

GRACIOUS SOFTWARE LIMITED

(Formerly known as Gracious Software Private Limited)

Registered office: G-6, Ground floor, House No. 4346, Gali No. 4C, Ansari Road, Darya Ganj, Delhi-110002
CIN: L72300DL2007PLC168989, Email id: gracious_software@yahoo.com, Website: www.gracsoft.com
Contact No: 011-32931123

Date: 13.10.2016

To,

BSE Limited

PJ Towers, Dala Street,

Mumbai- 400001

Subject: Submission of 9th Annual Report as per Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015

Scrip ID: GSL Scrip Code: 780002

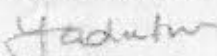
Dear Sir/Madam,

Please Find attached 9th Annual Report of Gracious Software Limited as Required under Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

Kindly Update the same on your Website

Yours Faithfully

FOR GRACIOUS SOFTWARE LIMITED


YADEBIR THAKUR
Director
DIN: 07554300





GRACIOUS SOFTWARE LIMITED

***Ninth Annual Report
For The Financial Year 2015-2016***

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COMPANY INFORMATION

BOARD OF DIRECTORS:

Mr. AJAY BANSAL	Executive Director (Whole-time Director)
Mr. MAHESH CHAND	Independent Director (Non-executive Director)
Ms. ARCHANA DEVI	Independent Director (Non-executive Director)
Mr. RAJESH NARULA	Non Independent Director (Non-executive Director)

STATUTORY AUDITORS:

M/s. HARESH MISHRA & ASSOCIATES

Chartered Accountants

S-524, Neelkanth House,
304, 3rd Floor School Block
Shakarpur, Delhi-110092
FRN NO: 024716N

COMPLIANCE OFFICER:

Mr. AJAY BANSAL, Whole Time Director

G-6, Ground Floor, House No. 4346,
Gali No. 4C, Ansari Road,
Daryaganj, New Delhi – 110002
Tel: 011-32931123;
Website: www.gracsoft.com;
E-Mail: gracious_software@yahoo.com

CORPORATE IDENTIFICATION NUMBER (CIN)

L72300DL2007PLC168989

REGISTERED OFFICE:

G-6, Ground Floor, House No. 4346
Gali No. 4C, Ansari Road,
Darya Ganj, New Delhi – 110002
Tel: 011-32931123;
Website: www.gracsoft.com
E-Mail: gracious_software@yahoo.com

REGISTRAR AND SHARE TRANSFER AGENT:

RCMC Share Registry Private Limited

B-25/1, Okhla Industrial Area,
Phase II, Near Rana Motors,
New Delhi-110020
Tel: 011-26387320;
Fax: 011-26387321
Email: rdua@rcmcdelhi.com
Website: www.masserv.com

ANNUAL GENERAL MEETING

DAY, DATE & TIME	:	Wednesday, 24th August, 2016 at 10:00 A.M
VENUE	:	G-6, Ground Floor, House No. 4346 Gali No. 4C, Ansari Road, Darya Ganj, New Delhi – 110002

GRACIOUS SOFTWARE LIMITED

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Website: www.gracsoft.com; Contact No: 011-32931123

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Eighth Annual General Meeting of the Shareholders of GRACIOUS SOFTWARE LIMITED will be held on Wednesday, 24th August, 2016 at 10:00 A.M at the Registered office of the company at G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road, Daryaganj, New Delhi – 110002 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet of the Company for the financial year ended on 31st March 2016, the statement of Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To ratify the appointment of **M/s. HARESH MISHRA & ASSOCIATES, Chartered Accountants (FRN 024716N)** as the statutory auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of 14th Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS:

3. To appoint Ms. Archna Devi (DIN: 07291299) as an Independent Director and in this regard to consider 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 Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, **Ms. Archna Devi (DIN: 07291299)**, who was appointed as an Additional Director with effect from **17th September, 2015**, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from **17th September, 2015**.”

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for appointment of **Mr. Yadubir Thakur (DIN: 07554300)** as Director of the Company.

“RESOLVED THAT pursuant to the provisions of Section 160 and 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the **SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015**, **Mr. Yadubir Thakur (DIN: 07554300)**, who was appointed as an Additional Director with effect from **28th June, 2016**, be and is hereby appointed as Director of the Company, to hold office for a term of five consecutive years commencing from **28th June, 2016**.”

Date: 28th July, 2016
Place: New Delhi

By Order of the Board
For Gracious Software Limited
Sd/-

Ajay Bansal
Director

DIN: 06732641

A-29, New India Apptt. Plot No.-6,
Rohini, Sector-9, Delhi-110085

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to **RCMC Share Registry Private Limited B-25/1, Okhla Industrial Area, Phase II, Near Rana Motors, New Delhi-110020.**
5. Members holding shares in electronic form may update such details with their respective Depository Participants.
6. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **20th August, 2016 to 23rd August, 2016** (both days inclusive).
7. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
8. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
9. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
10. As per Rule 20 (2) of Companies (Management and Administration) amendment rules, 2015 vide Notification Dated 19th March, 2015, A Company Listed under chapter XB (Companies listed on SME ITP exchange) or chapter XC (Companies listed on institutional trading platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of E-voting in its General Meeting and **GRACIOUS SOFTWARE LIMITED** is a BSE SME ITP Listed company and Evoting is not applicable.

Date: 28th July, 2016
Place: New Delhi

By Order of the Board
For Gracious Software Limited
Sd/-

Ajay Bansal
Director

DIN: 06732641

A-29, New India Appft. Plot No.-6,
Rohini, Sector-9, Delhi-110085

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 3**

Ms. Archana Devi (DIN: 07291299) was appointed as an Additional Director with effect from 17.09.2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made there under, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. She may be appointed for a maximum of two consecutive terms of upto 5 years each.

She is Independent director of the company and has been holding the office of Directorship. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of her appointment as Independent Directors of the Company. She is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declarations from her that

She meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of her in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that she fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

Ms. Archana Devi (DIN: 07291299) is interested in her respective resolution to the extent of her appointment.

Ms. Archana Devi (DIN: 07291299) is an eminent Professional and brings rich and varied experience to the Board.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

The Board recommends the resolution for your approval.

ITEM NO. 4

Mr. Yadubir Thakur (DIN 07554300), who was appointed as an Additional Director of the Company with effect from 28.06.2016, he holds office until the date of the Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of **Mr. Yadubir Thakur (DIN 07554300)** for the office of the Director under the provisions of Section 160 of the Companies Act, 2013.

Mr. Yadubir Thakur (DIN 07554300) is interested in the resolution to the extent of his appointment. None of the remaining Directors and their relatives is concerned or interested in the proposed resolution.

Date: 28th July, 2016
Place: New Delhi

By Order of the Board
For Gracious Software Limited
Sd/-
Ajay Bansal
Director

DIN: 06732641
A-29, New India Appft. Plot No.-6,
Rohini, Sector-9, Delhi-110085

ANNEXURE II TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting.

Name	Archana Devi
Age	44 Years
Qualifications	Graduate
Experience	5 years
Terms and conditions of appointment including details of remuneration	Ms. Archana will hold the office of Additional Director for a period of five years commencing from 17 th September, 2015. She will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	17.09.2015
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2015-16	6
Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in: GOLD LINE INTERNATIONAL FINVEST LIMITED
Justification for appointment of Independent Director	The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act. As Independent Directors, they will not be liable to retire by rotation.
Performance evaluation report	NA

Name	Yadubir Thakur
Age	46 years
Qualifications	Graduate
Experience	6 years
Terms and conditions of appointment including details of remuneration	Mr. Yadubir Thakur will hold the office of Non-Independent Director for a period of five years commencing from 28 th June, 2016. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	28/06/2016
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2015-16	Not Applicable as Appointed With Effect From 28.06.2016.
Other directorship, membership / chairmanship of committees of other board	JURIS FINANCIALSERVICES PRIVATE LIMITED
Justification for appointment of Independent Director	NA
Performance evaluation report	NA

DIRECTOR'S REPORT

Your Directors have great pleasure in presenting the 9th Annual Report together with the Audited Accounts of the Company for the year ended at 31st March, 2016.

FINANCIAL RESULTS

The summarized performance of the Company for the years 2015-16 and 2014-15 is given below:

(Amount in Rupees)

Particulars	For Financial Year Ended	
	31st March, 2016	31st March, 2015
Total Income	13,644,936.00	15,583,331.00
Total Expenditure	13,091,540.94	14,954,592.05
Profit before Tax	553,395.06	6,28,738.95
Less: Tax Expense	(1,69,489.00)	(2,10,609.10)
Profit / (Loss) After Tax	383,906.06	4,18,129.85

FINANCIAL PERFORMANCE

During the year under review, the Company's income is Rs.136.45 Lacs as against income of Rs. 155.83 lacs in 2014-15. The net profit after tax during the year has been Rs. 3.84 lacs as against the net profit of Rs. 4.18 lacs in the previous year.

RESERVE AND SURPLUS

The Reserves and Surplus is Rs. 10.31 Lacs as on the end of the Current year and the Profit of the Current year Rs. 3.83 Lacs has been transferred to Reserve and Surplus.

DIVIDEND

To plough back the profits in to the business activities, no dividend is recommended for the financial year 2015-16.

CHANGE IN THE NATURE OF BUSINESS

During the year, the Company has not changed its nature of business.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly.

RISK MANAGEMENT POLICY

The Company has devised and implemented a mechanism for risk management and has developed a Risk Management Policy. The Policy provides identifying internal and external risks and implementing risk

mitigation steps.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2016, provision of section 129 of the Companies Act, 2013 is not applicable.

DEPOSITS

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

STATE OF COMPANY AFFAIRS:

There are no order against the Company and the smooth running of business enhancing the profitability of the company.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2015 -16 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices. Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved. Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors.

STATUTORY AUDITORS

In Terms of the provisions of Section 139 of the Companies Act, 2013, M/s. HARESH MISHRA & ASSOCIATES, Chartered Accountants (FRN 024716N), Statutory Auditors of the Company, hold office until the conclusion of the 14th Annual General Meeting till Next Annual General Meeting and are eligible for re-appointment. The said re-appointment is subject to ratification by the members at every Annual General Meeting.

The Board has recommended ratification of appointment of **M/s. HARESH MISHRA & ASSOCIATES, Chartered Accountants (FRN 024716N),** by the shareholders in the forthcoming Annual General Meeting as required under Section 139 of the Companies Act, 2013, to the effect that their re-appointment if made, will be within the limits as prescribed under the provisions thereof. Your Directors recommend their re-appointment as the Statutory Auditors of the Company.

AUDITORS' REPORT

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in form no. MGT – 9 has been annexed to the Report **as Annexure.**

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

DIRECTORS & COMMITTEES:

a) Changes in Directors and Key Managerial Personnel

During the year under review, Mr. Rajesh Narula Has been appointed as Director and Mr. Mahendra Singh resigned from Directorship with effect From 06.10.2015.

During the year under Review **Ms. Archana Devi** has been appointed as Director with Effect from September 17, 2015.

b) Declaration by an Independent Director(s) and re- appointment, if any

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and SEBI (Listing Obligation and Disclosure Requirements)Regulations 2015.

c) Formal Annual Evaluation of Board

Pursuant to the provisions of companies Act, 2013, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

a. BOARD MEETINGS

During the year Eight (8) Board Meetings were convened and held on 29.05.2015, 18.08.2015, 17.09.2015, 06.10.2015, 13.11.2015, 15.12.2015, 14.02.2016 & 30.03.2016.

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements Section 177 of the Companies Act, 2013. Audit Committee met 4 times during the financial year 2015-16 on 29.05.2015, 18.08.2015, 13.11.2015 & 14.02.2016 and following is the composition:

Name of Member	Designation	Category
Archana Devi*	Chairman	Independent Director
Mahesh Chand	Member	Independent Director
Yadubir Thakur	Member	Independent Director

*Resignation of Mr. Arun Kumar Gupta from the position of Directorship & Appointment of Ms. Asha Rani as an Independent Director w.e.f. 28.03.2015.

COMPOSITION AND MEETINGS OF STAKEHOLDERS RELATIONSHIP COMMITTEE

The Composition and terms of reference of the Committee satisfy the requirements Section 178 of the Companies Act, 2013. The Committee met 4 times during the financial year 2015-16 on 29.05.2015 & 18.08.2015, 13.11.2015, 14.02.2016 and following is the composition:

Name of Member	Designation	Category
YADUBIR THAKUR	Chairman	Non-Independent Non Executive Director
MAHESH CHAND	Member	Independent Director
ARCHANA DEVI	Member	Independent Director

NOMINATION & REMUNERATION COMMITTEE

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013.

Details of the Composition of the Nomination and Remuneration Committee are given below:

Name of Member	Designation	Category
ARCHANA DEVI	Chairman	Independent Director
YADUBIR THAKUR	Member	Non-Independent Non Executive Director
MAHESH CHAND	Member	Independent Director

SEXUAL HARASSMENT:

The Company has zero tolerance for Sexual Harassment at workplace and has adopted a Policy on prevention of Sexual Harassment in line with the provisions of Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. There was no complaint on sexual harassment during the year under review.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

MANAGERIAL REMUNERATION POLICY

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board has on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Neelam Bansal, Proprietor of M/s. Neelam Bansal & Associates, Company Secretaries to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as **Annexure**.

With reference to the qualifications, we wish to explain that the Company is searching the best person for the post of Company Secretary and Chief Financial Officer.

CORPORATE GOVERNANCE CERTIFICATE

As per Chapter IV Regulation 15 of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, A Company Listed under chapter XB(Companies listed on SME ITP exchange) or chapter XC(Companies listed on institutional trading

platform without IPO) of ICDR regulations, 2009 and having its equity shares listed on a recognized stock exchange, is out of the ambit of Corporate Governance Report in its Annual Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders have been passed by the regulators or courts or tribunals, impacting the going concern status and company's operations in future.

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given herein below:

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for FY 2015-16 (Rs.)	% increase in Remuneration in FY 2015-16**	Ratio of Remuneration of Director to Median Remuneration of employees	Ratio of Remuneration of Director to Median Remuneration of Employees
1.	Mr. Ajay Bansal, Whole Time Director	2,40,000	N.A.	N.A.	N.A.

The number of permanent employees as on 31st March 2016 was 3.

No employee's remuneration for the year 2015-16 exceeded the remuneration of any of the Directors.

Company's performance has been provided in the Directors' Report which forms part of the Board Report.

The key parameter for the variable component of key managerial personnel(s) is linked with Company performance and Individual performance.

The remuneration of Directors, KMPs and other employees is in accordance with the Remuneration Policy of the Company.

STATEMENT CONTAINING THE PARTICULARS OF EMPLOYEES IN ACCORDANCE WITH SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND FORMING PART OF DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016 -NOT APPLICABLE

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause © of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that –

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT AND APPRECIATION

The Directors take this opportunity to thank Company's customers, shareholders, suppliers, bankers, Central and State Government for their consistent support to the Company. The Board also wishes to place on record their appreciation for the hard work, dedication and commitment of the employees at all levels. The enthusiasm and unstinting efforts of the employees have enabled the Company to grow in the competitive environment. The Board looks forward to their continued support and understanding in the years to come.

Date: 28TH July, 2016

Place: New Delhi

**By Order of the Board
For Gracious Software Limited**

**Sd-
Mahesh Chand
Director
DIN: 06463812**

**Village- Tilapta, Karanvas, Grater Noida,
Gautam Budh Nagar, 201310, Uttar Pradesh**

**Sd-
Ajay Bansal
Director
DIN: 06732641**

**A-29, New India Apptt.,
Plot No. 6, Rohini, Sector-9
Delhi -110085.**

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L72300DL2007PLC168989
2.	Registration Date	04/10/2007
3.	Name of the Company	GRACIOUS SOFTWARE LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5.	Address of the Registered office & contact details	G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road, Darya Ganj, New Delhi – 110002 Tel: 011-32931123; Website: www.gracsoft.com E-Mail: gracious_software@yahoo.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	RCMC Share Registry Private Limited B-25/1, Okhla Industrial Area, Phase II, Near Rana Motors, New Delhi-110020 Tel: 011-26387320; Fax: 011-26387321 Email: rdua@rcmcdelhi.com Website: www.masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	IT SERVICES	72291	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A.	N.A.	N.A.	N.A.	Section 2(46) and Section 2(87)(ii)
2	N.A.	N.A.	N.A.	N.A.	Section 2(87)(ii)
3	N.A.	N.A.	N.A.	N.A.	Section 2(6)

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	25000	-	25000	0.20	25000	-	25000	0.20	Nil
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3135000	-	3135000	25.08	3135000	-	3135000	25.08	Nil
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	3160000	-	3160000	25.28	3160000	-	3160000	25.28	Nil
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Others – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-

Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	3160000	0	3160000	25.28	3160000	0	3160000	25.28	0
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									

i) Indian	5146750	-	5146750	41.17	3665320	0	3665320	29.32	11.85
ii) Overseas					-	-	-	-	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	678925		678925	5.43	532630	0	532630	4.26	1.17
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3471595	-	3471595	27.77	4790850	0	4790850	38.33	10.56
c) Others (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Clearing Members	42730	-	42730	0.34	351200	0	351200	2.81	2.47
Sub-total (B)(2):-	9340000	0	9340000	74.72	9340000	0	9340000	74.72	Nil
Total Public Shareholding (B)=(B)(1)+(B)(2)	9340000	0	9340000	74.72	9340000	0	9340000	74.72	Nil
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	12500000	0	12500000	100.00	12500000	0	12500000	100.00	Nil

ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year 31.03.2016			Share holding at the end of the year 31.03.2015			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ajay Bansal	19,800	0.16	-	19,800	0.16	-	0.16
2	Mahendra Singh Bisht	5,200	0.04	-	5,200	0.04	-	Nil
3	Juris Financial Services Private Limited	31,35,000	25.08	-	31,35,000	25.08	-	Nil
	Total	31,60,000	25.28	-	31,60,000	25.28	-	0.16

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
1.	Ajay Bansal	19,800	0.16	19,800	0.16
2.	Mahendra Singh Bisht	5,200	0.04	5,200	0.04
3.	Juris Financial Services Private Limited	31,35,000	25.08	31,35,000	25.08
	TOTAL	31,60,000	25.28	31,60,000	25.28
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year				
1.	Ajay Bansal	19,800	0.16	19,800	0.16
2.	Mahendra Singh Bisht	5,200	0.04	5,200	0.04
3.	Juris Financial Services Private Limited	31,35,000	25.08	31,35,000	25.08
	TOTAL	31,60,000	25.28	31,60,000	25.28

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SN	For Each of the Top 10	Shareholding at the beginning of the year	Cumulative Shareholding during the year
----	------------------------	---	---

	Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Sandarv Vintrade Private Limited				
	At the beginning of the year	227240	1.82	227240	1.82
	At the end of the year	558290	4.47	558290	4.47
2.	Guinness Corporate Advisors Private Limited				
	At the beginning of the year	500000	4.00	500000	4.00
	At the end of the year	500000	4.00	500000	4.00
3.	Padmawati Tradevin Pvt Ltd				
	At the beginning of the year	166900	1.34	166900	1.34
	At the end of the year	448900	3.59	448900	3.59
4.	VINAHAST TRADING PRIVATE LIMITED				
	At the beginning of the year	123400	0.98	123400	0.98
	At the end of the year	371100	2.97	371100	2.97
5.	DARSWANA VINIMAY PRIVATE LIMITED				
	At the beginning of the year				
	At the end of the year	361600	2.89	361600	2.89
6.	RIVER HIGH RIGHT SHARE BROKERS PRIVATE LIMITED				
	At the beginning of the year	150500	1.20	150500	1.20
	At the end of the year	293200	2.34	293200	2.34
7.	HIGH SPEED DISTANCE MOVERS PRIVATE LIMITED				
	At the beginning of the year	75000	0.60	75000	0.60
	At the end of the year	275430	2.20	275430	2.20
8.	INDRAWATI COMMOALES PRIVATE LIMITED				
	At the beginning of the year	36500	0.29	36500	0.29

	At the end of the year	261875	2.09	261875	2.09
9.	MURLIDHARGIRDHAR TRADING PVT LTD				
	At the beginning of the year	181100	1.45	181100	1.45
	At the end of the year	260300	2.08	260300	2.08
10.	VINAHAST DEALCOM PRIVATE LIMITED				
	At the beginning of the year	87300	0.70	87300	0.70
	At the end of the year	188615	1.50	188615	1.50

v) **Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
1.	Ajay Bansal	19,800	0.16	19,800	0.16
	At the end of the year	-	-	-	-
1.	Ajay Bansal	19,800	0.16	19,800	0.16

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-

Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Managing Director	Mr. Ajay Bansal, Whole-time Director	Manager	
1	Gross salary	Nil	2,40,000	NA	2,40,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	NA	NA	NA
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	NA	NA
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	NA	NA
2	Stock Option	Nil	Nil	NA	NA
3	Sweat Equity	Nil	Nil	NA	NA
4	Commission - as % of profit - others, specify...	Nil	Nil	NA	NA
5	Others, please specify	Nil	Nil	NA	NA
	Total (A)	Nil	2,40,000	NA	2,40,000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
		Mahesh Chand	Asha Rani	Rajesh Narula	
1	Independent Directors	Nil	Nil	Nil	Nil
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify				
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	Nil			
	Commission	Nil			
	Others, please specify				
	Total (2)	Nil			
	Total (B)=(1+2)	Nil			
	Total Managerial Remuneration	Nil			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	CEO	CS	CFO	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NA	NA	NA
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	Nil	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	Nil	NA	NIL
2	Stock Option	NA	Nil	NA	NIL
3	Sweat Equity	NA	Nil	NA	NIL
4	Commission	NA	Nil	NA	NIL
	- as % of profit	NA	Nil	NA	NIL
	others, specify...	NA	Nil	NA	NIL
5	Others, please specify	NA	Nil	NA	NIL
	Total	NA	NA	NA	NA

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

 Date: 28TH July, 2016

Place: New Delhi

By Order of the Board
For Gracious Software Limited

Sd-
Mahesh Chand
Director
DIN: 06463812

Village- Tilapta, Karanvas, Grater Noida,
Gautam Budh Nagar, 201310, Uttar Pradesh

Sd-
Ajay Bansal
Director
DIN: 06732641

A-29, New India Apptt.,
Plot No. 6, Rohini, Sector-9
Delhi -110085.

Annexure

SECRETARIAL AUDIT REPORTFOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
GRACIOUS SOFTWARE LIMITED
G-6 Ground Floor, House No. 4346 Gali No. 4C,
Ansari Road, Darya Ganj,
Delhi-110002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by M/s **Gracious Software Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **Gracious Software Limited**, for the financial year ended on 31st March, 2016, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under for specified Sections notified and came into effect from 12th September, 2013 and Sections and Rules notified and came into effect from 1st April, 2014;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and Regulations and the Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (**Not applicable to the Company during Audit period as the Company has not received any FDI, ECB and made any ODI.**)
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during Audit period as the Company has not introduced any such Scheme);**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during Audit period as the Company has not delisted /proposes to de-list any equity shares from any stock Exchange)**
- (h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1988 **(Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities);**
- vi. There are following laws which are specifically applicable to the Company based on their sector/Industry
- Information Technology Act, 2000 and the Rules made there under
 - Copyrights Act,
 - The Patents Act, 1970
 - Trade Marks Act, 1999) – **In this respect no Information/documents was provided by the Company during the Audit Process.**
- vii. I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. My examination was limited to the verification of procedure on test basis.
- viii. In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; and
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with Securities and Exchange Board of India (Listing obligations and Disclosures Requirement) Regulations, 2015;

During the period under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- i. *The Company has not appointed Company Secretary and Chief Financial Officer under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.*
- ii. *The Company has not appointed an Internal Auditor under Section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014.*
- iii. *The Company has not submitted the, Annual Report for the financial year 2014-15 pursuant to the provision of the Equity Listing Agreement of Stock Exchange and not even posted or updated the Annual Report on its website.*
- iv. *There were few instances where Company has given late intimation(s) to the Stock Exchange.*
- v. *The Company has not given any intimation to the Stock Exchanges in respect of the change in the directorate under clause 32(a) of the Equity Listing Agreement.*
- vi. *The management of the Company has reported and certified that the Company has obtained requisite approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of the Companies Act, 2013 and any other applicable laws. However Company could not produce necessary records/supporting documents during the audit process*
- vii. *The Company has not filed e form MGT 10 with Registrar of Companies, NCT of Delhi & Haryana in respect of change of Shareholding of top ten shareholders during the period under audit.*
- viii. *The Company has not filed e-form DIR-12 with the Registrar of Companies, NCT of Delhi & Haryana in respect of resignation from the Directorship of Mr. Ajay Bansal, Whole Time Director of the Company w.e.f. 15th March 2015.*

The Company got signed the Balance Sheet and Annual Report from Mr. Ajay Bansal as its Whole Time Director after his resignation.

- i. *The Company has filed/submitted various e-forms with late fees during the period under review.*
 - (a) *E-Form AOC-4 (XBRL) and E-Form MGT-7- For Annual Filing for the Financial Year 2014-15.*
 - (b) *E-Form MGT-14 For appointment of Secretarial Auditor for the financial year 2014-15, under Section 204(1) of the Companies Act 2013 read with rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014.*

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For NeelamBansal & Associates
Companies Secretaries

NeelamBansal
Prop.
ACS: 30913
COP: 13239

Place: New Delhi

Date: 16th July 2016

Note: this report is to read with our letter of even date which is annexed as Annexure A, which forms an integral part of this report.

To,
The Members,
GRACIOUS SOFTWARE LIMITED
G-6 Ground Floor, House No. 4346 Gali No. 4C,
Ansari Road, Darya Ganj,
Delhi-110002

My report of even date is to be read along with this letter:

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Neelam Bansal & Associates
Companies Secretaries

Neelam Bansal
Prop.
ACS: 30913
COP: 13239

Place: New Delhi
Date: 16th July 2016

Haresh Mishra & Associates
Chartered Accountants
Address: S-524, Neelkanth House, 304, 3rd Floor School Block
Shakarpur, Delhi-110092.

INDEPENDENT AUDITOR'S REPORT

To,

THE MEMBERS OF

M/S GRACIOUS SOFTWARE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **GRACIOUS SOFTWARE LIMITED** (CIN: L72300DL2007PLC168989) ("the Company"). It comprise the balance sheet as at 31st March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of

accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2016, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

For HARESH MISHRA & ASSOCIATES

Chartered Accountants

CA. HARESH KUMAR MISHRA

Membership No.: 518661

FRN: 024716N

Place: New Delhi

Date: 28.05.2016

GRACIOUS SOFTWARE LIMITED**"Annexure A" to the Independent Auditors' Report**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

1. (a) Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
2. (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties are held in the name of the company.
3. (a) The management has conducted the physical verification of inventory at reasonable intervals.
(b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
4. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
5. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
6. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
7. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
8. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
10. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.

11. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
12. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
13. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
14. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
16. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
17. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For HARESH MISHRA & ASSOCIATES
Chartered Accountants

CA. HARESH KUMAR MISHRA

Membership No.: 518661

FRN: 024716N

Place: New Delhi

Date: 28.05.2016

GRACIOUS SOFTWARE LIMITED

“Annexure B” to the Independent Auditors’ Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Gracious Software Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods

are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**\\For HARESH MISHRA & ASSOCIATES
Chartered Accountants**

CA. HARESH KUMAR MISHRA

Membership No.: 518661

FRN: 024716N

Place: New Delhi

Date: 28.05.2016

GRACIOUS SOFTWARE LIMITED
CIN: U72300DL2007PLC168989
H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002
Balance Sheet as at 31st March, 2016
(Amount in Rs.)

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	125,000,000.00	125,000,000.00
(b) Reserves and Surplus	2	1,030,758.20	646,852.14
(c) Money received against share warrants		-	-
<u>(2) Share application money pending allotment</u>			
		-	-
<u>(3) Non-Current Liabilities</u>			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	-	-
(c) Other Long term liabilities	5	40,560,000.00	45,260,000.00
(d) Long term provisions	6	-	-
<u>(4) Current Liabilities</u>			
(a) Short-term borrowings	7	-	-
(b) Trade payables	8	14,912,678.00	8,625,193.00
(c) Other current liabilities	9	1,198,097.00	929,551.00
(d) Short-term provisions	10	374,076.00	199,689.00
Total		183,075,609.20	180,661,285.14
II.Assets			
<u>(1) Non-current assets</u>			
<u>(a) Fixed assets</u>			
	11		
(i) Tangible assets		37,537.05	59,527.01
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	51,050,000.00	51,050,000.00
(c) Deferred tax assets (net)	13	7,069.00	2,171.00
(d) Long term loans and advances	14	51,456,350.00	51,456,350.00
(e) Other non-current assets	15	1,140,654.00	1,140,654.00
<u>(2) Current assets</u>			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	19,182,581.00	12,201,476.00
(d) Cash and cash equivalents	19	2,268,781.15	2,437,016.13
(e) Short-term loans and advances	20	57,593,950.01	61,651,665.01
(f) Other current assets	21	338,686.99	662,425.99
Total		183,075,609.20	180,661,285.14

NOTES TO ACCOUNTS

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Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our report of even date attached.

For Haresh Mishra & Associates
Chartered Accountants

FOR GRACIOUS SOFTWARE LIMITED

CA. Haresh Kumar Mishra
Proprietor
M No. : 518661
FRN: 024716N

Mahesh Chand
DIN: 06463812

Ajay Basnsal
DIN: 06732641

Date: 28.05.2016

Place : New Delhi

GRACIOUS SOFTWARE LIMITED

CIN: U72300DL2007PLC168989

H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002

Profit and Loss statement for the year ended 31st March, 2016

(Amount in Rs.)

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. Revenue from operations	22	13,232,026.00	15,258,115.00
II. Other Income	23	412,910.00	325,216.00
III. Total Revenue (I +II)		13,644,936.00	15,583,331.00
IV. Expenses:			
Cost of materials consumed	24	11,124,705.00	12,878,134.00
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	-	-
Employee benefit expense	26	887,471.00	969,877.00
Other expenses	27	1,056,163.00	1,068,718.87
Financial costs	28	1,211.98	1,146.12
Depreciation and amortization expense	29	21,989.96	36,716.06
Total Expenses		13,091,540.94	14,954,592.05
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	553,395.06	628,738.95
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		553,395.06	628,738.95
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)			

		553,395.06	628,738.95
X. Tax expense:			
(1) Current tax		174,387.00	199,689.00
(2) Deferred tax		(4,898.00)	(5,679.00)
(3) Income tax Adjustment		-	16,599.10
(4) Deferred tax Adjustment		-	-
XI. Profit(Loss) from the perid from continuing operations.	(IX-X)	383,906.06	418,129.85
DISCONTINUING OPERATIONS			
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		383,906.06	418,129.85
XVI. Earning per equity share:			
(1) Basic		0.031	0.033
(2) Diluted		0.031	0.033

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per our report of even date attached.

For Haresh Mishra & Associates
Chartered Accountants

FOR GRACIOUS SOFTWARE LIMITED

CA. Haresh Kumar Mishra
Proprieter
M No. : 518661
FRN: 024716N
Date: 28.05.2016
Place : New Delhi
CA. Haresh Kumar Mishra
Proprieter
M No. : 518661
FRN: 024716N

Mahesh Chand
DIN: 06463812

Ajay Basnsal
DIN: 06732641

Mahesh Chand
DIN: 06463812

Ajay Basnsal
DIN: 06732641

Date: 28.05.2016

GRACIOUS SOFTWARE LIMITED
CIN: U72300DL2007PLC168989
H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002
Cash Flow Statement For the Year Ending 31-Mar-2016

(Amount in Rs.)

Particulars	As at 31.03.16	As at 31.03.15
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1. Net profit before tax	553,395	628,739
2. Adjustment for:		
<u>Add:</u> Depreciation & Amortisation Expenses	21,990	36,716
<u>Add:</u> Preliminary Expenses	-	474,000
<u>Less:</u> Interest Received	(412,910)	(325,216)
Operating Profit before Working capital changes	162,475	814,239
3. Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	(6,981,105)	(3,484,337)
Decrease (Increase) in Other Current Assets	323,739	(555,998)
Increase (Decrease) in Trade & Other Payables	6,287,485	5,115,463
Increase (Decrease) in Long Term Liabilities	(4,700,000)	(8,700,000)
Increase (Decrease) in Other Current Liabilities	268,546	546,135
Net Changes in Working Capital	(4,801,335)	(7,078,737)
Cash Generated from Operations	(4,638,860)	(6,264,498)
Adjustment of Taxes	-	81,876
Net Cash Flow from Operating Activities (A)	(4,638,860)	(6,346,374)
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	-	6,260,805
(Increase) Decrease in Short Terms Loans & Advances	4,057,715	9,807,335
Interest Received	412,910	325,216
Decrease (Increase) in Non Current Investments	-	-
Net Cash Flow from Investing Activities (B)	4,470,625	16,393,356
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital and Proceeds from Share Application Money	-	-
Increase in Short Terms Borrowings	-	(7,987,500)
Increase in Long Terms Borrowings	-	-
Preliminary Expenses incurred	-	(601,160)

Net Cash Flow from Financing Activities (C)	-	(8,588,660)
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	(168,235)	1,458,322
Cash and cash equivalents at the beginning of the year / Period	2,437,016	978,694
Cash and cash equivalents at the end of the year/ Period	2,268,781	2,437,016
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) – 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.		

As per our report of even date attached.

For Haresh Mishra & Associates
Chartered Accountants

FOR GRACIOUS SOFTWARE LIMITED

CA. Haresh Kumar Mishra
Proprieter
Membership No. : 518661
FRN: 024716N

(DIRECTOR)
DIN:

(DIRECTOR)
DIN:

Date: 28.05.2016
Place : New Delhi

GRACIOUS SOFTWARE LIMITED

CIN: U72300DL2007PLC168989

H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002

Notes Forming Part of the Balance Sheet

Note: 2 Reserves & Surplus

Particulars	As at 31.03.2016	As at 31.03.2015
Capital Reserve	-	-
Capital Redemption Reserve	-	-
Securities Premium reserve	-	-
Debenture Redemption Reserve	-	-
Revaluation Reserve	-	-
Shares Option Outstanding Account	-	-
Other Reserve (General Reserve)	-	-
Surplus (Profit & Loss Account)	-	-
Op. Balance of Profits & Loss A/C	646,852.14	228,722.29
Current Year Profit & Loss A/C	383,906.06	418,129.85
	<u>1,030,758.20</u>	<u>646,852.14</u>
Total	1,030,758.20	646,852.14

Note : 3 Long Term Borrowings

Particulars	As at 31.03.2016	As at 31.03.2015
Bonds / Debentures	-	-
Term Loan		
- From Bank	-	-
- From Other Parties	-	-
Deferred Payment Liabilities	-	-
Deposit	-	-
Loans & Advances From Related Parties	-	-
Long Term Maturities of Finance lease obligation	-	-
Loans From Directors	-	-
Other Loans	-	-
Total	-	-

Note : 4 Deferred Tax Liabilities (Net)

Particulars	As at 31.03.2016	As at 31.03.2015
Defferred Tax Liability	-	-
Total	-	-

Note : 5 Other Long Term Liabilities

Particulars	As at 31.03.2016	As at 31.03.2015
Others Payable	40,560,000.00	45,260,000.00
Total	40,560,000.00	45,260,000.00

Note : 6 Long Term Provisions

Particulars	As at 31.03.2016	As at 31.03.2015
Provision from Employment Benefit	-	-
Other	-	-
Total	-	-

Note : 7 Short Term Borrowings

Particulars	As at 31.03.2016	As at 31.03.2015
Loan Repayable on Demand		
- From Bank	-	-
- From Other Parties	-	-
Loans & Advances From Related Parties	-	-
Deposits	-	-
Others	-	-
Total	-	-

Note : 8 Trades Payable

Particulars	As at 31.03.2016	As at 31.03.2015

Trade Payables	14,912,678.00	8,625,193.00
Total	14,912,678.00	8,625,193.00

Note : 9 Other Current Liabilities

Particulars	As at 31.03.2016	As at 31.03.2015
Audit Fees Payable	34,000.00	24,000.00
Expenses Payable	192,320.00	192,320.00
Salary Payable	304,072.00	19,072.00
Service Tax Payable	-	373,050.00
TDS Payable	-	48,609.00
Other Liabilities	667,705.00	272,500.00
Total	1,198,097.00	929,551.00

Note : 10 Short Term Provisions

Particulars	As at 31.03.2016	As at 31.03.2015
Provision From Employees Benefit	-	-
Others		
Provision For Income Tax	374,076.00	199,689.00
Total	374,076.00	199,689.00

GRACIOUS SOFTWARE LIMITED

CIN: U72300DL2007PLC168989

H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002

Notes Forming Part of the Balance Sheet

Note : 1 Share Capital

Particulars	As at 31.03.2016	As at 31.03.2015
<u>AUTHORIZED CAPITAL</u>		
1,25,00,000 Equity Shares of Rs. 10/- each.	125,000,000.00	125,000,000.00
<u>ISSUED</u>		
1,25,00,000 Equity Shares of Rs. 10/- each.	125,000,000.00	125,000,000.00
<u>SUBSCRIBED & PAID UP CAPITAL</u>		
1,25,00,000 Equity Shares of Rs. 10/- each.	125,000,000.00	125,000,000.00
Total	125,000,000.00	125,000,000.00

Note: 1A Reconciliation of No. of shares

Particulars	As at 31.03.2016	As at 31.03.2015

Number of Equity Shares at the beginning	12,500,000	12,500,000
Add:- Number of Shares Issued	-	-
Number of Equity Shares at the end	12,500,000	12,500,000

Note: 1B Details of Share holding more than 5% as at 31st March, 2015

Name	Class of Share	No. of Share Holding	Percentage of Holding
Juris Financial Service Private Limited	Equity	3,135,000	25.08%

GRACIOUS SOFTWARE LIMITED

CIN: U72300DL2007PLC168989

H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002

Depreciation Chart as per companies Act' 2013 as on 31st March' 2016

Note : 11 Fixed Assets

S. No	Particulars	Gross Block			Depreciaton			Net Block			
		Value as on 01.04.2015	Addition during the year	Deduction during the year	Value as on 31.03.2016	Value as on 01.04.2015	Addition during the year	Deduction during the year	Value as on 31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
I	<u>Tangible Assets</u>										
1	Computer & Software	72,100.00	-	-	72,100.00	53,110.87	8,941.13	-	62,052.00	10,048.00	18,989.13
3	Furnitures & Fixtures	56,750.00			56,750.00	21,822.16	10,420.19	-	32,242.35	24,507.65	34,927.84
4	Office Equipment	24,750.00			24,750.00	19,139.96	2,628.64	-	21,768.60	2,981.40	5,610.04
	SUB TOTAL (A)	153,600.00	-	-	153,600	94,073	21,990	-	116,063	37,537	59,527.01
II	<u>Intangible Assets</u>										
	SUB TOTAL (B)	-	-	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)	153,600.00	-	-	153,600.00	94,072.99	21,989.96	-	116,062.95	37,537.05	59,527.01
	(Previous Year)	153,600.00	-	-	153,600.00	57,356.93	36,716.06	-	94,072.99	59,527.01	96,243.07

GRACIOUS SOFTWARE LIMITED

CIN: U72300DL2007PLC168989

H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002

Notes Forming Part of the Balance Sheet
Note : 12 Non Current Investment

Particulars	As at 31.03.2016	As at 31.03.2015
Investment in Property	-	-
Investment in Equity Instrument	51,050,000.00	51,050,000.00
Investment in Partnership Firm	-	-
Investment in Mutual Fund	-	-
Other Investment	-	-
Total	51,050,000.00	51,050,000.00

Note : 13 Deferred Tax Assets (Net)

Particulars	As at 31.03.2016	As at 31.03.2015
Deferred Tax Assets	7,069.00	2,171.00
Total	7,069.00	2,171.00

Note : 14 Long Term Loans and Advances

Particulars	As at 31.03.2016	As at 31.03.2015
Capital Assets		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
Security Deposit		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
Loans & Advances to related parties	-	-
Other Loans & Advances		
Others	51,456,350.00	51,456,350.00

Total	51,456,350.00	51,456,350.00
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Note : 15 Other Non Current Assets

Particulars	As at 31.03.2016	As at 31.03.2015
Long Term Trade Recievables		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
- Others		
Security Deposit	140,450.00	140,450.00
Prelimery Exp.	1,000,204.00	1,000,204.00
Total	1,140,654.00	1,140,654.00

Note :16 Current Investment

Particulars	As at 31.03.2016	As at 31.03.2015
Investment in Equity	-	-
Investment in Prefrence Shares	-	-
Investment in Govt Securities	-	-
Investment in debentures & Bonds	-	-
Investment in Mutual Fund	-	-
Investment in Partnership Firm	-	-
Others		
Total	-	-

Note : 17 Inventories

Particulars	As at 31.03.2016	As at 31.03.2015
Raw Material	-	-
Work-in-Progress	-	-
Finished Goods	-	-
Stock-in-Trade	-	-
Stores & Spares	-	-
Loose Tools	-	-
Other (Specify the nature)	-	-
Goods-in-transit	-	-
Total	-	-

Note : 18 Trade Receivables

Particulars	As at 31.03.2016	As at 31.03.2015
Outstanding for more than six months		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
-		
Others		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	19,182,581.00	12,201,476.00
-		
c) Doubtful	-	-
-		
Total	19,182,581.00	12,201,476.00

Note : 19 Cash & Cash Equivalent

Particulars	As at 31.03.2016	As at 31.03.2015
Cash in Hand	2,180,667.00	818,746.00
Bank Balance		
- PNB A/C	88,114.15	1,618,270.13
Total	2,268,781.15	2,437,016.13

Note :20 Short Terms Loans and Advances

Particulars	As at 31.03.2016	As at 31.03.2015
Loans & Advances from related parties		
a) Secured, Considered Good :	-	-
b) Unsecured, Considered Good :	-	-
c) Doubtful	-	-
Others	57,593,950.01	61,651,665.01
Total	57,593,950.01	61,651,665.01

Note : 21 Other Current Assets

Particulars	As at 31.03.2016	As at 31.03.2015
TDS Receivable	338,686.99	297,436.99
CENVAT Credit	-	364,989.00
Total	338,686.99	662,425.99

GRACIOUS SOFTWARE LIMITED

CIN: U72300DL2007PLC168989

H.No. 4346 G-6 Ground Floor Gali No. 4C Ansari Road, Darya Ganj Delhi-110002

Notes Forming Part of the Profit & Loss Statement

Note : 22 Revenue from Operations

Particulars	As at 31.03.2016	As at 31.03.2015
Income from Software & Hardware Products and Services	13,232,026.00	15,258,115.00
Total	13,232,026.00	15,258,115.00

Note : 23 Other Income

Particulars	As at 31.03.2016	As at 31.03.2015
Interest Income	412,500.00	325,216.00
Other Income	410.00	-
Total	412,910.00	325,216.00

Note : 24 Cost of Material Consumed

Particulars	As at 31.03.2016	As at 31.03.2015
Purchases	11,124,705.00	9,472,115.00
Direct Expenses	-	3,406,019.00
Total	11,124,705.00	12,878,134.00

Note : 25 Change in Inventories

Particulars	As at 31.03.2016	As at 31.03.2015
Closing Stock	-	-
Opening Stock	-	-
Total	-	-

Note : 26 Employment Benefit Expenses

Particulars	As at 31.03.2016	As at 31.03.2015
Remuneration to Director	240,000.00	240,000.00
Salary & Wages	552,000.00	688,657.00
Staff Welfare Expenses	95,471.00	41,220.00
Total	887,471.00	969,877.00

Note : 27 Operating and Other Expenses

Particulars	As at 31.03.2016	As at 31.03.2015
Accounting Charges	156,000.00	120,000.00
Business Promotion Expenses	-	43,338.00
Legal & Professional	583,284.00	86,965.00
Printing & Stationary	24,172.00	24,207.00
Dematerialisation Charges	-	-
Custodian fees	-	82,021.00
Office Expenses	48,099.00	16,789.00
Telephone Expenses	32,182.00	22,633.00
Conveyance Expenses	-	30,338.00
Misc. Expenses	40,051.00	57,435.00
Preliminary Expenses W/O	-	474,000.00
Filing Fees	38,979.00	5,112.00
Web Charges	-	6,020.00
Tour & Travelling Expenses	45,472.00	33,800.00
Market Making Expenses	-	-
Advertesing Exps	63,090.00	20,956.00
Interest on Income Tax	-	12,905.00
Interest on Service Tax	183.00	1,448.00
Interest on TDS	4,393.00	-
Storage Charges	10,258.00	20,751.87
Payment to Auditors:		
Audit Fees	10,000.00	10,000.00
Company Law Matters Fee	-	-
Service Tax Fee	-	-
Total	1,056,163.00	1,068,718.87

Note :28 Financial Cost

Particulars	As at 31.03.2016	As at 31.03.2015
Bank Charges	1,211.98	1,146.12
Total	1,211.98	1,146.12

Note : 29 Depreciation & Amortised Cost

Particulars	As at 31.03.2016	As at 31.03.2015
Depreciation	21,989.96	36,716.06
Total	21,989.96	36,716.06

Note : 30 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A- SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.

2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 Recognition of Income

Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

7 Events occurring after the balance sheet date

Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.

8 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.

9 Use of estimates

The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

10 Depreciation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

B- NOTES TO THE ACCOUNTS

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.
- 2) All the investments made by the company are valued at Cost .
- 3) Managerial Remuneration: 240000
- 4) Company does not have any inventory.
- 5) Deffered tax arising on account of timing differeance and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deffered tax assests are recognised unless there is virtual certainty with respect to the reversal of the same in future years.

- 6) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.
 7) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

- 8) Value of Import on CIF Basis Nil
 9) Earnings in Foreign Exchange (FOB Value) Nil
 10) Expenditure in Foreign Currency Nil
 11) Earning Per Share:

Particulars	As at 31.03.2016
Net profit after tax available for Equity Shareholders (Rs.) (A)	383,906.06
Weighted Avg.Number Equity Shares outstanding (Nos.) (B)	12,500,000
Dilutive potential Equity Shares (Nos.)	-
Dilutive shares outstanding (Nos.) (C)	12,500,000
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.031
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.031

As per our report of even date attached.

CA. Haresh Kumar Mishra
 Proprieter
 M No. : 518661
 FRN: 024716N

Mahesh Chand
 DIN: 06463812

Ajay Basnsal
 DIN: 06732641

Date: 28.05.2016
 Place : New Delhi
 CA. Haresh Kumar Mishra
 Proprieter

Mahesh Chand
 DIN: 06463812

Ajay Basnsal
 DIN: 06732641

Date: 28.05.2016
 Place : New Delhi

GRACIOUS SOFTWARE LIMITED

Regd. Office: G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road,
Darya Ganj, New Delhi – 110002; CIN: L72300DL2007PLC168989, Email id: gracious_software@yahoo.com ,
Website: www.gracsoft.com; Contact No: 011-32931123

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 09th Annual General Meeting of the company, to be held on Wednesday, 24th day of August, 2016 at 10:00 A.M.at G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road, Daryaganj, New Delhi – 110002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	Ratification to appoint of M/s. HARESH MISHRA & ASSOCIATES, Chartered Accountants (FRN 024716N) as Statutory Auditors & fixing their remuneration		
3.	Appointment of Ms. Archana Devi as an Independent Director.		
4.	Appointment of Mr. Yadubir Thakur as Director		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Signature of Shareholder
across Revenue Stamp

Signature of Proxy holder

Signature of the shareholder

Affix Revenue
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

GRACIOUS SOFTWARE LIMITED

Regd. Office: G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road,
Darya Ganj, New Delhi – 110002; CIN: L72300DL2007PLC168989, Email id: gracious_software@yahoo.com ,
Website: www.gracsoft.com; Contact No: 011-32931123

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

08th Annual General Meeting on Wednesday, 24th day of August, 2016 at 10:00 A.M. at G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road, Daryaganj, New Delhi – 110002

Full name of the members attending _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held:

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 09th Annual General Meeting on Wednesday, 24th day of August, 2016 at 10:00 A.M. at G-6, Ground Floor, House No. 4346, Gali No. 4C, Ansari Road, Daryaganj, New Delhi - 110002

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

ROUTE MAP FOR ANNUAL GENERAL MEETING

