



Integrating People, Process and Technology

Dated: 15th October 2015

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: Clause 49 of the listing agreement

In accordance with Clause 49 of the listing agreement please find attached herewith the quarterly Corporate Governance report for the quarter ended 30th September 2015 for your kind perusal and records.

**Yours truly,
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 Dist., Nanakramguda, Gachibowli, Hyderabad 500032, Telangana, India
Tel: +91 40 4455 6600 | Fax: +91 40 4002 8703 | E-mail: india@gssinfotech.com | www.gssinfotech.com
CIN No: L72200TG2003PLC041860

Quarterly Compliance Report on Corporate Governance

Name of the Company: **GSS Infotech Limited**

For the Quarter ended: **30th September 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	49 (II)		
(A) Composition of Board	49 (IIA)	No	The Board of Directors are putting best efforts to induct sufficient number of Independent Directors to bring the Composition of Board in order. We humbly request for some more time to ensure compliance.
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	Yes	
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	NA	Not Applicable



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VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For GSS Infotech Limited


 Company Secretary & Compliance Officer



GSS Infotech Limited