

## Vision & Mission

To be a choice of providers in the SMB market segment for cloud enablement services, by 2015

**"Provide Innovative Managed IT Services at a Committed Quality and Optimal Cost leveraging Technology, Thought Leadership and Global Delivery Model"**

## Core values

- ◆ Entrepreneurship
- ◆ Integrity
- ◆ Pursuit of Excellence



## GSS Infotech – A Snapshot

- ❖ One of the fastest growing Managed IT Services company
- ❖ A Global organization with operations in US, India & ME
- ❖ Strong Business Acumen with Technology Leadership
- ❖ World-class delivery engine delivering solutions to Fortune 500 companies and Global 1000 companies
- ❖ SEI- CMMi Level-5 company, ITIL compliant processes, ISO 9001 and 27001 certifications
- ❖ Ranked in Forbes Asia's best 200 under \$ 1 billion companies in 2010 for the third consecutive year after 2008 and 2009
- ❖ Global Operations Command Center (GOCC) and remote delivery center in Hyderabad, India
- ❖ Empowering SMEs globally, through 9 Business /Development Centers
- ❖ Best-in-class top tier technology alliances and domain intensive Centers of Excellence
- ❖ 7 Acquisitions in the last five years
- ❖ Strong balance sheet and well capitalized

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# Corporate Information

## Board of Directors

**Patri Venkata Rama Krishna Prasad**  
Chairman, Non-Executive & Independent Director

**Bhargav Marepally**  
CEO & Managing Director

**Ramesh Yerramsetti**  
Non-Executive Director

**Keerthy Jaya Tilak**  
Non-Executive & Independent Director

**Mark Silgado**  
Non-Executive Non-Independent Director

**Madhukar Sheth**  
Non-Executive Non-Independent Director

**Company Secretary & Compliance Officer**  
Someswara Rao Artham

### Bankers

Axis Bank Limited  
Bank of India  
ICICI Bank Limited  
State Bank of India

## Committees of Board of Directors

### Audit Committee

P.V.R.K. Prasad  
Bhargav Marepally  
Keerthy Jaya Tilak

### Remuneration Committee

P.V.R.K. Prasad  
Ramesh Yerramsetti  
Keerthy Jaya Tilak

### Share Transfer and Shareholders'/ Investors' Grievance Committee

Bhargav Marepally  
Ramesh Yerramsetti  
Keerthy Jaya Tilak

### Auditors

M/s. Sarath & Associates  
Chartered Accountants, Plot No.61,  
2nd floor, Nagarjuna Hills, Panjagutta,  
Hyderabad - 500 082

### Registered Office

Cyber Pearl, Block '2', 5th Floor - 01,  
Madhapur, Hyderabad - 81, India.  
Ph: +91 40 44556600  
Fax: +91 40 40028703  
[www.gssinfotech.com](http://www.gssinfotech.com)

### Registrar and Share Transfer Agents

Bigshare Services Private Limited  
E/2, Ansa Industrial Estate, Saki Vihar Road,  
Saki Naka, Andheri (E), Mumbai - 400 072, India  
Tel: +91 22 2847 3747  
Fax: +91 22 2847 5207

### Notice of Annual General Meeting (AGM)

Notice is hereby given that the Ninth Annual General Meeting (AGM) of the members of GSS Infotech Limited (formerly known as GSS America Infotech Limited) will be held on Friday, September 28th 2012 at 10.30 A.M at Ellaa Suites, Jasmine Banquet Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad 500 032 to transact the following business:

#### Ordinary Business :

1. To consider and adopt the audited Balance Sheet as at 31st March 2012, 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. To appoint a Director in the place of Mr. P V R K Prasad, who retires by rotation, and being eligible, offers himself for Re-appointment.
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 M/s.Sarath & Associates, Chartered Accountants** (Registration No. 005120S), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

#### Special Business

4. **APPOINTMENT OF MR.MADHUKAR SHETH AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.**

To consider and if thought fit, to pass, with or without any modification(s), if any, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr.Madhukar Sheth be and is hereby appointed as a Director of the company, liable to retire by rotation.

5. **MODIFICATION OF TERMS OF GRANTS UNDER ESOS SCHEME 2010 - B**

To consider and if thought fit, to pass, with or without any modification(s), if any, the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956(including any modification or re-enactment thereof for the time being in force, and in accordance with the provisions of the Memorandum of Articles of Association of the Company, the listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and other rules and regulations, prescribed by the Securities and Exchange Board of India ( “SEBI”) or any other relevant authority, from time to time, to the extent applicable and any other approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the shareholders be and is hereby accorded to amend the price of the stock options granted but not exercised by the employee under ESOS Scheme – 2010. The price of the stock options granted under ESOS Scheme – 2010 B be re-priced at ₹.36.20/- per share being the market price as on previous day of the board meeting held on 03<sup>rd</sup> September 2012.

**RESOLVED FURTHER THAT** the vesting of the options granted but not exercised be as follows:

1. 1/3<sup>rd</sup> after the completion of one year from the date of actual grant.
2. 1/3<sup>rd</sup> after the completion of two years from the date of actual grant.
3. Balance after the completion of the three years from the date of actual grant.

**RESOLVED FURTHER THAT** all other terms and conditions of the Scheme will remain in force.

**FURTHER RESOLVED THAT** Mr.Bhargav Marepally, Managing Director of the Company be and is hereby authorised to do all acts, deeds and things that are necessary in this regard.

## 6. EXTENSION OF THE ESOS SCHEME 2010 TO THE SUBSIDIARY COMPANY EMPLOYEES

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof for the time being in force, and in accordance with the provisions of the Memorandum of Articles of Association of the Company, the listing agreements with the Stock Exchanges and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, and other rules and regulations, prescribed by the Securities and Exchange Board of India ( “SEBI”) or any other relevant authority, from time to time, to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as “the Board”, which terms shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board to use upto 2,00,000 shares lying in the pool created under Employee Stock Options Scheme (ESOS)-2010A as detailed in explanatory statement to this notice and which were held by the Trust created and were for the purpose and benefit of such person(s) who are in the permanent employment of subsidiary companies, and the “Directors (including whole-time Directors) of the subsidiary companies (hereinafter collectively referred to as the “Employees”) equity shares of the company and/or options giving right to purchase such number of equity shares of the company, at such price, in such manner, during such period in one or more tranches and on such terms and conditions as the Board may decide

**RESOLVED FURTHER THAT** the maximum number of Securities issued/granted in terms of this resolution, to any single Employee (including any non executive or independent Director) during any one year shall be less than one percent of the issued and paid-up equity shares of the company

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect the ESOS on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), changes, variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS from time to time including but not limited to, amendment(s) or revision(s) in the terms and conditions of the ESOS from time to time including but not limited to amendment(s) with respect to vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOS

**RESOLVED FURTHER THAT** the shares be allotted in accordance with the ESOS through an existing trust

**RESOLVED FURTHER THAT** subject to the terms stated herein, the equity shares allotted pursuant to the aforesaid Resolution shall in all respects rank pari passu inter se with the then existing equity shares of the company

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of Securities, without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of Directors with a power to further delegate to any executives/officers of the company to do all such acts, deed, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard

**RESOLVED FURTHER THAT** all the lapsed options will be added back to ESOS pool and the Board be and is hereby authorised to allot these lapsed options to the eligible employees as per the ESOS Scheme.

**7: RAISING OF FUNDS THROUGH FOREIGN CURRENCY CONVERTIBLE BONDS (FCCB)/ AMERICAN DEPOSITORY RECEIPTS (ADR)/ GLOBAL DEPOSITORY RECEIPTS (GDR) /QUALIFIED INSTITUTIONAL PLACEMENT (QIP) ROUTES.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special resolution

**“RESOLVED THAT** pursuant to the provisions of section 81(1A) of the Companies Act, 1956 (“the Companies Act”), Listing Agreements with each of the Stock Exchanges where equity shares of the Company are listed (“the Listing Agreements”) and the Foreign Exchange Management Act, 1999 (“FEMA”), Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and the rules and regulations made there under including the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations, 2000, all as amended from time to time, and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant and the Memorandum and Articles of Association of the Company and subject to all the necessary approvals, consents, sanctions and/or permissions of Government of India (“GOI”), Reserve Bank of India (“RBI”), Foreign Investment Promotion Board (“FIPB”), Securities and Exchange Board of India (“SEBI”), Stock Exchanges and / or other regulatory authorities and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, sanctions and/or permissions which may be agreed to by the Board of Directors of the Company (“the Board” hereinafter shall be deemed to include Securities Issuance Committee thereof) be and is hereby authorized to issue, offer and allot (including provision of reservation on firm and/or comparative basis, of such part of issue and for such categories of persons as may be permitted) in the course of one or more domestic or international offering(s), with or without Green Shoe Option, including by way of Qualified Institutions Placements under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, (“SEBI ICDR Regulations”) to eligible investors whether or not such investors are members of the Company or whether such investors are Indian or foreign, including qualified institutional buyers, whether by way of public offering or private placements and whether by way of circulation of an offering circular or placement document or otherwise, securities including equity shares and/or instruments or securities convertible into equity shares of the Company such as Global Depository Receipts and/or



American Depository Receipts and/or foreign currency convertible bonds and/or convertible preference shares and/or, fully convertible debentures and/or, partly convertible debentures and/or, non convertible debentures and/or any one or more or combination of the above (hereinafter referred to as “Securities”) for an amount not exceeding \$ 20 Mns (Twenty Million US Dollars only) at such price, either with or without premium as may be determined by the Board, at the option of the Company, as the case may be, and such issue and allotment be made in one or more tranches, on such terms and conditions as may be decided by the Board at the time of issue or allotment

**RESOLVED FURTHER THAT** the relevant date for the purpose of pricing of the Securities proposed to be issued in accordance with the SEBI ICDR Regulations or FEMA shall be the date of meeting in which the Board decides to open issue of the securities, subsequent to the receipt of members’ approval in terms of section 81(1A) and other applicable provisions, if any, of the Companies Act and other applicable rules, regulations and guidelines in relation to the proposed issue of the securities inter alia through qualified institutions placement(s) to qualified institutional buyers in accordance with SEBI ICDR Regulations as mentioned in these resolutions as above

**RESOLVED FURTHER THAT** in case of any equity linked issue/offering, including without limitation, any GDR/ADR/FCCB offering, the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such Securities and such equity shares shall rank pari passu with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/offering and in the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars

**RESOLVED FURTHER THAT** issuance of securities by way of QIP as mentioned above shall be in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations for Qualified Institutions Placements and the provisions of FEMA, the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations, 2000, Memorandum and Articles of Association of the Company, Listing Agreements with the Stock Exchanges where the equity shares of the Company are listed

**RESOLVED FURTHER THAT** in the event of issue of securities by way of Qualified Institutions Placements

- a) The relevant date for the pricing of the securities proposed to be issued in accordance with the SEBI ICDR Regulations, shall be in accordance with clause 85 of the SEBI ICDR Regulations
- b) The allotment of securities shall be completed within 12 months from the date of passing of these resolutions approving the proposed issue or such other time as may be allowed by SEBI from time to time;
- c) The total amount raised in such manner should not, together with the over-allotment option exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year; and
- d) The securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations

**RESOLVED FURTHER THAT** the number and/or conversion price in relation to the equity shares that may be allotted on conversion of securities that may be issued through Qualified Institutions Placement(s) in accordance with the SEBI ICDR Regulations mentioned above shall be appropriately adjusted against corporate actions such as bonus issue, rights issue, splits and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring

**RESOLVED FURTHER THAT** the Company and/or any entity, agency or body authorized and/or appointed by the Company,



may issue depository receipts representing the underlying Securities issued by the Company in negotiable registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability and free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international market

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such act, deeds matters and things including but not limited to preparation, amendment, alteration, variation, finalization and approval of preliminary or final offer or placement documents, determining form and manner of issue, including the class of investors to whom securities are to be issued and allotted, the number of securities to be allotted, issue price, face value, execution of various transaction documents, as it may in its absolute discretion think fit, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of issue proceeds as it may in its absolute discretion deem fit without being required to seek further permissions, consents or approvals of members or otherwise to the end and intent that members shall be deemed to have given their approval thereto expressly by the authority of this resolution

**RESOLVED FURTHER THAT** consent of the Company be and is hereby granted in terms of section 293(1)(a) and 293 (1) (d) and other applicable provisions, if any, of the Companies Act and subject to all the approvals of the Board to secure, if necessary, all or any of the above mentioned securities to be issued, by the creation of mortgage and/or charge on all or any of the Company's immovable, movable and/or intangible assets, both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of securities or as the case may be necessary in accordance with the terms of offering all such equity shares which shall rank pari passu with the existing equity shares of the Company in all respects including dividend

**RESOLVED FURTHER THAT** without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of securities may have all or any terms or combination of terms including as to conditions in relation to payment of dividend, pre-payment of whatsoever, and all such securities or variation of the conversion price of the securities during the tenure of the securities and the Company is also entitled to appoint, engage, enter into and execute all such arrangements/agreements as the case may be with lead managers, managers, underwriters, bankers, financial institutions, merchant bankers, solicitors, advisors, guarantors, depositories, custodians or other intermediaries in such offerings of securities and to remunerate all such agencies including payment of commission, brokerage, fees or payment of their remuneration for their services or the like and also to seek the listing of securities on one or more the stock exchanges in India or abroad

**RESOLVED FURTHER THAT** in the event of issue of Securities by way of GDRs and / or ADRs, the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board decides to open the proposed issue of Securities

**RESOLVED FURTHER THAT** such of the Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the

aforesaid resolution(s) and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to resolve and settle all questions and difficulties that may arise in the proposed issue / offer, allotment and conversion of any of the aforesaid Securities, utilization of the issue proceeds and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution

**RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary in this regard."

**By Order of the Board of GSS Infotech Limited**  
(Formerly known as GSS America Infotech Limited)

Sd/-  
Someswara Rao Artham  
Company Secretary & Compliance Officer

Place: Hyderabad  
Date: 03rd September, 2012

Notes:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVE BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In terms of the Article 106 of the Articles of Association of the Company, and in accordance with Section 255 & 256 of the Companies Act, 1956, Mr. PVRK Prasad will retire by rotation at the Annual General Meeting of the company and being eligible, offer himself for re-election. Additional information pursuant to Clause 49 of the Listing Agreement with Stock Exchanges of those directors retiring by rotation and seeking reappointment at Annual General Meeting is given in the notes to this notice.
4. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
5. Members/proxies are requested to bring their copy of the Annual Report and duly filled in attendance slips to the meeting. The form of attendance slip is given at the end of this Annual Report.
6. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. All documents referred to in the Notice and accompanying explanatory statement are open for inspection at the Registered Office of the Company on all working days of the Company between 11:00 am to 1:00 pm up to the date of the Annual General Meeting and at the venue of the Meeting for the duration of the Meeting.