



Neha Pamnani

Company Secretary in Practice

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Secretarial Compliance Report of "GSS INFOTECH LIMITED"

For the year ended 31st March, 2022

I, undersigned have examined:

- all the documents and records made available to me and explanation provided by " GSS INFOTECH LIMITED (CIN: L72200TG2003PLC041860)" ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, Circulars, guidelines issued thereunder; and
- 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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *Not Applicable to the listed entity during the period under review*
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008;*Not Applicable to the listed entity during the period under review*
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013. *Not Applicable to the listed entity during the period under review*
- 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*

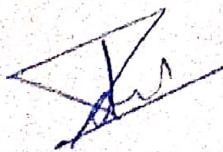
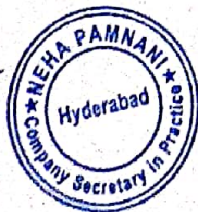
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;- *Not Applicable to the listed entity during the period under review*

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

- (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	Regulation Name/SEBI Circular Name	Regulation Number / circular dated	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations Details
1.	Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	Regulation 29(2)/29 (3)	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 the intimation and date of the meeting as per Regulation 29 of SEBI LODR, 2015	As per the notices issued by BSE and NSE to the company, the company did not furnish the prior intimation regarding the discussion happened in the meeting of the board of directors as required under Regulation 29 of SEBI LODR, 2015 and imposed the fines to the company.	The company has intimated to the Stock Exchanges that the board keeps reviewing the operational financial requirements from time to time. Similarly, during the Board of Directors meeting held on 14th July, 2021, the board has discussed the operational requirements as a regular annual practice and there was no specific funding proposal that has been discussed and the entire discussion was generic in nature. 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. However, the company has paid such fines and requested the Stock Exchanges for waiver of such fines.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued there under insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

Sr.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	BSE Limited	As per notice of BSE Limited, The company has not given the appropriate prior intimation to stock exchange about the discussion happened in the meeting of the Board of directors held on July 14, 2021.	BSE Limited vide its Notice SOP-CReview-Aug 2021 dated 16th August 2021 imposed fine of Rs 11,800/- including GST.	<p>The Company has paid such fine.</p> <p>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.</p> <p>Furthermore, the company has requested the Stock Exchanges for waiver of such fine.</p>
2	National Stock Exchange of India Limited	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 the Board of directors held on July 14, 2021.	The National Stock Exchange of India Limited vide its Notice no. NSE/LIST-SOP/COMB/FIN ES/0819 dated 16th August 2021 imposed fine of Rs 11,800/- including GST.	<p>The Company has paid such fine.</p> <p>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</p> <p>Furthermore, the company has requested the Stock Exchanges for waiver of such fine.</p>

The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.	Regulation Name/SEBI Circular Number	Observations of the Practising Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	Regulation 33 of SEBI(LODR) Regulations, 2015 - September 2020 Revision of submitted Financial Results for the Quarter and Half Year ended September 30, 2020.	BSE informed to the Company that the Submitted results does not contain Complete Financial Results and enclosed Limited Review Report (LRR) is not as per the specified format by the SEBI (LODR) Regulations, 2015.	Such observations were mentioned in the secretarial compliance report for the year ended 2021	Notice of Non-compliance was served by BSE. BSE has levied fine of Rs.5,900 towards the non-compliance	The prescribed fines were paid by the Company to BSE. This matter was closed.




Neha Pamnani
Company Secretary in Practice
M No: ACS- 44300
CP: 24045
PR: 1535/2021
UDIN: A044300D000435064

Place: Hyderabad
Date: 30th May 2022