

## GSS America Infotech Limited

Block 'B' 3<sup>rd</sup> floor, wing-2, Cyber Gateway, Hi-tech City, Madhapur, Hyderabad-81

### NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the members of GSS America Infotech Limited ("GSS America") will be held on Thursday, February 11, 2010 at 04.00 P.M at Ellaa Suites, Jasmine Banquet Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad 500 032 to transact the following special business:

#### 1. RAISING OF FUNDS THROUGH FOREIGN CURRENCY CONVERTIBLE BONDS (FCCB)/ AMERICAN DEPOSITORY RECEIPTS (ADR)/ GLOBAL DEPOSITORY RECEIPTS (GDR)/ QUALIFIED INSTITUTIONAL PLACEMENTS (QIP) ROUTES.

To consider and if thought fit, to pass with or without modification, 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 thereunder 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 authorised 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 Rs. US \$ 75 Million (Seventy five 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 authorised 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

- 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
- 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;
- 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
- 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 authorised 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 authorised 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 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 authorised 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 authorised 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 authorised to take all such steps and actions and give such directions as may be, in its absolute discretion, deemed necessary in this regard."

#### NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (2) THE PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING. FOR ATTENDING THE MEETING, MEMBERS / PROXIES SHOULD BRING THEIR ATTENDANCE SLIPS DULY FILLED IN.
- (3) An Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, relating to the Item of the notice is annexed.
- (4) Members are requested to notify immediately to the Company's Registrar and Share Transfer Agents M/s Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai-400072, India any change in their address, quoting folio number and give complete address in capital letters with the PIN code. The Beneficial Owners of the dematerialized shares may inform the concerned Depository Participant of any change in their address.

**By Order of the Board of GSS America Infotech Limited**

Sd/-  
**Someswara Rao Artham**  
Company Secretary & Compliance Officer

**Place: Hyderabad**  
**Date :13th January, 2010**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956, ANNEXED TO THE NOTICE CALLING THE EXTRAORDINARY GENERAL MEETING ON THURSDAY, FEBRUARY 11, 2010 AT 04.00 P.M., AT ELLAA SUITES, JASMINE BANQUET HALL, HILL RIDGE SPRINGS, 25 KANCHA, GACHIBOWLI, ISB ROAD, HYDERABAD-500 032**

#### **ITEM 1 :Raising of funds through FCCB/ADR/GDR/QIP routes**

The Board has taken into consideration the CEO's note regarding the various other opportunities available for subsequent acquisition through inorganic growth opportunities and the necessity to raise the funds in case the right acquisition comes through. In view of such opportunity, the Board has approved, subject to the necessary shareholders' and statutory approvals, fund raising plan of upto US \$ 75 Million through FCCB/ ADR / GDR/ QIP model at the right time for the right opportunity.

Your Board recommends passing the above resolution by the shareholders as a special resolution.

The Special Resolution also seeks to empower the Board to undertake a qualified institutional placement with qualified institutional buyers as defined under the SEBI ICDR Regulations apart from other options of private/public placements. The Board, may in its discretion adopt this mechanism, as prescribed under Chapter VIII of the SEBI ICDR Regulations. The pricing of the Securities to be issued to qualified institutional buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Securities in other mode of placements would be as per applicable statutory provisions.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue/allotment/conversion would be subject to the availability of regulatory approvals, as applicable to the particular issue/allotment/conversion. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap under the prevailing Foreign Direct Investment norms applicable to the Company.

The detailed terms and conditions of the issue as and when made will be determined by the Board in consultation with merchant bankers, lead managers, advisors and experts in accordance with the terms of approval of the GOI, RBI or any other relevant authorities as may be required.

The proposed issue of securities may be in one or more tranches as a result of which there will be increase in the issued and subscribed capital of the Company.

The Issue, allotment or conversion of the securities shall be subject to the necessary approvals, if any.

Section 81(1A) of the Companies Act and the Listing Agreement with the Stock Exchanges provides, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such further shares should be first offered to the existing shareholders of the Company in the manner laid down under section 81 unless the shareholders in the general meeting authorise otherwise. Since the special resolution proposed in the business of the notice will result in the issue of shares to the persons other than existing members of the Company, consent of the shareholders is being sought pursuant to the provisions of section 81(1A) and other applicable provisions of the Companies Act and Listing Agreements.

For the reasons above, an enabling resolution is proposed for consideration of the shareholders which has the effect of having an adequate authority and discretion to the Board to finalize the terms of issue, pricing of issue and power to issue and market any securities to be issued, whether in one or more tranches. The equity shares that may be issued pursuant to the guidelines and directions in respect of Qualified Institutions Placements under Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 would be listed on the stock exchanges where the equity shares of the Company are already listed.

The Board recommends passing of the special resolution as set out for your approval.

None of the directors of the Company is, in anyway, interested in the said resolution.

**By Order of the Board of GSS America Infotech Limited**

Sd/-  
**Someswara Rao Artham**  
Company Secretary & Compliance Officer

**Place: Hyderabad**  
**Date :13th January, 2010**

**GSS America Infotech Limited**

Block 'B' 3<sup>rd</sup> floor, wing-2, Cyber Gateway, Hi-tech City, Madhapur, Hyderabad-81

Regd. Folio No. / Client ID \_\_\_\_\_

**FORM OF PROXY**

(To be filled in and signed by the shareholder)

I/We, \_\_\_\_\_ Resident of \_\_\_\_\_  
in the district of \_\_\_\_\_ in the State of \_\_\_\_\_ being a shareholder/s of  
GSS America Infotech Limited, hereby appoint Shri/Smt. \_\_\_\_\_ resident of  
\_\_\_\_\_ in the district  
of \_\_\_\_\_ in the State of \_\_\_\_\_ or failing him/  
her, Shri/Smt. \_\_\_\_\_ resident of \_\_\_\_\_ in the district of  
\_\_\_\_\_ in the State of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our  
behalf at the Extra Ordinary General Meeting of the shareholders of the Company to be held on Thursday, February 11, 2010 at 04.00  
PM at Ellaa Suites, Jasmine Banquet Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad 500 032

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Please affix  
Re.1/-  
Revenue  
Stamp

Signature of the Proxy

Signature of the first holder/sole holder

Name : \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**INSTRUCTIONS FOR SIGNING AND LODGING THE PROXY FORM**

1. The instrument of proxy to be valid,
  - a. in case of an individual shareholder, shall be signed by him/her or by his/her attorney duly authorised in writing
  - b. in the case of joint holders, shall be signed by the shareholder first named in the Register of Members or by his/her attorney duly authorised in writing
  - c. in the case of a body corporate, shall be signed by its officer and executed under its Seal, or otherwise signed by its attorney duly authorised in writing.
2. The proxy together with
  - a. the power of attorney or other authority (if any) under which it is signed or
  - b. a copy of that power of attorney or authority, certified by a Notary Public or a Magistrate, should be deposited at the Registered Office of the company, not later than FORTY EIGHT HOURS before the commencement of the aforesaid General Meeting,
3. A Proxy need not be a member of the company.

**GSS America Infotech Limited**

Block 'B' 3<sup>rd</sup> floor, wing-2, Cyber Gateway, Hi-tech City, Madhapur, Hyderabad-81

<p><b>ATTENDANCE SLIP</b>          Thursday, February 11, 2010 at 04.00 P.M at Ellaa Suites,          Jasmine Banquet Hall, Hill Ridge Springs, 25 Kancha,          Gachibowli, ISB Road, Hyderabad 500 032</p>
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NAME IN BLOCK LETTERS (Member / Proxy)	REGISTERED FOLIO / CLIENT ID	No. of Shares

I \_\_\_\_\_ hereby record my attendance and presence during the Extra Ordinary General Meeting of the company held on Thursday, February 11, 2010 at 04.00 P.M at Ellaa Suites, Jasmine Banquet Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad 500 032

Signature of Shareholder/Proxy/Representative present

(To be surrendered at the time of entry)

Shareholders/Proxy holders/Representatives are requested to produce this Attendance-slip- duly signed, for admission to the meeting hall. The admission may, however, be subject to further verification/checks, as may be deemed necessary. Under no circumstances, will any duplicate Attendance slip- be issued at the entrance to attend the meeting.

**Printed Matter  
BOOK - POST**

**If undelivered please return this copy to the following address**

**GSS America Infotech Ltd.**

Block 'B', Third Floor,  
Cyber Gateway, HITEC City,  
Madhapur, Hyderabad  
Andhra Pradesh - 500 081.  
India.

Tel: +91 40 44556600

Fax: +91 40 40028703

<http://www.gssamerica.com>