



Integrating People, Process and Technology

Ref: GSS – SEBI/Oct -2017/001

Date: October 15, 2017

To Listing Department National Stock Exchange of India Limited Exchange Palza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Scrip Code(NSE): GSS	To Department of Corporate Services (CRD) Bombay Stock Exchange Limited P J Towers, Dalal Street, Fort, MUMBAI – 400001 Scrip Code (BSE): 532951
---	---

Dear Sir(S)/Madam(S),

Sub: Corporate Governance report for the quarter ended September 30, 2017 of
GSS Infotech Limited- 532951/GSS

Ref: Regulation 27(2) of SEBI LODR) Regulations, 2015

With reference to the above captioned subject matter, we hereby submit the quarterly corporate governance report as per the Regulation 27(2) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for the period ended September 30, 2017.

Kindly acknowledge the receipt of the same and update your records.

Thanking You,

Yours Truly,

For GSS Infotech Limited

Bhargav Marepally
Managing Director
DIN: 00505098

Encl: Corporate Governance Report

GSS Infotech Limited

Wing-B, Ground Floor, N heights, Plot No.12, TSIC Software Units Layout, Madhapur, Serilingampally Mandal,
Rangareddy District, Hyderabad – 500081, Telangana, India

Tel: +91 40 4455 6600 | Fax: +91 40 4002 8703 | E-mail: india@gssinfotech.com | www.gssinfotech.com

CIN No: L72200TG2003PLC041860

CORPORATE GOVERNANCE

1. Name of the Listed Entity: GSS Infotech Limited
2. Quarter Ending: September 30, 2017

I. Composition of Board of Directors

Title (Mr. / Mrs. / Ms.)	Name of the Director	DIN	PAN	Category (Chairperson / Executive / Non- Executive / Independent / Nominee) &	Date of Appointmen t	Date of Cessation	Tenure (in Months)	No. of Director ship in Listed Entities includin g this listed entity	No. of Members hips in Audit / Stakehol ders Committ ee(s) including this listed entity	No. of post of Chairperso n in Audit / Stakeholde rs Committee held in listed entities including this listed entity
Mr.	Bhargav Marepally	00505098	AJSPM0914A	Managing Director (ED)	01-06-2016			1	2	0
Mr.	Ramesh Yerramsetti	00379850	ABEPY9309B	Non-Executive Director	30-09-2014	29-09-2017		1	0	0
Mr.	Keerthy Jaya Tilak	00278137	AEMPK0158H	Chairman & Independent Director	30-09-2015	10-08-2017	60	0	0	0
Mr.	Patri Venkatarama Krishna Prasad	00009817	ACSPP8333R	Non-Executive Director	30-09-2015	08-08-2017		2	0	0
Mr.	Madhukar Sheth	00593586	ANXPS1972P	Non-Executive Director	30-09-2014			1	1	1
Mr.	Mark Silgado	02298310	AUJPS1026K	Non-Executive Director & Nominee Director	30-09-2016			1	0	0

Mr.	Gowrisankara Padma Rao Lakkaraju	07926264	ABOPL7899P	Non-Executive Independent Additional Director	08-08-2017			1	0	0
Mrs.	Jayanthi Naga Siripurapu	05107482	ADJPJ8683L	Independent Director	30-09-2015		60	1	2	0
Mr.	Prabhakara Rao Alokam	02263908	ADDPA1386P	Non-Executive Independent Additional Director	08-08-2017			2	1	1

II. Composition of Committees

Audit Committees			
Sr. No.	Name of the Director	Category	Chairperson / Membership
1.	Bhargav Marepally	Executive Director	Member
2.	Prabhakar Rao Alokam	Independent Director	Chairperson
3.	Jayanthi Naga Siripurapu	Independent Director	Member

Stakeholders Relationship Committees			
Sr. No.	Name of the Director	Category	Chairperson / Membership
1.	Bhargav Marepally	Executive Director	Member
2.	Madhukar Sheth	Non-Executive Director	Chairperson
3.	Jayanthi Naga Siripurapu	Independent Director	Member

Nomination and Remuneration Committees			
Sr. No.	Name of the Director	Category	Chairperson / Membership
1.	Gowrisankara Padma Rao Lakkaraju	Independent Director	Member

2.	Jayanthi Naga Siripurapu	Independent Director	Chairperson
3.	Madhukar Sheth	Non-Executive Director	Member

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

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)
29-May-2017	08-Aug-2017	71 Days

IV. Meeting of Committees

Name of the Committee	Dates(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)
Audit Committee	08-Aug-2017	Yes	29-May-2017	71 Days
Nomination and Remuneration Committee	08-Aug-2017	Yes	13- Aug -2016	361 Days

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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations:

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No.**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **YES**
 - b. Nomination & remuneration committee - **YES**
 - c. Stakeholders relationship committee - **YES**
 - d. Risk management committee (applicable to the top 100 listed entities) - **NOT APPLICABLE**
3. 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**
4. 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**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **YES**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here: - **NO**


Name: Bhargav Marepally

Designation: Managing Director

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year:

I. Affirmations:

Broad Heading	Regulation Number	Compliance Status (Yes / No / NA)
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)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with Para C of Schedule V	Yes



Name: Bhargav Marepally

Designation: Managing Director