

Date: 10th August, 2017

The Department of Corporate Services-CRD,
National Stock Exchange of India Limited
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051

Dear Sir,

Sub: Clarification required with respect to announcement submitted to the Exchange regarding Outcome of Board Meeting held on 08th August, 2017.

We are in receipt of your email dated 09th August, 2017, requiring clarification with respect to announcement submitted to the Exchange regarding Outcome of Board Meeting held on 08th August, 2017.

In this regard we would like to submit the following:

1. Date of appointment/cessation (as applicable) & term of appointment of the Directors:

The Board of Directors of the Company at their meeting held on 08th August, 2017 has considered and approved the following:

- i. Appointment of **Mr. A Prabhakara Rao** as a Non-Executive Independent Additional Director of the Company with effect from 08th August, 2017 till the ensuing Annual General Meeting to be held on 30th September, 2017 and recommend his appointment to the shareholders as a Non-Executive Independent Director of the Company for a term of 5 years.
- ii. Appointment of **Mr. Padmarao G.S. Lakkaraju** as a Non-Executive Independent Additional Director of the Company with effect from 08th August, 2017 till the ensuing Annual General Meeting to be held on 30th September, 2017 and recommend his appointment to the shareholders as a Non-Executive Independent Director of the Company for a term of 5 years.
- iii. Resignation of **Mr. Patri Venkataramakrishna Prasad**, Non-Executive Non-Independent Director with effect from 08th August, 2017 from the Board of Directors of the Company.

2. Brief profile of the Directors appointed:

- i. **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

GSS Infotech Limited

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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.

- ii. **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 field. 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 21st International Association of Prosecutors Annual Conference at Dublin, Ireland in September 2016, participated by about 560 legal attorney 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 Convenor for Association of Public Prosecutors from March 2011 to October 2012. He is also an Academic Mentor for aspirants completing Law School.

3. Disclosure of relationships between directors:

Mr. Padmarao G.S. Lakkaraju and Mr. A Prabhakara Rao both are Independent Directors and fulfill all the criteria of an Independent Director as required in section 149 of Companies Act, 2013 and as declared by them i.e.:

- i. They are not and were not a promoter of the company or its holding, subsidiary or associate company;
- ii. They are not related to promoters or directors in the company, its holding, subsidiary or associate company;
- iii. They do not have or had any pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- iv. None of their relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- v. They, neither themselves nor any of their relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which they are proposed to be appointed;



(ii) are or have been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

(iii) holds together with his relatives two percent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non profit organization that receives twenty-five percent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;

We shall be pleased to provide any additional information/explanation on hearing from your good offices.

Thanking you.

Yours faithfully,
For GSS Infotech Limited

Esha Sinha

Esha Sinha
Company Secretary

