



Annual Report 2021-2022



19TH EDITION



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 Centre (GOCC) and remote delivery centers in Hyderabad, India
- ❖ Best-in-class top tier technology alliances and domain intensive "Centre of Excellence"
- ❖ Highly capable global team

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Corporate Information

<p>Board of Directors</p> <p>Mr. Bhargav Marepally (CEO & Managing Director)</p> <p>Mrs. Nagajayanthi Das Juttur Raghavendra (Non-Executive, Independent Director)</p> <p>Mr. Prabhakara Rao Alokam (Non-Executive, Independent Director)</p> <p>Mr. Chaitanya Challa (Non- Executive, Independent Additional Director)</p> <p>Mr. Saikiran Satya Surya Raghavendra Gundu (Non-Executive Director)</p> <p>Mr. Rambabu Sampangi Kaipa (Non-Executive Director)</p> <p>Mr. Ravikumar Jatavallabha V. (Chief Financial Officer) (upto 31.05.2022)</p> <p>Ms. Amrita Singh (Company Secretary & Compliance Officer) (upto 04.07.2022)</p> <p>Registered Office Ground Floor, Wing-B, N Heights, Plot No. 12, TSIC Software Units Layout, Madhapur, Serilingampally Mandal, Ranga Reddy District, Hyderabad -500 081 CIN: L72200TG2003PLC041860</p>	<p>Statutory Auditors M/s. Rambabu & Co., Chartered Accountants, Pancom Chambers, 6-3-1090/1/A, Raj Bhavan Rd, Somajiguda, Hyderabad, Telangana – 500082</p> <p>Bankers ICICI Bank Axis Bank</p> <p>Registrars & Share Transfer Agent M/s. Bigshare Services Private Limited, E-2 & 3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri(E), Mumbai - 400072, Tel:+912240430200, Fax:+912228475207</p> <p>Secretarial Auditors Ms. Neha Pamnani, Company Secretary in Practice, 8-3-318/6/10, Yellareddy Guda, Ameerpet, Hyderabad - 500 073, Telangana</p>
<h3>Board Committees</h3>	
<p>Audit Committee Mr. Prabhakara Rao Alokam - Chairperson Mrs. Nagajayanthi Das Juttur Raghavendra - Member Mr. Bhargav Marepally - Member</p>	<p>Stakeholders Relationship Committee Mrs. Nagajayanthi Das Juttur Raghavendra - Chairperson Mr. Bhargav Marepally - Member Mr. Chaitanya Challa – Member</p>
<p>Nomination and Remuneration Committee Mrs. Nagajayanthi Das Juttur Raghavendra - Chairperson Mr. Prabhakara Rao Alokam - Member Mr. Chaitanya Challa - Member</p>	<p>Corporate Social Responsibility Committee Mr. Rambabu Sampangi Kaipa - Chairperson Mr. Prabhakara Rao Alokam - Member Mrs. Nagajayanthi Das Juttur Raghavendra - Member</p>

CHAIRMAN'S LETTER

Dear Stakeholders,

The industry has seen some unprecedented times leaving many experts guessing the future direction and trends. These times have forced us to modify our way of life which not only spun a rather hazy web of uncertainties but also took life back in time.

The effects of this are seen far, wide, and deep in all spheres be it industry, government, public life, society etc. Now that the effects of the pandemic are starting to slowly wade off and organizations looking at away back to normal, a great opportunity lies ahead of us to reinvent and flourish in an unknown yet rapidly changing scenario.

The focus now needs to be not just on opportunities that would transform and help us survive but also help us sustain growth and flourish in the long term.

It is no surprise that “Digital Transformation” is championing the change by touching all the sectors in more than one way. Being a part of this transformation and adopting new trends will enable businesses to make better decision, innovate processes and along the way create new revenue avenues, save costs, and expand markets. In what we call “Digital Technological Planes” we see AI & ML, Communication & Interaction devices take over everything from Retailing e-commerce, Payments, Education, Transportation, Services, Banking & Insurance, Healthcare etc.

Some of the globally emerged trends that I would like to highlight that GSS would see itself engage in a big way are

- Online commerce, Digital and contactless payments
- Online health, supply chain 4.0
- Quantum computing
- AI and Deep learning via digital persons
- AI driven Asset governance for global organizations

Our focus on distributed Technology models mitigates risks, while our deep knowledge of emerging technologies, spurs Sales Channel reinvention. And our strong partnerships bridge gaps in the new Tech ecosystem.

While tremendously profitable opportunities are being lassoed in by high tech, we believe that global tech hubs accelerate innovation. We are keeping a close watch on the emerging new trends and are poised to adapt and reimagine our plans in a way that will add value to our customers.

We are technology “agnostic,” with a large solution sport folio and our solutions are delivered in physical, virtual, and cloud-based environments through highly skilled technology specialists and advanced service delivery engineers. We are a leading sales channel partner for many original equipment manufacturers (“OEMs”), software vendors and cloud providers.

As we continue to adapt, learn, grow and change during the current scenario, we are confident that our expertise combined with our agility will translate into the numbers that are a true reflection of our potential to flourish.

Very Sincerely,

Sd/-

Chairman

NOTICE OF 19TH ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the 19th Annual General Meeting (AGM) of the members of GSS Infotech Limited will be held on Friday, the 30th day of September 2022, at 10.30 A.M through video conference to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and the report of the Auditors there on.
 - b) The audited consolidated financial statements of the company for the financial year ended 31st March, 2022 and the report of the Statutory Auditors there on.
2. To appoint a Director in the place of Mr. Saikiran Satya Surya Raghavendra Gundu (DIN:02224296) who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To regularize the appointment of Mr. Chaitanya Challa (DIN: 06934113), Non-Executive Additional Director in an Independent capacity for a period of five (5) years and in this regard to consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary resolution:**

“RESOLVED THAT Mr. Chaitanya Challa (DIN: 06934113) who was appointed as a Non-Executive Additional Director in an independent capacity with effect from 05th November, 2021 on the Board of the company in terms of Section 149, 152 and other applicable provisions and rules made there under, including any amendment, modification, variation or re-enactment thereof read with Schedule IV of the act for the time being in force, Mr. Chaitanya Challa (DIN: 06934113), Director of the company in respect of whom the company has received a notice in writing, be and is hereby appointed as an Independent Director of the company to hold office as such for a period of 5 (five) consecutive years with effect from the date of meeting and that he is not liable to retire by rotation”.

4. **To regularize the appointment of Mr. Prabhakar Rao Alokam (DIN: 02263908), Non-Executive Independent Director for a further tenure of five (5) years and in this regard to consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary 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, Mr. Prabhakara Rao Alokam (DIN: 02263908), was proposed to be re-appointed as an Independent Director of the Company for a further term of five years, by the Board of Directors in their meeting held on 23rd May, 2022. In terms of Section 149 of the Companies Act, 2013, and pursuant to the recommendation of the Nomination and Remuneration Committee, be and is hereby regularized as an Independent Director of the Company for a second term of five consecutive years subject to approval of the members, not liable to retire by rotation.”

**By Order of the Board of Directors
For GSS Infotech Limited**

**Sd/-
Bhargav Marepally
CEO & Managing Director
DIN:00505098**

**Place: Hyderabad
Date: 12th August, 2022**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No 3:

On recommendation and approval of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 05th November, 2021, appointed Mr. Chaitanya Challa as a Non-Executive Additional Director of the Company in an Independent capacity without any remuneration for a period of Five (5) years effective from 05th November, 2021 to 04th November, 2026, and the terms of his appointment, subject to approval of the Members of the company. The approval of the Members of the Company is now sought for the regularization and terms of his appointment, details of which are set out here under:

- a) The Appointment of Mr. Chaitanya Challa shall be governed by containing the terms and conditions of appointment which can be amended from time to time by the Board of Directors.
- b) The period of appointment is for five (5) years with effect from 05th November, 2021.
- c) There shall be no remuneration/sitting fees to be drawn by Mr. Chaitanya Challa in terms of the Companies Act, 2013 from the company and its subsidiaries in India.
- d) Mr. Chaitanya Challa is entitled to do all the activities and acts, as may be delegated to him from time to time apart from the general functions as an Independent Director of the Company is entitled to under law in India
- e) It is explicitly provided that for matters not provided in the appointment letter and for any matters containing ambiguity in interpretation with regard to appointment of Mr. Chaitanya Challa, the same shall be referred to the Board of Directors for necessary directions.

ITEM No 4:

On recommendation and approval of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 23rd May 2022, re-appointed Mr. Prabhakar Rao Alokam as an Independent Director of the Company without any remuneration for a further period of Five (5) years effective from 23rd May 2022 to 22nd May 2027, and the terms of his re-appointment, subject to approval of the Members of the company at the ensuing AGM. The approval of the Members of the Company is now sought for the regularization and terms of his re-appointment, details of which are set out here under:

- a) The re-appointment of Mr. Prabhakar Rao Alokam shall be governed by containing the terms and conditions of appointment which can be amended from time to time by the Board of Directors.
- b) The period of his second tenure as an Independent Director will be for five (5) years with effect from 23rd May 2022.
- c) There shall be no remuneration to be drawn by Mr. Prabhakar Rao Alokam in terms of the Companies Act, 2013 from the company and its subsidiaries in India.
- d) Mr. Prabhakar Rao Alokam is entitled to do all the activities and acts, as may be delegated to him from time to time apart from the general functions as an Independent Director of the Company is entitled to under law in India
- e) It is explicitly provided that for matters not provided in the appointment letter and for any matters containing ambiguity in interpretation with regard to appointment of Mr. Prabhakar Rao Alokam, the same shall be referred to the Board of Directors for necessary directions.

Details of Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings)

Name of the Director	Mr. Chaitanya Challa
Date of first appointment on the Board	05 th November, 2021
Date of Birth	12 th August, 1982
Expertise in Specific Functional areas and Experience	Mr. Chaitanya Challa has worked as Unit Chief Internal Medicine in Virinchi Hospitals from August 2018 to February 2020. He is currently working as a Service Consultant in Care Hospital Banjara Hills, Apollo Hospital Jubilee Hills, Global Hospital Lakdikapool, Omni Hospital Kukatpally as Unit Head of Internal Medicine, Diabetes, Obesity, Hypertension, Lifestyle Disorders & Critical Care. He has started Health At Homes, A Home-Based Health Care Company which provides Doctors At Home, Nurses At Home, Caretakers At Home, Pharmacy At Home, Vaccinations At Home, ECG At Home, X-Ray At Home, Ambulances Services for home, Air Ambulance Services, Lab Tests At Home and all other Medical Equipment Services at Home. He has also started a clinic by name Challa Clinics (A UNIT OF CHALLA HOSPITALS) which is a completely free of charge (only Consultations) Health Care Centre.
Educational Qualification	MBBS, MD
Names of the listed entities in which the person also holds the directorship and the membership / chairmanships of committees of the Board	He does not hold directorship in any other listed company.
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Being a Non-Executive Independent Director, as per his terms and conditions of his appointment, he is entitled to sitting fess for each Meeting of Board / Committee attended by him. For details, please refer to the remuneration details provided in the Report on Corporate Governance.
Shareholding in the Company as on 31.03.2022 Relationship between Directors inter-se/ Manager and KMPs	NIL Mr. Chaitanya Challa does not have any relationship directly or indirectly with managerial personnel. He is not related to any Director of the Company.
Number of Meetings of the Board attended during the year	3 out of 7
For other details in respect of number of Board Meetings attended during the year, Chairmanship(s)/ Membership(s) of Committees of other Companies as on March 31, 2022 and remuneration, refer the Report on Corporate Governance.	

Details of Directors seeking appointment / re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings)

Name of the Director	Mr. Prabhakar Rao Alokam
Date of first appointment on the Board	08 th August, 2017
Date of Birth	15 th June, 1974
Expertise in Specific Functional areas and Experience	Mr. Prabhakar Rao is a Chartered Accountant by profession and entrepreneur by choice. He is a seasoned financial professional who brings in 20 years of financial and industrial expertise to the business. He has varied industry experience in IT/ITES, Agro based seed industry, bulk drug industry and large scale dairy industry. He is the promoter of Hyderabad based IT/ITES Company engaged in IT infrastructure management, security solutions and IOT Solutions. Also serving board of start-up company engaged in development of online platform for logistics and transport management.
Educational Qualification	CA
Directorships in other Listed Companies	He does not hold directorship in any other listed company.
Membership/Chairmanships of committees of Other Boards (other than the Company)	NIL
Details of Remuneration sought to be paid and the remuneration last drawn by such person	Being a Non-Executive Independent Director, as per his terms and conditions of his re-appointment, he is entitled to sitting fess for each Meeting of Board / Committee attended by him. For details, please refer to the remuneration details provided in the Report on Corporate Governance.
Shareholding in the Company as on 31.03.2022	NIL
Relationship between Directors inter-se/ Manager and KMPs	Mr. Prabhakar Rao does not have any relationship directly or indirectly with managerial personnel. He is not related to any Director of the Company.
Number of Meetings of the Board attended during the year	7 out of 7
For other details in respect of number of Board Meetings attended during the year, Chairmanship(s)/ Membership(s) of Committees of other Companies as on March 31, 2022 and remuneration, refer the Report on Corporate Governance.	