



Annual Report | 16th Edition 2018 -19



Vision & Mission

To be a preferred IT service provider to the Healthcare sector leveraging next-gen technologies.

“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 with ISO 9001, 27001 certifications and SSAE18 SOC TYPE II
- ❖ Global Operations Command Center (GOCC) and remote delivery center in Hyderabad, India
- ❖ 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. Bhargav Marepally

CEO & Managing Director

Mrs. Nagajayanthi Das Juttur Ragavendra

Non-Executive, Independent Director

Mr. Prabhakara Rao Alokam

Non-Executive, Independent Director

Mr. Gowrisankara Padma Rao Lakkaraju

Non-Executive, Independent Director

Mr. Rambabu Sampangi Kaipa

Non-Executive Director

Mr. Saikiran Satya Surya Raghavendra Gundu

Non-Executive Director

Mr. V. Ravikumar Jatavallabha

Chief Financial Officer

Mr. Mohammad Anwar ul haq Abdul Mannan

Company Secretary & Compliance Officer

Bankers**Axis Bank Limited**

Bank of India

Committees of Board of Directors

Audit Committee

Mr. Prabhakara Rao Alokam

Mrs. Nagajayanthi Das Juttur Ragavendra

Mr. Bhargav Marepally

Nomination and Remuneration Committee

Mrs. Nagajayanthi Das Juttur Ragavendra

Mr. Prabhakara Rao Alokam

Mr. Gowrisankara Padma Rao Lakkaraju

Stakeholders Relationship Committee

Mrs. Nagajayanthi Das Juttur Ragavendra

Mr. Bhargav Marepally

Mr. Gowrisankara Padma Rao Lakkaraju

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 16th Annual General Meeting (AGM) of the members of GSS Infotech Limited will be held on Monday, the 30th Day of September, 2019, at 10.00 A.M at Ellaa Suites, Jasmine 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 31 March, 2019 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 31 March, 2019 and the report of the Auditors thereon.
2. To appoint a Director in the place of Mr. Bhargav Marepally (DIN: 00505098), who retires by rotation, and being eligible, offers himself for Re-appointment;
3. To Consider and approve the appointment of M/s. Rambabu & Co, Chartered Accountants (Firm Registration Number 002976S), as Statutory Auditors of the Company to hold office for a period of Five years until the Conclusion of 21st Annual General Meeting and to fix their remuneration 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), and pursuant to the recommendations of the Audit Committee and Board of Directors of the Company M/s Rambabu & Co, Chartered Accountants (Firm Registration No 002976S) , be and is hereby appointed as the Statutory Auditors of the Company, in place of retiring auditors M/s. Sarath and Associates, Chartered Accountants (Firm Registration Number 005120S), to hold the office from the conclusion of this 16th AGM until the conclusion of 21st Annual General Meeting of the company, at such remuneration and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the auditors”

Special Business:

4. Appointment of Mr. Saikiran Satya Surya Raghavendra Gundu (DIN 02224296) as Non-Executive Director:

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Saikiran Satya Surya Raghavendra Gundu (DIN 02224296), who was appointed as an Additional Director of the company by the Board of Directors with effect from 13th February, 2019 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retire by rotation.”
5. Appointment of Mr. Rambabu Sampangi Kaipa (DIN 8238968) as Non-Executive Director:

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rambabu Sampangi Kaipa (DIN 8238968), who was appointed as an Additional Director of the company by the Board of Directors with effect from 13th February, 2019 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retire by rotation.”
6. Re-appointment of Mrs. Nagajayanthi Ragavendra Das Juttur (DIN: 5107482) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

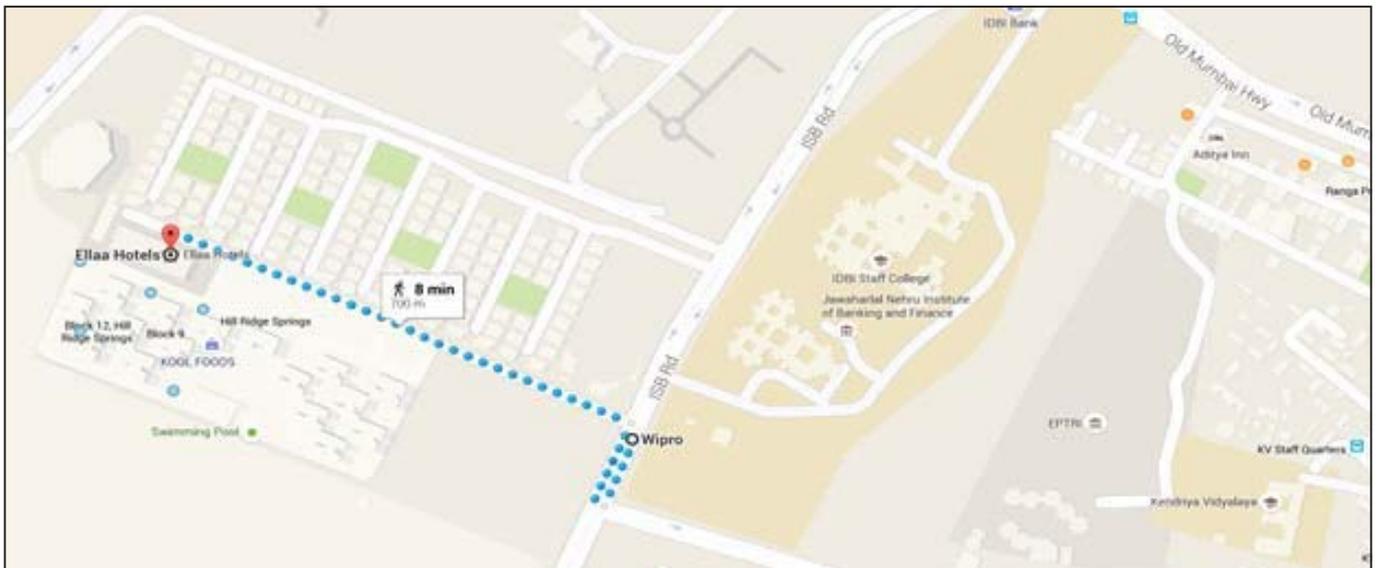
“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. Nagajayanthi Ragavendra Das Juttur (DIN: 5107482), who was appointed as an Independent Director of the Company for a term of five years, by the members at the 12th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the date of coming into effect of this resolution, not liable to retire by rotation.”

By Order of the Board of Directors

Date: 13th August, 2019
Place: Hyderabad

Bhargav Marepally
CEO & Managing Director

Map for the venue of Annual General Meeting



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

ITEM No 3:

In terms of Section 139 of the Companies Act, 2013 (“the Act”), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Sarath & Associates, Chartered Accountants (Registration No. 005120S), will hold office until the conclusion of the ensuing Annual General Meeting and will not seek re-appointment as their consecutive term comes to an end. The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 21st Annual General Meeting.

The Board of Directors at its meeting held on 13th August 2019, after considering the recommendations of the Audit Committee, had recommended the appointment of M/s. Rambabu & Co, Chartered Accountants, (Registration No. 002976S), as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five consecutive years’ from the conclusion of the 16th Annual General Meeting till the conclusion of 21st Annual General Meeting of the Company.

M/s.Rambabu & Co, Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder.

Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Rambabu & Co, Chartered Accountants as the Statutory Auditors of the Company and to fix their remuneration.

Interest of Directors and Key Managerial Personnel:

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

ITEM No 4:

The Board of Directors of the Company (‘the Board’) at the meeting held on 13th February, 2019, on the recommendation of the Nomination & Remuneration Committee (‘the Committee’), appointed in terms of Section 161 of the Companies Act, 2013 (‘the Act’), Mr. Saikiran Satya Surya Raghavendra Gundu (DIN 02224296) as an Additional Non-Executive Director of the Company with effect from the said date.

Mr. Saikiran Satya Surya Raghavendra Gundu will vacate office at this Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Saikiran Satya Surya Raghavendra Gundu as a Non-Executive Director of the Company as set out in the Resolution relating to his appointment.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Saikiran Satya Surya Raghavendra Gundu has been received by the Company, and consent has been filed by Mr. Saikiran Satya Surya Raghavendra Gundu pursuant to Section 152 of the Act.

Additional information in respect of Mr. Saikiran Satya Surya Raghavendra Gundu, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, Brief Profile:

Mr. Saikiran Satya Surya Raghavendra Gundu, aged 43 years has rich global experience of 19 years in IT infrastructure and Automation and has rolled out many products and services to address key problem through automation and solving business problems through automation. A post graduate in computer applications (MCA) from Osmania University. He combines business acumen with technical knowledge to create innovative solution to address industry challenges.

Mr. Saikiran Satya Surya Raghavendra Gundu does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. Mr. Saikiran Satya Surya Raghavendra Gundu is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

Item No. 5:

The Board of Directors of the Company ('the Board') at the meeting held on 13th February, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), appointed in terms of Section 161 of the Companies Act, 2013 ('the Act'), Mr. Rambabu Sampangi Kaipa (DIN 8238968) as an Additional Non-Executive Director of the Company with effect from the said date.

Mr. Rambabu Sampangi Kaipa will vacate office at this Annual General Meeting. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Rambabu Sampangi Kaipa as a Non-Executive Director of the Company as set out in the Resolution relating to his appointment.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Rambabu Sampangi Kaipa has been received by the Company, and consent has been filed by Mr. Rambabu Sampangi Kaipa pursuant to Section 152 of the Act.

Additional information in respect of Mr. Rambabu Sampangi Kaipa, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, Brief Profile:

Mr. Rambabu Sampangi Kaipa, aged 51 years comes with 25 years of global experience in delivering IT services globally for large clients managing in excess of USD 150 Million in revenues. A post graduate in Computer Science from NIT, Warangal, has spent 25 years with Infosys Limited, building their global delivery model working from the Chairman's office and spearheaded their CSR initiatives "The Akshaya Patra Foundation".

Mr. Rambabu Sampangi Kaipa does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in this Resolution. Mr. Rambabu Sampangi Kaipa is not related to any of the Directors or Key Managerial Personnel of the Company. The Board recommends this Resolution for your approval.

ITEM No 6:

Mrs. Nagajayanthi Ragavendra Das Juttur (DIN: 05107482) was appointed as an additional director (independent) of the Company in a board meeting held on 10th February 2015. In terms of Section 149 of the Companies Act, 2013, the members have at the 12th Annual General Meeting held on 30th September 2015 appointed Mrs. Nagajayanthi Ragavendra Das Juttur as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years.

Accordingly, the current term of Mrs. Nagajayanthi expires on 10th February 2020. In terms of Section 149 of the Companies Act, 2013, Mrs. Nagajayanthi is eligible for being appointed as an Independent Director for another term of 5 consecutive years. The Company has received a notice in writing from a member proposing the re-appointment Mrs. Nagajayanthi as an Independent Director of the Company for another term of five consecutive years effective from the Conclusion of the ensuing AGM 2019.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 13th August 2019, approved, subject to the approval of the members at the ensuing Annual General Meeting, re-appointment of Mrs. Nagajayanthi Ragavendra Das Juttur as an Independent Director for another term of five consecutive years effective from the Conclusion of the ensuing AGM 2019. Mrs. Nagajayanthi will not be liable to retire by rotation.

Mrs. Nagajayanthi Ragavendra Das Juttur, a Fellow Member of Institute of Company Secretaries of India, a Post Graduate in Financial management having rich experience in Corporate Finance, Secretarial and corporate compliance. She is also a speaker, writer and contributor in various Fora, having specialization in the area of carbon credits and Corporate Governance. After a brief stint as Class 1 Gazette Officer with Cabinet Secretariat Government of India, New Delhi she ventured into

corporate world and has been company secretary and compliance officer for reputed multinational companies in field of construction, fertilizer manufacturing, Bio-informatics and Genomics and Pharmaceutical industry. with over 18 years of experience in Secretarial, Legal and Finance domains. She specializes in advising businesses on mergers and acquisitions, project financing, debt syndication, corporate restructuring, corporate governance, strategic planning, legal and secretarial compliances.

The re-appointment is recommended based on knowledge, skills, experience and performance evaluation of Mrs. Nagajayanthi Ragavendra Das Juttur. She has attended almost all the Board Meetings and the Committees of which she is a Chairperson and/or Member during her tenure as an Independent Director. Her performance evaluation has been considered annually by the Nomination and Remuneration Committee and the Board. Mrs. Nagajayanthi has been evaluated on parameters including proactive discussions, understanding of the Company's business, engagement with the Company's management, exercising of Independence of behavior and judgement in her decisions and if she strives to bring in the best practices regarding governance, disclosures and operations. She has been rated most favorably in her performance evaluation by other directors. Mrs. Nagajayanthi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as the Director. The Company has also received a declaration that she meets the criteria for the independence as prescribed under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mrs. Nagajayanthi Ragavendra Das Juttur fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for re-appointment as an Independent Director.

Your Directors recommend the approval of proposed resolution in the best interest of the company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, whether directly or indirectly, in the resolution mentioned at item No. 6 of the Notice.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/ HERSELF. A Proxy need not be a member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the AGM i.e. by 10.00 a.m. on Saturday, 28th September, 2019. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person shall not act as a proxy for more than 50 (fifty) members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2019 to 30th September, 2019 (both days inclusive).
4. Members holding shares in electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall where the AGM is proposed to be held. The Members are requested to fill the details i.e. folio number in case of physical shares and DP ID and Client ID numbers for identification.
6. Corporate members intending to send their authorized representatives to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the AGM, to the Company's Registrar and Transfer Agent or to the Company's Registered office by 10.00 a.m. on Saturday, 28th September, 2019.