



Integrating People, Process and Technology

**Dated: 14<sup>th</sup> April 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 31<sup>st</sup> March, 2015 for your kind perusal and records.

**Yours truly,  
For GSS INFOTECH LIMITED**

**Lalit Kumár Tiwari  
Company Secretary & Compliance Officer  
Mob: 09246392444  
Encl: As above**



**GSS Infotech Limited**

Reg. Off: Brigade Towers, Floor 3<sup>rd</sup> & 4<sup>th</sup>, 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: **31<sup>st</sup> March 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	
(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	
<b>III. Audit Committee</b>	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	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related party transactions	49 (VIIIA)	Yes	

*Calit Kumar . T.*



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(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 I)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	Will be complied in next annual report
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	Will be complied in next annual report
<b>XI. Compliance</b>	49 (XI)	Yes	

*Palit Kumar T.*



**GSS Infotech Limited**