish to inform your good office that the Annual General Meeting of the Members of the company was held on 30.09.2014 at 10:00 AM and the details regarding the voting results of items transacted at the said AGM, in the prescribed format are as under:

Date of AGM	30 <sup>th</sup> September, 2014
Total number of shareholders on record date	9915
Number of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>Promoters and promoter group</li> <li>Public</li> </ul>	1 51
Number of shareholders attended the meeting through video conference <ul style="list-style-type: none"> <li>Promoters and promoter group</li> <li>Public</li> </ul>	Nil Nil



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**CIN No: L72200AP2003PLC041860**



**Agenda wise:-**

Item no.	Details of agenda	Resolution required(ordinary/special)	Mode of voting (show of hands/poll/postal ballot/E-voting)	Remarks
<b>Ordinary Business</b>				
1	Adoption of Audited Balance Sheet as at 31 <sup>st</sup> March 2014, the statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and auditors thereon	Ordinary	Poll	Passed as Ordinary Resolution
2	Re-appointment of Mr. Ramesh Yerramsetti, as Director of the company liable to retire by rotation	Ordinary	Poll	Passed as Ordinary Resolution
3	Re-appointment of Mr. Madhukar C Sheth, as Director of the company liable to retire by rotation	Ordinary	Poll	Passed as Ordinary Resolution
4	Appointment of M/s Sarath & Associates, Chartered Accountants as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as May be fixed by the Board of Directors	Ordinary	Poll	Passed as Ordinary Resolution

**In case of Poll/Postal ballot/E-voting:**

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	210923	Nil	Nil	Nil	Nil	Nil	Nil
Public – Institutional holders	6033150	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	10692770	2501467	Nil	2501467	Nil	100%	0.00%
Total	16936843	2501467	Nil	2501467	Nil	100%	0.00%

Thanking you,  
For GSS Infotech Limited

  
Sai Krishna Narla  
Company Secretary



**FORM No. MGT-13**

**Report of Scrutinizer(s)**

**[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman

11<sup>th</sup> Annual General Meeting of the Equity Shareholders of

GSS Infotech Limited held on 30<sup>th</sup> September, 2014 at 10:00 AM

Dear Sir,

I Artham Someswara Rao, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 11<sup>th</sup> Annual General Meeting of the Equity Shareholders of GSS Infotech Limited, held on 30<sup>th</sup> September, 2014 at 10:00 AM, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my Presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

**(a) To consider and adopt the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	2501467	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0.00%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
15	Nil





**b) To appoint a Director in the place of Mr. Ramesh Yerramsetti, who retires by rotation, and being eligible, offers himself for Re-appointment**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	2501467	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0.00%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
15	Nil

**c) To appoint a Director in the place of Mr. Madhukar C Sheth, who retires by rotation, and being eligible, offers himself for Re-appointment**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	2501467	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0.00%

(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
15	Nil

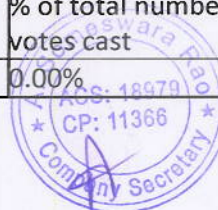
**d) To appoint M/s Sarath and Associates as Auditors of the Company and to fix their remuneration**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
52	2501467	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	0.00%



(iii) Invalid Votes:

Total Number of members (in person or by proxy) whose votes were declared invalid	Total Number of votes cast by them
15	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,

Place:

Hyderabad

Dated:

30/09/2014



Name and Signature of the Scrutinizer

**Add:** Flat # 301, Way Side Residency,  
Tirumala Hills, Manikonda,  
Hyderabad- 500089.

**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

**CONSOLIDATED REPORT OF THE SCRUTINIZER**

S No	Particulars	Remarks
1	Name of the Company	GSS Infotech Limited
2	Address of the Registered office	Level 5, Block-2, Cyber pearl, Madhapur, Hyderabad-500081
3	Name of the Scrutinizer	A Someswara Rao Practicing Company Secretary
4	Address of the Scrutinizer	Flat No 301, Wayside Residency, Tirumala Hills, Manikonda, Hyderabad – 500 089
<b><u>E-VOTING</u></b>		
5	Date of notice of the General Meeting	09 <sup>th</sup> August, 2014
6	Period of E-Voting	18.09.2014 to 24.09.2014
7	Total No. of members responded	11
8	Total No. of votes/shares received	59485
<b><u>VOTING BY POLL AT AGM</u></b>		
9	Date of notice of the General Meeting	09 <sup>th</sup> August, 2014
10	Date of Annual General Meeting	30 <sup>th</sup> September, 2014
11	Total No. of members responded	52
12	Total No. of valid votes/shares received	2501467





**RESULT OF E-VOTING:**

<b><u>Resolution No 1</u></b>	<i>To consider and adopt the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes (%)</b>
59470 (0.35%)	15 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
10 (Ten)	1 (one)	0 (Zero)
<b>Result : Passed as Ordinary Resolution</b>		

<b><u>Resolution No 2</u></b>	<i>To appoint a Director in the place of Mr. Ramesh Yerramsetti, who retires by rotation, and being eligible, offers himself for Re-appointment</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes(%)</b>
470 (0.00%)	59015 (0.35%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
9 (Nine)	2 (Two)	0 (Zero)
<b>Result : Not Passed as Ordinary Resolution</b>		

<b><u>Resolution No 3</u></b>	<i>To appoint a Director in the place of Mr. Madhukar C Sheth, who retires by rotation, and being eligible, offers himself for Re-appointment</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes (%)</b>
59470 (0.35%)	15 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
10 (Ten)	1 (one)	0 (Zero)
<b>Result : Passed as Ordinary Resolution</b>		





<b><u>Resolution No 4</u></b>	<i>To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes (%)</b>
59470 (0.35%)	15 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
10 (Ten)	1 (one)	0 (Zero)
<b>Result : Passed as Ordinary Resolution</b>		

**RESULT OF VOTING BY POLL CONDUCTED AT AGM:**

<b><u>Resolution No 1</u></b>	<i>To consider and adopt the audited Balance Sheet as at 31st March 2014, the Statement of Profit and Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes (%)</b>
2501467 (14.77%)	0 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
24 (Twenty Four Only)	NIL	28 (Twenty Eight Only)
<b>Result : Passed as Ordinary Resolution</b>		

<b><u>Resolution No 2</u></b>	<i>To appoint a Director in the place of Mr. Ramesh Yerramsetti, who retires by rotation, and being eligible, offers himself for Re-appointment</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes(%)</b>
2501467 (14.77%)	0 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
24 (Twenty Four Only)	NIL	28 (Twenty Eight Only)
<b>Result : Passed as Ordinary Resolution</b>		



<b><u>Resolution No 3</u></b>	<i>To appoint a Director in the place of Mr. Madhukar C Sheth, who retires by rotation, and being eligible, offers himself for Re-appointment</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes (%)</b>
2501467 (14.77%)	0 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
24 (Twenty Four Only)	NIL	28 (Twenty Eight Only)
<b>Result : Passed as Ordinary Resolution</b>		

<b><u>Resolution No 4</u></b>	<i>To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution</i>	
<b>No. of votes/ shares received for the resolution %</b>	<b>No. of votes/ shares received against the resolution %</b>	<b>Neutral/invalid/abstain votes (%)</b>
2501467 (14.77%)	0 (0.00%)	0% (Zero)
<b>No of shareholders voted for the resolution</b>	<b>No of shareholders voted against the resolution</b>	<b>No. of shareholders votes Neutral/Invalid/abstain</b>
24 (Twenty Four Only)	NIL	28 (Twenty Eight Only)
<b>Result : Passed as Ordinary Resolution</b>		

Date: 30<sup>th</sup> September, 2014  
Place: Hyderabad

*A. Somnath Rao*  
**Signature of the Scrutinizer**  
CP: 11366  
Company Secretary