



Integrating People, Process and Technology

Date: 05th January, 2017

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 31st December, 2016.

This is for your information and records.

Thanking you,

Yours faithfully
For GSS Infotech Limited

Esha Sinha

Esha Sinha
Company Secretary



GSS Infotech Limited

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - GSS Infotech Limited
 2. Quarter ending - 31-Dec-2016

I. Composition of Board of Directors										
Title (Mr./ Ms)	Name of the Director	DI N	P A N	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	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	AJS PM 091 4A	ED	01-Jun-2016			1	2	0
Mr.	Ramesh Yerramsetti	00379850	ABE PY9 309 B	NED	30-Sep-2014			1	0	0
Mr.	Keerthy Jaya Tilak	00278137	AE MP K01 58H	ID,C & NED	30-Sep-2015		5	1	1	1
Mrs.	Nagajayanthi Das Juttur Raga vendra	05107482	ADJ PJ8 683 L	ID	30-Sep-2015		5	1	2	0
Mr.	Patri Venkatakrishna Prasad	00009817	ACS PP8 333 R	NED	30-Sep-2015			2	0	0



Mr.	Madhukar Sheth	00593586	AN XPS 197 2P	NED	30-Sep-2014			1	1	1
Mr.	Mark Silgardo	02298310	AUJ PS1 026 K	NED,ND	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			
Sr. No.	Name of the Director	Category	Chairperson/Membership
1	Bhargav Marepally	ED	Member
2	Nagajayanthi Das Juttur Ragavendra	ID	Member
3	Madhukar Sheth	NED	Chairperson

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

Nomination and Remuneration Committee			
Sr. No.	Name of the Director	Category	Chairperson/Membership
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		
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)
13-Aug-2016	14-Nov-2016	92

IV. Meeting of Committees				
Name of the committee	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 (in number of days)
Audit Committee	14-Nov-2016	Yes	13-Aug-2016	92

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	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 :
Designation :

Esha Sinha
Esha Sinha
Company Secretary

