

REPORT ON CORPORATE GOVERNANCE (REGULATION 27)

1. **Name of Listed Entity** : **GSS Infotech Limited**
 2. **Quarter ending** : **31st March 2016**

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 in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Bhargav Marepally		Executive	01 st June 2011	5 years	1	2	Nil
Mr.	Ramesh Yerramsetti		Non-Executive	30 th September 2014		1	Nil	Nil
Mr.	Keerthy Jaya Tilak		Chairperson, Non-Executive, Independent	30 th September 2015	5 years	1	1	1
Mrs.	Nagajayanthi Das Juttur Ragavendra		Non-Executive, Independent	30 th September 2015	5 years	1	2	Nil
Mr.	Patri VenkataRamakrish		Non-Executive	30 th September 2015		1	Nil	Nil
Mr.	Madhukar Sheth		Non-Executive	30 th September 2014		1	1	1
Mr.	Mark Silgardo		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)
2. Nomination & Remuneration Committee	Mr. Patri VenkataRamakrishna Prasad Mrs. Nagajayanthi Das Juttur Ragavendra Mr. Keerthy Jaya Tilak Mr. Madhukar Sheth	Non-executive Director Chairperson (Non-executive - Independent) Non-executive- Independent Director Non-executive Director
3. Risk Management Committee(not 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 Director 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)
14 th November 2015	14 th February 2016	92 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 February 2016	Yes. All the 3 members of the Audit Committee were present in the meeting held on 14 th February 2016.	14 th November 2015	92 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

- 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.

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 identify/induct one Independent Director. 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
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - ~~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.
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

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

Name of the Listed Entity: **GSS Infotech Limited**

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/NA)refer note below
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	No The Board is making its best efforts to induct one Independent Director to ensure Compliance and bring the Composition of Board in order.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20 (1) & (2)	Yes
Composition and role of risk management committee	21 (1),(2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1), (5), (6), (7)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p>Note</p> <p>1 In the column "Compliance Status", By 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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p>Lalit Kumar Tiwari Company Secretary</p>		