



Integrating People, Process and Technology

Date: 13th October, 2016

To Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051	To The Department of Corporate Services (CRD) Bombay Stock Exchange Limited Dalal Street Mumbai-400001
Scrip Symbol: GSS	Scrip Code: 532951/GSS

Dear Sir,

Sub: Compliance report on Corporate Governance - Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with Regulation 27 (2) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the quarterly Compliance report on Corporate Governance for the quarter ended 30th September, 2016.

This is for your information and records.

Thanking you,

Yours faithfully
For GSS Infotech Limited

Esha Sinha

Esha Sinha
Company Secretary



GSS Infotech Limited

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CIN No: L72200TG2003PLC041860

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - GSS Infotech Limited
2. Quarter ending - 30-Sep-2016

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment	Date of cessation	Tenure	No of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Bhargav Marepally	00505098	AJS PM 091 4A	ED	01-Jun-2016			1	2	0
Mr.	Ramesh Yerramsetti	00379850	ABE PY9 309 B	NED	30-Sep-2014			1	0	0
Mr.	Keerthy Jaya Tilak	00278137	AE MP K01 58H	C & NED	30-Sep-2015		5	1	1	1
Mrs.	Nagajayanthi Das Juttur Raga vendra	05107482	ADJ PJ8 683 L	ID	30-Sep-2015		5	1	2	0
Mr.	Patri Venkatakr	00009817	ACS PP8 333 R	NED	30-Sep-2015			2	0	0



	ishna Pras ad									
Mr.	Mad huka r Shet h	00 59 35 86	AN XPS 197 2P	NED	30-Sep- 2014			1	1	1
Mr.	Mark Silga rdo	02 29 83 10	AUJ PS1 026 K	ND	30-Sep- 2016			1	0	0

II. Composition of Committees

Audit Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Bhargav Marepally	ED	Member
2	Keerthy Jaya Tilak	C & NED	Chairperson
3	Nagajayanthi Das Juttur Ragavendra	ID	Member

Stakeholders Relationship Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Bhargav Marepally	ED	Member
2	Nagajayanthi Das Juttur Ragavendra	ID	Member
3	Madhukar Sheth	NED	Chairperson

Risk Management Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Keerthy Jaya Tilak	C & NED	Member
2	Nagajayanthi Das Juttur Ragavendra	ID	Chairperson
3	Patri Venkataramakrishna Prasad	NED	Member
4	Madhukar Sheth	NED	Member

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
30-May-2016	13-Aug-2016	74

IV. Meeting of Committees				
Name of the committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
				74



13-Aug-2016	Yes	30-May-2016		
13-Aug-2016	Yes	30-May-2016		

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee - **Yes**
 - Nomination & remuneration committee - **Yes**
 - Stakeholders relationship committee - **Yes**
 - Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - Any comments/observations/advice of Board of Directors may be mentioned here:

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Name :
Designation :

Esha Sinha
Company Secretary



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here. **The Chairperson of the nomination and remuneration committee was not present at the annual general meeting. However permission of the chairman of the board was obtained.**
3. If the Listed Entity would like to provide any other information the same may be indicated here. **The Company has been eagerly looking for a candidate as a Director who can contribute to the operations and sales segment of the Company. GSS Infotech limited is an Information Technology Company and in view of tremendous volatility in the IT markets which are very dynamic in nature, it was decided and deliberated by the Board that the Candidate should be familiar with the business of the Company who can bring outside Independent perspective/Knowledge to the Company and thus contribute to the growth of the Company and increase the shareholder wealth. The Board has been screening/discussing some resumes in all the meeting of the Board who can meet the requirement as mentioned aforesaid. But in vain, we could not get a suitable candidate who meets our requirement. GSS firmly believes in Corporate Governance and is of the view that the right of mix of Directors on the Board is very imperative, who can bring expert perspective and knowledge on governance/finance/operations/sales/administration segments of the Company. We are looking for a candidate who can fill the gap that exists in the operations segment of the Company, who can bring Independent perspective about the latest technologies prevalent in the market, the skill set that our employees should possess to cater to a wide range of projects across of the world and the best practices prevalent in the world of Technology. GSS believes in Governance with value addition, hence we request you to understand the reasoning for the non-compliance and humbly request some time to fill in this very**



important position of the Independent Director for the Company and we assure you to bring the composition of the Board in Compliance at the earliest.

Name :
Designation :

Esha Sinha

Esha Sinha
Company Secretary

