

GRACIOUS SOFTWARE LIMITED

Regd office: G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road, Darya Ganj, Delhi – 110002
CIN No. U72300DL2007PLC168989; Email Id: gracious_software@yahoo.com; www.gracsoft.com

COMPLIANCE REPORT ON CORPORATE GOVERNANCE Quarter ending on: 31st December, 2014

Particulars	Clause of Listing Agreement	Compliance Status Yes / No	Remarks
I. Board of Directors	42 (1)	YES	---
(A) Compliance of Board			Optimum Combination of Executive, Non-Executive and Independent Directors in Board
(B) Non-Executive Directors' compensation & Disclosures	42(IA) 42(IB)	YES YES	---
(C) Other Provisions as to Board & Committees	42(IC)	YES	---
(D) Code of Conduct	42(ID)	YES	Complied
II. Audit Committee	42 (II)	YES	---
(A) Qualified & Independent Audit Committee	42(IIA)	YES	Audit Committee has 3 Members and Chairmen of the Committee is an Independent Director.
(B) Meeting of Audit Committee	42(IIB)	YES	---
(C) Powers of Audit Committee	42(IIC)	YES	---
(D) Role of Audit Committee	42(IID)	YES	---
(E) Review of Information by Audit Committee	42(IIE)	YES	---
III. Subsidiary Companies	42 (III)	N.A	The Company has no subsidiary
IV. Disclosures	42 (IV)	YES	---
(A) Basis of related Party Transactions	42(IVA)	YES	Duly Complied
(B) Disclosure of Accounting Treatment	42(IVB)	YES	Duly Complied
(C) Board Disclosures	42 (IVC)	YES	Duly Complied
(D) Proceeds from public issues, rights issues, preferential issues	42 (IVD)	N.A	---

For GRACIOUS SOFTWARE LIMITED

Authorised Signatory

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(E) Remuneration of Directors	42(IVE)	YES	Duly Complied
(F) Management	42 (IVF)	YES	Duly Complied
(G) Shareholders	42 (IVG)	YES	Duly Complied
V. CEO/CFO Certifications	42 (V)	YES	Duly Complied
VI. Report on Corporate Governance	42 (VI)	YES	Duly Complied
VII. Compliance	42 (VII)	YES	Duly Complied

For GRACIOUS SOFTWARE LIMITED

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MAHENDRA SINGH

Director

DIN: 06437665

Authorised Signatory

Date: 13th, January 2015

Place: New Delhi