



Integrating People, Process and Technology

Dated: 13th January 2016

The Manager Department of Corporate Services BSE Limited Dalal Street Mumbai-400001 Ph: 022-22721234	The Asst. Vice President Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai-400051 Ph: 022-26598452
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Dear Sir/ Madam

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 report for the quarter ended 31st December 2015 for your kind perusal and records.

**Yours Sincerely,
For GSS INFOTECH LIMITED**

Lalit Kumar Tiwari
Company Secretary & Compliance Officer
Mob: 09246392444
Encl: As above



GSS Infotech Limited

Reg. Off: Brigade Towers, Floor 3rd & 4th, Plot No: 30, Part No: 31, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500032 (Telangana, India)
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CIN No: L72200TG2003PLC041860

REPORT ON CORPORATE GOVERNANCE (REGULATION 27)

1. Name of Listed Entity : **GSS Infotech Limited**
 2. Quarter ending : **31st December 2015**

I. Composition of Board of Directors								
Title (Mr/Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent & /Nominee)	Date of Appointment in the current term /cessation	Tenure *	No of Directorship in listed entities including this listed entity (Refer Reg. 25(1))	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Reg. 26(1) of Listing)	No of post of Chairpersons on in Audit/Stakeholder Committee held in listed entities including this listed entity
Mr.	Bhargav Marepally	PAN:AJSPM0914A DIN:00505098	Executive	01 st June 2011		1	2	Nil
Mr.	Ramesh Yerramsetti	PAN:ABEPY9309B DIN:003798500	Non-Executive	30 th September 2014		1	Nil	Nil
Mr.	Keerthy Jaya Tilak	PAN:AEMPK0158H DIN:00278137	Chairperson, Non-Executive, Independent	30 th September 2015	5 years	1	1	1
Mrs.	Nagajayanthi Das Juttur Ragavendra	PAN:ADJPJ8683J DIN:051074822	Non-Executive, Independent	30 th September 2015	5 years	1	2	Nil
Mr.	Patri VenkataRamakrish	PAN:ACSP8333R DIN:00009817	Non-Executive	30 th September 2015		1	Nil	Nil
Mr.	Madhukar Sheth	PAN:ANXPS1972P DIN:00593586	Non-Executive	30 th September 2014		1	1	1
Mr.	Mark Silgado	PAN:AUJPS1026K DIN:02298310	Nominee	19 th July 2013		1	Nil	Nil

[§]PAN number of any director would not be displayed on the website of Stock Exchange.

&Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]
1. Audit Committee	Mr. Keerthy Jaya Tilak Mrs. Nagajayanthi Das Juttur Ragavendra Mr. Bhargav Marepally	Chairperson (Non-executive, Independent) Non-executive, Independent Executive (Managing Director)

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2. Nomination & Remuneration Committee	Mr. Patri VenkataRamakrishna Prasad Mrs. Nagajayanthi Das Juttur Ragavendra Mr. Keerthy Jaya Tilak Mr. Madhukar Sheth	Non-executive Chairperson (Non-executive, Independent) Non-executive, Independent Non-executive
3. Risk Management Committee (if Applicable)	Not Applicable	Not Applicable
4. Stakeholders Relationship Committee'	Mr. Madhukar Sheth Mrs. Nagajayanthi Das Juttur Ragavendra Mr. Bhargav Marepally	Chairperson (Non-executive) Non-executive, Independent Executive (Managing Director)

\$Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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)
10 th August 2015	14 th November 2015	96 days

IV. Meeting of Committees

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 meetings in number of days*
14 th November 2015	Yes. All the 3 members of the Audit Committee were present in the meeting held on 14 th Nov 2015	10 th August 2015	96 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

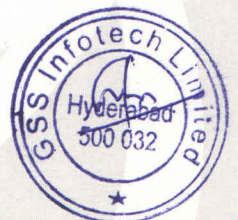
V. Related Party Transactions

Subject	Compliance status
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

Note

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations



1. ~~The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.~~

"The Board of Directors are putting best possible efforts to induct sufficient number of Independent Directors to bring the composition of the Board in order. We humbly request for some more time to ensure compliance."

2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - ~~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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: This report will be placed before the Board of Directors in the next Board Meeting.


Lalit Kumar Tiwari
Company Secretary

