



Integrating People, Process and Technology

**ANNUAL
REPORT**

14th Edition

2016-17

Vision & Mission

To be a choice of providers in the SMB market segment for cloud enablement services

“Provide Innovative Managed IT Services at a Committed Quality and Optimal Cost leveraging Technology, Thought Leadership and Global Delivery Model”

Core values

- ▶ Entrepreneurship
- ▶ Integrity
- ▶ Pursuit of Excellence

GSS Infotech – A Snapshot

- ▶ One of the fastest growing Managed IT Services Companies in India
- ▶ A Global organization with operations in US & India
- ▶ Strong Business Acumen with Technology Leadership
- ▶ World-class delivery engine delivering solutions to Fortune 500 companies and Global 1000 Companies
- ▶ SEI-CMMi Level-5 company, ITIL compliant processes, ISO 9001 and 27001 certifications
- ▶ Ranked in Forbes Asia's best 200 under \$ 1 billion companies in 2010 for the third consecutive year after 2008 and 2009
- ▶ Global Operations Command Center (GOCC) and remote delivery center in Hyderabad, India
- ▶ Empowering SMEs globally, through 5 Business /Development Centers
- ▶ Best-in-class top tier technology alliances and domain intensive Centers of Excellence
- ▶ Highly capable global team

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Corporate Information

Board of Directors

Mr. Keerthy Jaya Tilak

Chairman, Non-Executive & Independent Director

Mr. Bhargav Marepally

CEO & Managing Director

Mr. Ramesh Yerramsetti

Non-Executive, Non-Independent Director

Mr. Mark Silgado

Non-Executive, Non-Independent Director

Mr. Madhukar Sheth

Non-Executive, Non-Independent Director

Mr. Patri VenkataRamakrishna Prasad

Non-Executive, Non-Independent Director

Mrs. Nagajayanthi Das Juttur Ragavendra

Non-Executive, Independent Director

Mr. Sanjay Heda

Chief Financial Officer

Mrs. Esha Sinha

Company Secretary & Compliance Officer

Bankers

Bank of India

Axis Bank Limited

Committees of Board of Directors

Audit Committee

Mr. Keerthy Jaya Tilak

Mrs. Nagajayanthi Das Juttur Ragavendra

Mr. Bhargav Marepally

Nomination and Remuneration Committee

Mr. Patri VenkataRamakrishna Prasad

Mr. Keerthy Jaya Tilak

Mrs. Nagajayanthi Das Juttur Ragavendra

Mr. Madhukar Sheth

Stakeholders Relationship Committee

Mr. Madhukar Sheth

Mrs. Nagajayanthi Das Juttur Ragavendra

Mr. Bhargav Marepally

Statutory Auditors

M/s. Sarath & Associates

Chartered Accountants, 4th floor, Mass heights,

H.No. 8-2-577/B, Road No.8, Banjara Hills,

Hyderabad - 500034. Telangana State

Registered Office

CIN: L72200TG2003PLC041860

Ground Floor, Wing-B,

N heights, Plot No. 12,

TSIIC software units lay out, Madhapur,

Serilingampally Mandal,

Ranga Reddy District

Hyderabad -500 081

Registrar and Share Transfer Agents

Bigshare Services Private Limited

E-2 & 3, Ansa Industrial Estate, Saki Vihar

Road, Saki Naka, Andheri(E), Mumbai-400072, India

Tel:+912240430200, Fax:+912228475207

Notice of Annual General Meeting (AGM)

Notice is hereby given that the 14th Annual General Meeting (AGM) of the members of GSS Infotech Limited will be held on Saturday, the 30th Day of September, 2017, at 10.30 A.M at Ellaa Suites, Lotus Hall, Hill Ridge Springs, 25 Kancha, Gachibowli, ISB Road, Hyderabad - 500 032 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt:
 - a) The audited financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and the report of the Auditors thereon.
 - b) The audited consolidated financial statement of the company for the financial year ended 31st March, 2017 and the report of the Auditors thereon.
2. To appoint a Director in the place of Mr. Madhukar Chimanlal Sheth (DIN: 00593586), who retires by rotation, and being eligible, offers himself for Re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Madhukar Chimanlal Sheth (DIN: 00593586), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
3. To appoint a Director in the place of Mr. Ramesh Yerramsetti (DIN: 00379850), who retires by rotation, and being eligible, offers himself for Re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ramesh Yerramsetti (DIN: 00379850), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."
4. To ratify the appointment of M/s. Sarath and Associates, Chartered Accountants (Firm Registration Number 005120S), as Statutory Auditors and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the appointment of M/s. Sarath and Associates, Chartered Accountants (Firm Registration Number 005120S) as auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018."

Special Business:

5. **To consider and appoint Mr. Padmarao G.S. Lakkaraju (DIN: 07926264) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Padmarao G.S. Lakkaraju (DIN: **07926264**) who was appointed as an Additional Director with effect from 08th August, 2017, by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution.
6. **To consider and appoint Mr. A Prabhakara Rao (DIN: 02263908) as an Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. A Prabhakara Rao (DIN: 02263908) who was appointed as an

Additional Director with effect from 08th August, 2017, by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years from the date of coming into effect of this resolution.

7. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, including any amendment, modification, variation or re-enactment thereof and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) for issuing, making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (‘NCDs’) on private placement, in one or more tranches, such that the total amount does not exceed Rs.479.15 Crores during a period of one year from the date of passing of this Resolution”.

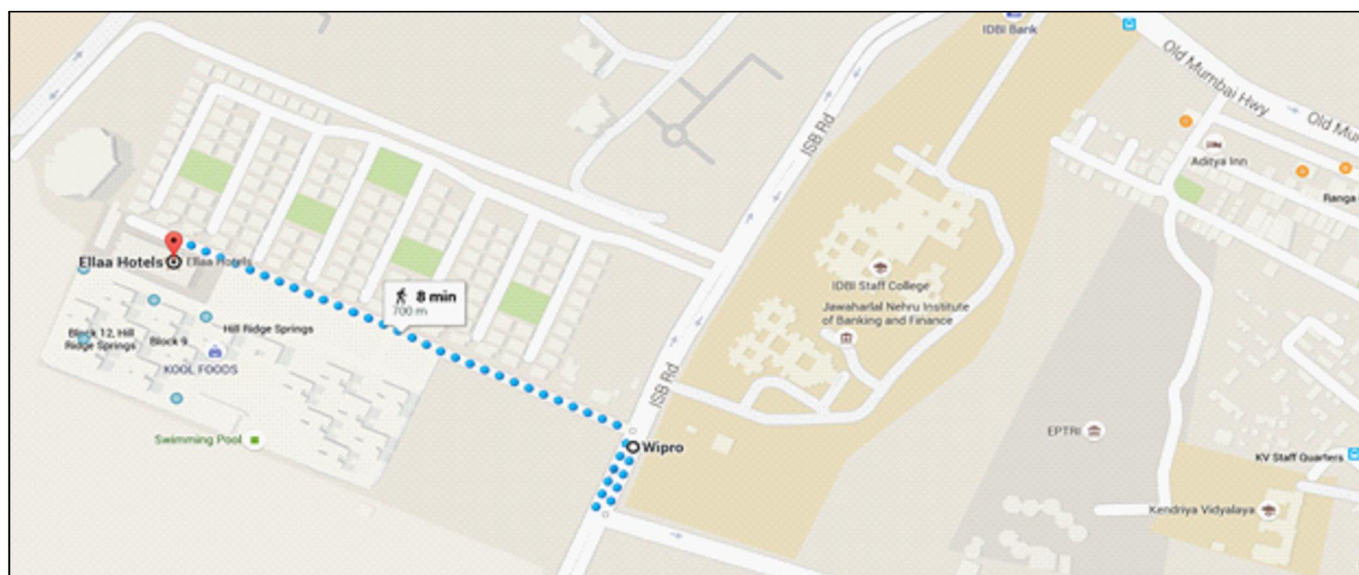
“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to determine the terms of issue, including the class of investors to whom the NCDs may be issued/offered, time, type, number of NCDs, tranches, issue/offer price, tenor, interest rates, premium/discount on redemption, listing, and to appoint Debenture Trustees and/or Registrar & Transfer Agents, if necessary, and to do all such acts, deeds and things and deal with all such matters as may be necessary in this regard.”

By Order of the Board of Directors

Date: 08th August, 2017
Place: Hyderabad

Keerthy Jaya Tilak
Chairman

Route Map for the venue of Annual General Meeting



Explanatory Statement (pursuant to section 102(1) of the Companies Act, 2013)

ITEM No 5 and 6:

Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao are Additional Directors (Independent) of the Company appointed in the Board Meeting held on 08th August, 2017 and hold office up to the ensuing Annual General Meeting. Pursuant to the provisions of Section 149 of the Act, every listed company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation and shall hold office for a term up to five consecutive years on the Board of the Company. Accordingly, it is proposed to seek approval of the Members to appoint Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao as Independent Directors of the Company under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, for a term up to five consecutive years as set out in the accompanying Notice. As required under Section 160 of the Act, the Company has received notices in writing from members along with the requisite amount of deposit proposing the candidature of Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao as Independent Directors of the Company. Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have consented to act as Directors of the Company. The Company has also received declarations from them that they meet with the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the Stock Exchanges. In the opinion of the Board, both of them fulfill the conditions specified in the Act and the Rules made thereunder and also under the Listing Agreement for appointment as Independent Director and they are independent of the management. Keeping in view the contributions made by them during their association with the Company, the Board considers that it shall be in the best interests of the Company to continue to have their benefit and knowledge. The Nomination and Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao as Independent Directors for a term up to five consecutive years. None of the Independent Directors hold any shares in the Company. A brief resume of Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao, nature of their expertise in specific functional areas and name of the Companies in which they hold directorship and memberships / chairmanships of Board Committees, shareholding in the Companies as stipulated under Clause 49 of the Listing agreement with the Stock Exchanges, are provided in the Corporate Governance report forming part of the Annual Report. Copies of the draft letters for the appointment Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao as Independent Directors setting out the terms and conditions of the Appointment and the notices received under Section 160(1) of the Companies Act, 2013 from the Members are kept open for inspection by Members at the Registered Office of the Company. A brief profile of each Director is annexed hereto forming part of the Notice. Save and except Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolutions set out at item nos. 5 and 6 of the Notice. The Board recommends the Ordinary Resolutions set out in Item No. 5 and 6 of the Notice for approval by the shareholders.

BRIEF PROFILE OF THE DIRECTORS

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) on Corporate Governance and the Companies Act, 2013, for appointment of the Directors / re-appointment of the retiring Directors, a statement containing details / brief profile of the concerned Directors are given below:

i. Mr. Padmarao G.S. Lakkaraju

Name of the Director	Mr. Padmarao G.S. Lakkaraju
Date of Birth	29.06.1974
DIN No.	07926264
Qualification	Advocate
Experience	Mr. Padmarao G.S. Lakkaraju comes with the enriched law experience with more than a decade and has made an immense impact with his expertise and been known for his pioneering work in his filed. He is practicing as an Advocate in the Hon'ble Supreme Court of India and High Court of Judicature at Hyderabad for the state of Telangana & A.P from February 2017 to till date. He was privileged to be the second Indian to address the 21 st International Association of Prosecutors Annual Conference at Dublin, Ireland in September 2016, participated by about 560 legal attorneys from 90 different countries.He

	has served as National Vice President, All India Prosecutors Association from August 2015 to February 2017. He was the State Convener for Association of Public Prosecutors from March 2011 to October 2012. He is also an Academic Mentor for aspirants completing Law School.
Shareholding in the Company as on March 31, 2017	NIL
Directorships held in other Companies	NIL

ii. Mr. A Prabhakara Rao

Name of the Director	Mr. A Prabhakara Rao
Date of Birth	15.06.1974
DIN No.	02263908
Qualification	Qualified Chartered Accountant
Experience	Mr. A Prabhakara Rao comes with a vast experience of 20 years in Industrial and Financial expertise. He is a qualified Chartered Accountant by profession and entrepreneur by choice. He comes with a vast experience and expertise in Corporate Finance, Strategic Financial Management and Statutory Compliances. He has played key role in the Financing Strategy, Corporate Planning and Risk Management. He holds expertise in the promotion of Hyderabad based IT/ITES Company engaged in IT infrastructure management, security solutions and OTT services. He has varied industry exposure in IT/ITES, Agro based seed industry, bulk drug industry and large scale dairy industry. As a financial professional, he contributed to the growth of Companies in terms of its rapid growth in turnover and profitability.
Shareholding in GSS Infotech Limited as on March 31, 2017	NIL
Directorships held in other Companies	Covidh Technologies Limited, ACS Technologies Limited, More Agri supplies & Services Private Limited, Akshara Infracon India Private Limited, Amaravati Global Solutions Private Limited, Upstream Capital Advisors Private Limited, Wiselinks Fincorp Private Limited, Eko Gifts Private Limited

iii. Mr. Madhukar Chimanlal Sheth

Name of the Director	Mr. Madhukar Chimanlal Sheth
Date of Birth	04.06.1949
DIN No.	00593586
Qualification	B.E, M.I.E
Experience	Mr. Sheth has held leadership positions in a variety of sectors. In addition, he has been a member of the Bombay Stock Exchange since 1993, at the BSE he was an arbitrator for Broker to Broker disputes and Broker to Client disputes, later being elevated to superior bench of Broker to Broker arbitrators. Mr Sheth's business and investment strategy, skills, and knowledge are widely recognized and he is often called upon to serve the role of commentator or analyst on leading business television channels. Madhukar holds a graduate degree in Mechanical Engineering from NIT-Surat.
Shareholding in GSS Infotech Limited as on March 31, 2017	1645143 shares
Directorships held in other Companies	Aabhaar Infrastructure Private Limited, Amax Holdings Private Limited, Blue Ideas Services Private Limited, Amax Properties Private Limited, Aabhaar Procon LLP

iv. Mr. Ramesh Yerramsetti

Name of the Director	Mr. Ramesh Yerramsetti
Date of Birth	11/08/1971
DIN No.	00379850
Qualification	M.Sc. (Tech) in Engineering and Masters in Systems and Information from BITS Pilani.
Experience	Mr. Ramesh Yerramsetti, the Founder Director of GSS Infotech comes with over 20 years of software industry experience with global technology companies, (which includes working as a Scientist at CSIR-New Delhi, various software technology roles at Indian National Science Academy – New Delhi, IBM Santa Teresa Labs - California, IBM - Connecticut and Morgan Stanley Dean Witter and Discover - Chicago).
Shareholding in GSS Infotech Limited as on March 31, 2017	NIL
Directorships held in other Companies	Arani Power Systems Limited, Yar Infrastructure Private Limited, GSS IT Solutions Private Limited

ITEM No 7:

The members of the Company, at the twelfth Annual General Meeting held on 30th September, 2015, had passed a special resolution authorising the Board of Directors of the Company to borrow any sum or sums of money for the business of the Company, from time to time, in Indian or Foreign currency or both, whether by way of cash credit, advance or deposit, loans or bill discounting or otherwise or by way of issue of debentures/bonds or any other security(ies), from time to time from any Bank(s)/Financial Institutions(s) or any other Institution(s), firms, body corporate(s) or other person(s), in India or abroad from any one or more of the Company's Bankers and / or from any one or more other persons, firms, bodies corporate or financial institutions and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties whether movable, immovable including intangibles, or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) and work-in-progress and all or any of the undertakings of the Company notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose but, so however, that the total amount upto which the moneys may be borrowed by the Board of Directors and outstanding at any time shall not exceed Rs. 500 Crores (Rupees Five Hundred Crores only).

Pursuant to the above authorisation, the Company has decided to make private placement of redeemable non-convertible debentures. The Board may, at an appropriate time, consider offering or inviting subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement, issuable / redeemable at par, in order to augment long-term resources for financing inter alia the ongoing capital expenditure and for general corporate purposes.

Section 71 of the Act which deals with the issuance of debentures read with Section 42 of the Act which deals with the offer or invitation for subscription of securities of a company on private placement and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 provide that a company which intends to make a private placement of its non-convertible debentures, shall, before making an offer or invitation for subscription, obtain approval of its shareholders by means of a special resolution. It shall be sufficient if the company passes a special resolution only once in a year for all the offers or invitations for such non-convertible debentures during the year.

Keeping in view the above, consent of the members is sought for passing the Special Resolution as set out at Item No. 7 of the Notice. This enabling resolution authorises the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures, as may be required by the Company, from time to time and as set out herein, for a year from the date of passing this resolution.