

## Notice of Annual General Meeting (AGM)

Notice is hereby given that the 13<sup>th</sup> Annual General Meeting (AGM) of the members of GSS Infotech Limited will be held on Friday, the 30<sup>th</sup> Day of September, 2016, at 10.30 A.M at Ellaa Suites, Lotus Hall, Hill Ridge Springs, 25 Kancharla, Gachibowli, ISB Road, Hyderabad - 500 032 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt:
  - a) The audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2016 and the reports of the Board of Directors and the report of the Auditors thereon
  - b) The audited consolidated financial statement of the company for the financial year ended 31<sup>st</sup> March, 2016 and the report of the Auditors thereon.
2. To appoint a Director in the place of Mr. Mark Silgado (DIN: 02298310), who retires by rotation, and being eligible, offers himself for Re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mark Silgado (DIN: 02298310), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. 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:

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Sarath and Associates, Chartered Accountants (Firm Registration Number 005120S) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of the 13<sup>th</sup> Annual General Meeting till the conclusion of the 16<sup>th</sup> Annual General Meeting of the Company to be held in the year 2019, on such remuneration as shall be fixed by the Board of Directors of the Company in addition to the out of pocket expenses as may be incurred by them during the course of Audit”

### Special Business:

4. To re-appoint Mr. Bhargav Marepally as Managing Director for a period of five years and in this regard to consider and if thought fit to pass the following resolution with or without modification(s) as an **Ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Bhargav Marepally (DIN: 00505098) as Managing Director of the Company for a period of five years with effect from 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2021, without remuneration and he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** Mr. Bhargav Marepally shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

5. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement and in this regard, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (‘NCDs’) on private placement, in one or more tranches, such that the total amount does not exceed Rs.479.15 Crores during a period of one year from the date of passing of this Resolution”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue, including the class of investors to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount on redemption, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard.”

**By Order of the Board of Directors**

**Keerthy Jaya Tilak**  
Chairman

**Date: 13<sup>th</sup> August, 2016**  
**Place: Hyderabad**

### Route Map for the venue of Annual General Meeting



**Explanatory Statement** (pursuant to section 102 (1) of the Companies Act, 2013)

**ITEM No 4:**

The Board of Directors of the Company in its meeting held on 30<sup>th</sup> May, 2016, re-appointed Mr. Bhargav Marepally, as the Managing Director of the Company without remuneration for a period of 5 years from 01<sup>st</sup> June, 2016 to 31<sup>st</sup> May, 2021, as recommended by the Nomination and Remuneration Committee of the Board of Directors. Since Mr. Bhargav Marepally is not a resident of India in accordance with Schedule V of the Companies Act, 2013, the Company is in the process of Central Government approval for his re-appointment as Managing Director of the Company.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Bhargav Marepally are as under:

- a) The Appointment of Mr. Bhargav Marepally shall be governed by this memorandum containing the terms and conditions of appointment which can be amended from time to time by the Board of Directors
- b) The period of appointment is for 5 years with effect from 01<sup>st</sup> June, 2016
- c) There shall be no remuneration to be drawn by Mr. Bhargav Marepally in terms of the Companies Act, 2013.
- d) Mr. Bhargav Marepally is entitled to do all the activities and acts, as may be delegated to him from time to time apart from the general functions, which is a Managing Director of the Company is entitled to under law in India for the day-to-day running and functioning of the Company
- e) This Memorandum may be terminated by the Company at any time by providing a two years prior written notice to the Managing Director, with or without cause.
- f) He shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which he may incur or sustain by or by reason of any bona fide and good faith act done, concurred in or omitted in the execution of his duty.
- g) It is explicitly provided that for matters not provided in this memorandum and for any matters containing ambiguity in interpretation with regard to appointment of Mr. Bhargav Marepally, the same shall be referred to the Board of Directors for necessary directions.

The above is the written memorandum setting out the terms of re-appointment of Mr. Bhargav Marepally, under Section 190 of the Companies Act, 2013.

Brief resume of Mr. Bhargav Marepally is given below:

<b>Name of the Director</b>	Mr. Bhargav Marepally
<b>Date of Birth</b>	27.08.1971
<b>Qualification</b>	M.Sc. and Masters in Management Studies from BITS Pilani
<b>Experience</b>	Bhargav Marepally, the CEO and founder of GSS Infotech comes with 20 years of experience in the IT Services Industry. He is a member of many technology and management associations worldwide. He was also nominated for "The Entrepreneur of the Year" contest by Ernst & Young in 2005. He has been awarded the "Udyog Rattan Award" on April 11, 2008, in recognition of his significant contribution to the country's IT industry. This award also recognizes his outstanding performance as the Best Manager for putting GSS on the express elevator to growth.
<b>Shareholding in GSS Infotech Limited as on March 31, 2016</b>	4992 shares
<b>Interest in Companies and nature of Interest:</b>	
<b>GSS Healthcare IT Solutions Private Limited</b>	- Director
<b>GSS IT Solutions Private Limited</b>	- Director
<b>BM Technologies Private Limited</b>	- Director
<b>BM Energy Private Limited</b>	- Director

#### ITEM No 5:

The members of the Company, at the twelfth Annual General Meeting held on 30<sup>th</sup> September, 2015, had passed a special resolution authorising the Board of Directors of the Company to borrow any sum or sums of money for the business of the Company, from time to time, in Indian or Foreign currency or both, whether by way of cash credit, advance or deposit, loans or bill discounting or otherwise or by way of issue of debentures/bonds or any other security(ies), from time to time from any Bank(s)/Financial Institutions(s) or any other Institution(s), firms, body corporate(s) or other person(s), in India or abroad from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate or financial institutions and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable, immovable including intangibles, or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company not withstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose but, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only).

Persuant to the above authorisation, the Company has decided to make private placement of redeemable non-convertible debentures. The Board may, at an appropriate time, consider offering or inviting subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement, issuable / redeemable at par, in order to augment long-term resources for financing inter alia the ongoing capital expenditure and for general corporate purposes.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 5 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

#### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A Proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM i.e. by 10.30 a.m. on **Wednesday, 28<sup>th</sup> September, 2016**. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.

3. The Register of Members and Share Transfer Books of the Company will remain closed from **23<sup>rd</sup> September, 2016 to 30<sup>th</sup> September, 2016 (both days inclusive)**.
4. Members holding shares in electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held. The Members are requested to fill the details i.e. folio number in case of physical shares and DP ID and Client ID numbers for identification.
6. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent or to the Company's Registered office by 10.30 a.m. on **Wednesday, 28<sup>th</sup> September, 2016**.
7. In terms of Section 125 of the Companies Act, 2013 and Sections 205A and 205C of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) for the time being in force), (including any statutory modification(s) or re-enactment(s) for the time being in force), the Company is required to transfer the amount of dividend remaining unclaimed for a period of seven years from the date of transfer to the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Members are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to the IEPF.
8. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer agent or at the Company's registered office.
9. Electronic copy of the Annual Report containing the Notice of the Annual General Meeting along with the Attendance Slip and Proxy Form are being sent to the members who have registered their email ids with the Company/Depository Participant(s). For members who have not registered their email ids, physical copies of the aforementioned documents are being sent in the permitted mode.
10. *Members, who have not registered their email address so far, are requested to register their email ids for receiving all communications including Annual Report, Notices, etc., from the Company electronically.*
11. As a measure of austerity, copies of the Annual Report will not be distributed at the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
12. Members holding shares in single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules issued thereunder. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled to the Company's Registrar and Share Transfer agent i.e. Bigshare Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
13. Members who wish to obtain any information on any item of business of this meeting are requested to forward the same before **23<sup>rd</sup> September, 2016**, to the Company Secretary at the Registered Office of the Company, email : [esha.sinha@gssinfotech.com](mailto:esha.sinha@gssinfotech.com), so that the same may be attended appropriately. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days i.e. Monday to Friday up to 29<sup>th</sup> September, 2016.

#### **14. E-Voting:**

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations

2015, E-voting facility is being provided to Members to exercise their right to vote on the resolutions proposed to be passed at the 13<sup>th</sup> AGM by electronic means. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the **27<sup>th</sup> September, 2016 at 9:00 A.M.** and will end on **29<sup>th</sup> September, 2016 at 5:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the record date i.e. 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. In addition, the facility for voting through ballot paper shall also be made available at the venue of AGM and the Members attending the 13<sup>th</sup> AGM who have not cast their vote by e-voting shall be eligible to cast their vote at the 13<sup>th</sup> Annual General Meeting venue.

EVEN (E-VOTING EVENT NUMBER)	COMMENCEMENT OF E-VOTING	END OF E-VOTING
160823087	27 <sup>th</sup> September, 2016 at 9:00 A.M.	29 <sup>th</sup> September, 2016 at 5:00 P.M.

**THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-**

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> <li>i. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>ii. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ol>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio #. Please enter the DOB or Dividend Bank Details in order to login. Incase either the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach GSS Infotech Limited selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- x. Select the "EVEN"(EVSN 160823087) of GSS Infotech Limited. Members can cast their vote online from **27<sup>th</sup> September, 2016 at 9.00 A.M. to 29<sup>th</sup>, September, 2016 at 5.00 P.M. e-Voting shall not be allowed beyond the said time.**
  - xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.
  - xii. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO Implies that you dissent to the Resolution
  - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed.
  - xv. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xvi. **For Non – Individual Shareholders and Custodians**
    - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
    - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - c. After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - xvii. In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - xviii. Members are advised to cast their vote only through e-voting or through Poll at the AGM. In case you cast your votes through both the modes, votes cast through e-voting shall only be considered and votes cast at the meeting through Poll would be rejected.

**In case of members receiving the physical copy:**

    - a. Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
    - b. The voting period begins on 27<sup>th</sup> September, 2016 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2016 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the record date i.e. 23<sup>rd</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and evoting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
15. **Ms. V. Sravani**, Practicing Company Secretary (ACS 22956, COP 8235) has been appointed as the **Scrutinizer** to scrutinize the e-voting and also the polling process in a fair and transparent manner.
  16. The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against and submit her report to the Chairman of the Company.
  17. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. As per the requirements of Section 102(1) read with Section 110 and other applicable provisions of the Companies Act, 2013, this Explanatory Statement contains relevant and material information to enable the shareholders to consider and approve the Ordinary and Special Resolutions set out at items no. 4 & 5 of the Notice for the Annual General Meeting of the Company.

**By Order of the Board of Directors**

**Date: 13<sup>th</sup> August, 2016**  
**Place: Hyderabad**

**Keerthy Jaya Tilak**  
**Chairman**