



Date: 13th July, 2017

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|---|--|
| 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 June, 2017.

This is for your information and records.

Thanking you,

Yours faithfully
For GSS Infotech Limited

Esha Sinha

Esha Sinha
Company Secretary



GSS Infotech Limited

Reg. Off: Ground Floor, Wing-B, N heights, Plot No. 12, TSIIC Software Units Layout, Madhapur, Serilingampally Mandal, Rangareddy District, Hyderabad - 500081, Telangana, India
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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-Jun-2017**

| I. Composition of Board of Directors | | | | | | | | | | |
|---|------------------------------------|------------|------------|--|----------------------------|--------------------------|---------------|---|--|---|
| Title (Mr./Ms) | Name of the Director | DIN | PAN | Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominnee) | 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 | AJSPM0914A | ED | 01-Jun-2016 | | | 1 | 2 | 0 |
| Mr. | Ramesh Yerramsetti | 00379850 | ABEPY9309B | NED | 30-Sep-2014 | | | 1 | 0 | 0 |
| Mr. | Keerthy Jaya Tilak | 00278137 | AEMPK0158H | ID,C & NED | 30-Sep-2015 | | 5 | 1 | 1 | 1 |
| Mrs. | Nagajayanthi Das Juttur Ragavendra | 05107482 | ADJPJ8683L | ID | 30-Sep-2015 | | 5 | 1 | 2 | 0 |
| Mr. | Patri Venkatarama krishna Prasad | 00009817 | ACSPP8333R | NED | 30-Sep-2015 | | | 2 | 0 | 0 |
| Mr. | Madhukar Sheth | 00593586 | ANXPS1972P | NED | 30-Sep-2014 | | | 1 | 1 | 1 |
| Mr. | Mark Silgardo | 02298310 | AUJPS1026K | NED,N D | 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 | ID,C & NED | Chairperson |
| 3 | Nagajayanthi Das Juttur Ragavendra | ID | Member |



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

| Risk Management Committee | | | |
|----------------------------------|-----------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |

| Nomination and Remuneration Committee | | | |
|--|------------------------------------|-----------------|-------------------------------|
| <i>Sr. No.</i> | <i>Name of the Director</i> | <i>Category</i> | <i>Chairperson/Membership</i> |
| 1 | Keerthy Jaya Tilak | ID,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 | | |
|--|--|--|
| <i>Date(s) of Meeting (if any) in the previous quarter</i> | <i>Date(s) of Meeting (if any) in the relevant quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| 10-Feb-2017 | 29-May-2017 | 107 |

| IV. Meeting of Committees | | | | |
|----------------------------------|--|--|--|--|
| <i>Name of the committee</i> | <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive (in number of days)</i> |
| Audit Committee | 29-May-2017 | Yes | 10-Feb-2017 | 107 |

| V. Related Party Transactions | |
|--|--------------------------------------|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
| 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

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:

Name : **Esha Sinha**
Designation : **Company Secretary**

Esha Sinha

