



Integrating People, Process and Technology

Date:30.05.2023

To Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai – 400051 Scrip Symbol: GSS	To The Corporate Relations Department BSE Limited Phiroz Jeejeebhoy Towers, 25 th Floor, Dalal Street Mumbai – 400001 Scrip Code – 532951/GSS
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Dear Sir / Madam,

Sub: Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2023

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015: Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the copy of the Annual Secretarial Compliance Report for the financial year ended March 31, 2023 issued by Ms. Neha Pamnani, Practicing Company Secretary, Secretarial Auditor of the Company..

This is for your information and records.

Thanking you,

Yours faithfully

For GSS Infotech Limited

R.K.Pooja

Company Secretary & Compliance Officer

(M No: A41361)

GSS Infotech Limited

Wing-B, Ground Floor, N Heights, Plot No. 12, TSIIIC Software Units Layout, Madhapur, Serilingampally Mandal, Rangareddy District, Hyderabad – 500081, Telangana, India

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CIN No: L72200TG2003PLC041860



Neha Pamnani

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SECRETARIAL COMPLIANCE REPORT OF “GSS INFOTECH LIMITED” FOR THE YEAR ENDED 31ST MARCH, 2023

I **Neha Pamnani** have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by “**GSS INFOTECH LIMITED**”(hereinafter referred as ‘the listed entity’), having its Registered Office at Grd Floor, Wing-B, N heights, Plot No. 12, TSIIC Software Units Layout, Madhapur, Serilingampally, Hyderabad, Rangareddi, Telangana - 500081. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **31st March 2023**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I **Neha Pamnani** have examined:

- (a) all the documents and records made available to me and explanation provided by **GSS INFOTECH LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report, for the financial year ended **31st March 2023** (“Review Period”) in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (*Not applicable to the listed entity during the period under review*)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021;

- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the listed entity during the period under review)*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I. hereby report that, during the Review Period:

1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	The company shall submit a Reconciliation of Share Capital Audit (RSCA) Report on a quarterly basis to the stock exchanges where the company is listed, within 30 days of the end of each quarter in PDF and XBRL Mode.	Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018	As per the verification and confirmed by the management, the RSCA Audit Report (PDF) for the quarter ended 30 th June 2022 has been filed with a delay.	NIL	NIL	As per the verification and confirmed by the management, the RSCA Audit Report (PDF) for the quarter ended 30 th June 2022 has been filed with a delay.	NIL	As per the verification and confirmed by the management, the RSCA Audit Report (PDF) for the quarter ended 30 th June 2022 has been filed with a delay.	The company will be cautious henceforth	NA
2.	The companies shall submit a compliance certificate on a quarterly basis to the stock exchanges where the company is listed.	Reg 3(5) and 3(6) of SEBI (PIT) Regulation, 2015	As per the verification and confirmed by the management, the SDD compliance certificate for the quarter ended December 2022 has been filed with a delay	NIL	NIL	As per the verification and confirmed by the management, the SDD compliance certificate for the quarter ended December 2022 has been filed with a delay	NIL	As per the verification and confirmed by the management, the SDD compliance certificate for the quarter ended December 2022 has been filed with a delay	The company will be cautious henceforth	NA

3.	The Board of Directors of the company shall disclose the details of the scheme(s) or provide a link of such scheme being implemented in their board report.	Regulation 14 read with Part F of SEBI(Share Based Employee Benefits and Sweat Equity) Regulations, 2021	There were no such disclosure in the board report prepared for FY 2021-2022	NIL	NIL	There were no such disclosure in the board report prepared for FY 2021-2022	NIL	There were no such disclosure in the board report prepared for FY 2021-2022		
4.	The promoter of every target company shall declare on a yearly basis that he, along with persons acting in concert, has not made any encumbrance, directly or indirectly, other than those already disclosed during the financial year	As per Regulation 31(4) and 31(5) of SEBI (Substantial Acquisition Of Shares And Takeovers) Regulation, 2011)	As per the verification and confirmed by the management, the same was not filed for Financial year ended on 2022	NIL	NIL	As per the verification and confirmed by the management, the same was not filed for Financial year ended on 2022	NIL	As per the verification and confirmed by the management, the same was not filed for Financial year ended on 2022	The company will be cautious henceforth	NA
5.	The company needed to file the prescribed disclosure in the format A within 30 days of closing of financial year 2022.	SEBI Circular No. SEBI/HO/DDHS/CIR/P/2018/14 dated 26th November, 2018 as superseded by time to time	As per the verification and confirmed by the management, the same was not filed for Financial year ended on 2022	NIL	NIL	As per the verification and confirmed by the management, the same was not filed for Financial year ended on 2022	NIL	As per the verification and confirmed by the management, the same was not filed for Financial year ended on 2022	The company will be cautious henceforth	NA
6.	The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution	Regulation 25(A) of SEBI(Listing Obligations And Disclosure Requirements) Regulation, 2015)	The items approved in the Annual General Meeting held on 30-09-2022, regarding regularizing the appointment of Mr. Chaitanya Challa (DIN: 06934113), as Non-	NIL	NIL	As confirmed by the management, the wording of ordinary resolution was inadvertently mentioned Further, as per the scrutinizer report and voting	NIL	As confirmed by the management, the wording of ordinary resolution was inadvertently mentioned Further, as per the scrutinizer report and voting results, 100% voting was done in favour of both the resolution.	The company inadvertently mentioned the same and took note of it.	NA

			Executive Additional Director in an Independent capacity for a period of five (5) years and to regularize the appointment of Mr. Prabhakar Rao Alokam (DIN: 02263908), Non-Executive Independent Director for a further tenure of five (5) years was done through ordinary resolution.			results, 100% voting was done in favour of both the resolution.				
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall give intimation to stock exchange about the meeting of the board of Directors at least two working days in advance,	Regulation 29(2)/29(3) of the Securities and Exchange Board of India (Listing Obligations and	As per notice of BSE Limited, The company has not given the appropriate intimation to stock exchange	BSE Limited	BSE Limited vide its Notice SOP-Review-Aug 2021 dated 16th August 2021 imposed	As per notice of BSE Limited, The company has not given the appropriate intimation	Fine of Rs 11,800/- including GST.	The Company has paid such fine. However, the company has clarified to the Stock Exchanges that there is no specific funding proposal that has been discussed and the entire discussion was	No such waiver of fees Notice was received during the year under review	NA

	excluding the date of intimation and date of meeting as per Regulation of SEBI LODR, 2015	ons And (Disclosures and Requirements, Regulations, 2015)	about the discussion happened in the meeting of the Board of directors held on July 14, 2021.		fine of Rs 11,800/- including GST.	sn to stock exchange about the discussion happened in the meeting of the Board of directors held on July 14, 2021.		generic in nature and thus prior intimation was not given. It was further informed to the stock exchanges that at the time of disclosure of outcome to stock exchanges, the company inadvertently articulated as approved wherein the same was discussed. Furthermore, the company has requested the Stock Exchanges for waiver of such fine.		
2	The listed entity shall give intimation to stock exchange about the meeting of the board of Directors at least two working days in advance, excluding the date of intimation and date of meeting as per Regulation of SEBI LODR, 2015	Regulation 29(2)/29(3) of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements, Regulations, 2015)	As per notice of National Stock Exchange of India Limited, the company has not given the appropriate prior intimation to stock exchange about the discussion happened in the meeting of directors held on July 14, 2021.	National Stock Exchange of India Limited	The National Stock Exchange of India Limited vide its Notice no. NSE/LIST - SOP/COMB/FINES/0819 dated 16th August 2021 imposed fine of Rs 11,800/- including GST.	As per notice of National Stock Exchange of India Limited, the company has not given the appropriate intimation to stock exchange about the discussion happened in the meeting of the Board of directors held on July 14, 2021.	Fine of Rs 11,800/- including GST.	The Company has paid such fine. However, the company has clarified to the Stock Exchanges that there is no specific funding proposal that has been discussed and the entire discussion was generic in nature and thus prior intimation was not given. It was further informed to the stock exchanges that at the time of disclosure of outcome to stock exchanges, the company inadvertently articulated as approved wherein the same was discussed. Furthermore, the company has requested the Stock Exchanges for waiver of such fine.	No such waiver of fees was received during the year under review	NA

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>There has been no change in statutory auditor of the company during the financial year 2022-2023</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NA</p>	<p>There has been no change in statutory auditor of the company during the financial year 2022-2023</p>
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	<p>NA</p>	<p>There has been no change in statutory auditor of the company.</p>

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	NA
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	NA
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>(a) Yes</p> <p>(b) Yes</p>	<p>As per the confirmation received by the company and the auditor of the company, the company does have material subsidiary and the company has complied with all the relevant provisions in this regard.</p>

6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NA
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NA
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	(a) Yes (b) NA	(b) The listed entity has obtained prior approval of Audit Committee for all related party transaction
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NA
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NA
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	As per the confirmation received from the company, No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued

			thereunder
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

NEHA
PAMNANI

Digitally signed by
NEHA PAMNANI
Date: 2023.05.30
19:17:17 +05'30'

Neha Pamnani
Company Secretary in Practice
M No: ACS- 44300
CP: 24045
PR: 1535/2021
UDIN: A044300E000431016

Place: Hyderabad
Date: 30th May 2023