



*Integrating People, Process and Technology*

Date: January 3<sup>rd</sup>, 2018.

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/Madam,

**Subject: Corporate Governance Report for the quarter ended December 31st, 2017.**

**Ref: Regulation 27(2) of SEBI (LODR) Regulations, 2015.**

With reference to the above cited subject, we hereby submit the quarterly Corporate Governance Report as per the regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended December 31<sup>st</sup>, 2017.

Kindly acknowledge the receipt of the same and take the above information on your records.

Thanking you,  
For GSS Infotech Limited

Mohammad Anwar ul Haq  
Abdul Mannan  
Company Secretary and Compliance Officer



**GSS Infotech Limited**

Wing-B, Ground Floor, N heights, Plot No.12, TSIC 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 - **31-Dec-2017**

<b>i. Composition of Board of Directors</b>										
<b>T itl e ( M r. / M s )</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>PAN</b>	<b>Category (Chairpers on /Executive/N on- Executive/ Independent / Nominee)</b>	<b>Date of Appointment</b>	<b>Dat e of cess atio n</b>	<b>Tenure (in years)</b>	<b>No of Directorsh ip in listed entities including this listed entity</b>	<b>No of members hips in Audit/ Stakehol der Committe e(s) including this listed entity</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity</b>
Mr.	Bhargav Marepally	00505098	AJSPM0914A	C & ED	01-june-2016			1	2	0
Mr.	Madhukar Sheth	00593586	ANXPS1972P	NED	30-Sep-2014			1	1	1
Mr.	Mark Silgado	02298310	AUJPS1026K	NED,ND	30-Sep-2016			1	0	0
Mrs .	Nagajayanthi Das Juttur Ragavendra	05107482	ADJPJ8683L	ID	30-Sep-2015		5	1	2	0
Mr.	Gowrisankara Padma Rao Lakkaraju	07926264	ABOPL7899P	ID	08-Aug-2017		5	1	0	0
Mr.	PRabhakara Rao Alokam	02263908	ADDPA1386P	ID	08-Aug-2017		5	2	1	1

## II. Composition of Committees

<b>Audit Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Bhargav Marepally	C & ED	Member
2	Nagajayanthi Das Juttur Ragavendra	ID	Member
3	PRabhakara Rao Alokam	ID	Chairperson

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

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

<b>Nomination and Remuneration Committee</b>			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Gowrisankara Padma Rao Lakkaraju	ID	Member
2	Nagajayanthi Das Juttur Ragavendra	ID	Chairperson
3	Madhukar Sheth	NED	Member

<b>III. Meeting of Board of Directors</b>		
<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>
08-Aug-2017	13-Nov-2017	96

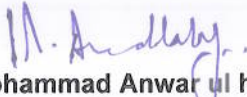


<b>IV. Meeting of Committees</b>				
<i>Name of the committee</i>	<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
Audit Committee	13-Nov-2017	Yes	08-Aug-2017	96
Nomination & Remuneration Committee	13-Nov-2017	Yes	08-Aug-2017	

<b>V. Related Party Transactions</b>	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	<b>Yes</b>
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. - **Yes**
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: **No**

  
**Name :** Mohammad Anwar ul haq Abdul Mannan  
**Designation :** Company Secretary & Compliance Office