

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

Ph.No:- 011-32931123

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Quarter ending on: 30th June, 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
	42(IA)	YES	
(B) Non-Executive Directors' compensation & Disclosures	42(IB)	YES	---
(C) Other Provisions as to Board & Committees	42(IC)	YES	---
(D) Code of Conduct	42(ID)	YES	Disclosure will be made in next Annual Report.
II. Audit Committee	42 (II)	YES	---
(A) Qualified & Independent Audit Committee		YES	Audit Committee has 3 Members and Chairmen of the Committee is an Independent Director.
	42(IIA)		
(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	Will be complied and Disclosed in next Annual Report.
(B) Disclosure of Accounting Treatment	42(IVB)	YES	Will be complied and Disclosed in next Annual Report.
(C) Board Disclosures	42 (IVC)	YES	Will be complied and Disclosed in next Annual Report
(D) Proceeds from public issues, rights issues, preferential issues	42 (IVD)	N.A	---



(E) Remuneration of Directors	42(IVE)	YES	Will be complied and Disclosed in next Annual Report
(F) Management	42 (IVF)	YES	Will be complied and Disclosed in next Annual Report
(G) Shareholders	42 (IVC)	YES	Will be complied and Disclosed in next Annual Report
V. CEO/CFO Certifications	42 (V)	YES	Will be Complied and disclosed in next Annual Report.
VI. Report on Corporate Governance	42 (VI)	YES	Will be Complied and disclosed in next Annual Report.
VII. Compliance	42 (VII)	YES	Will be Complied and disclosed in next Annual Report.

For **Gracious Software Limited**



Mahendra Singh
(Director)

Date: 11th July, 2014
Place: New Delhi