



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: 011-65670016

To,

Corporate Relation Department,
BSE Limited
PJ Towers, Dalal Street
Mumbai-400001

Sub: Notice of Postal Ballot
Scrip Code: 780002, Scrip Name: GSL

Dear Sir,

This is with reference to the captioned subject. In this regard, we would like to inform you that the Company has completed the electronic transmission/physical dispatch of the Postal Ballot notice and postal ballot form on 23.02.2017 to the members for seeking their consent for the members set out in the Postal ballot Notice dated 18.02.2017. The Postal Ballot Notice and Postal ballot form are also available on the website of the Company www.gracsoft.com

In this regard, kindly update the copy of Notice of Postal ballot as enclosed herewith on your website for your reference.

Kindly update the same.

FOR GRACIOUS SOFTWARE LIMITED


YACUBER THAKUR
(Director)
DIN: 07554300



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NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.

Dear Shareholders,

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 that the draft resolution set out below are proposed to be passed by Postal Ballot.

Accordingly, the draft resolution and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the NSDL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed **Mr. Pawan Kumar Mishra**, Practicing Company Secretary, Proprietor of **M/s P.K. Mishra & Associates**, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at **13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065** before the closing of working hours on 5.30 p.m. of 25th March, 2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 28th March, 2017 at the registered office of the Company G-6, Ground floor, House No. 4346, Gali No. 4C, Ansari Road, Darya Ganj, Delhi-110002. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at www.gracsoft.com. The Resolution, if approved, will be taken as passed effectively on the date of declaration of result i.e. 28th March, 2017.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz www.gracsoft.com for perusal by the Members.

1. TO ACCORD THE APPROVAL FOR VOLUNTARY EXIT OF THE SECURITIES (EQUITY SHARES) OF THE COMPANY (SCRIP CODE 780002) FROM THE INSTITUTIONAL TRADING PLATFORM OF BSE SME

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in term of the Provisions of the Securities and Exchange Board Of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, the Consent of members of the company be and is hereby accorded for Voluntary Exit of the Securities (equity shares) of the Company (Scrip Code 780002) from SME-Institutional Trading Platform of BSE Limited.

RESOLVED FURTHER THAT Board of Directors of the company is authorised to seek the approval of BSE Limited for Exit of the Securities of the Company from SME-Institutional Trading Platform of BSE Limited.

RESOLVED FURTHER THAT Mr. Yadubir Thakur, Director, of the Company, be and are hereby authorised to sign, execute and submit required documents with the BSE Limited in connection therewith and to do all acts and deeds as may become necessary and incidental to give effect to the above resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned authority(ies), Department(s) etc.”

**By Order of the Board
For GRACIOUS SOFTWARE LIMITED
Sd/-
YADUBIR THAKUR
DIRECTOR**

**Regd. office:
G-6, Ground floor, House No. 4346, Gali No. 4C,
Ansari Road, Darya Ganj, Delhi-110002**

**Place: New Delhi
Date: 18th February, 2017**

NOTES:

1. The Explanatory statement for the proposed resolution under Item No.1 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.

2. The Company has appointed Mr. Pawan Kumar Mishra, Practicing Company Secretary, Proprietor of M/s Pawan Kumar Mishra & Associates, as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on dated 17th February, 2017
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies(Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Securities of the company i.e equity shares are listed with BSE Limited on its SME-Institutional Trading Platform under Scrip Code 780002. The Board of Directors of the company has discussed that no fruitful purpose is going to be achieved by keeping company's securities listed with BSE Limited on its SME-Institutional Trading Platform. Further, the Company is burdened with number of additional compliances, costs and expenses on account of listing of its securities with the stock exchange. After considering all these factors the Board has decided to seek Voluntary Exit of its Equity Shares from SME-Institutional Trading Platform of BSE Limited. In terms of regulations of the stock exchange the company can seek Voluntary Exit with the approval of its shareholders by passing Special Resolution through Postal Ballot where ninety percent of total votes and the majority of non promoter votes casted in favour of the proposal and with the approval of Stock Exchange. In view of the above, the Board proposed to seek the approval of the members of the company by passing Special Resolution by postal ballot to seek the Voluntary Exit of the Equity Shares of the company from the SME - Institutional Trading Platform of the BSE Limited. The company will seek approval of Stock Exchange after passing the Special Resolution by the members of the company. The Directors of the Company or their relatives may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the company held by them. Your Directors recommend the passing of the Resolution in Item No. 1 of the Notice as a Special Resolution.

By Order of the Board
For GRACIOUS SOFTWARE LIMITED
Sd/-
YADUBIR THAKUR
DIRECTOR

Regd. office:
G-6, Ground floor, House No. 4346, Gali No. 4C,
Ansari Road, Darya Ganj, Delhi-110002

Place: New Delhi
Date: 18th February, 2017

INSTRUCTIONS

1. The instructions for members for voting electronically are as under:-

A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)] :

(i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)

(iii) Click on shareholder-Login.

(iv) Put user ID and password as initial password noted in step (i) above. Click login.

(v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens, click on e-voting: Active Voting cycles.

(vii) Select "EVEN" Of **GRACIOUS SOFTWARE LIMITED**.

(viii) Now you are ready for e-voting as cast vote page opens.

(ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote

(xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pkmishra59@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

(i) Initial password is provided as below in the Postal ballot form:

EVEN(E Voting event number)	USER ID	PASSWORD

(ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com.

3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

4. The e-voting period commences on 24.02.2017 (9.30 a.m.) and ends 25.03.2017 (5.30 p.m.). During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th February, 2017, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th February, 2017.
6. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self -addressed postage prepaid envelope, so as to reach the Scrutinizer at **13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065** before the closing of working hours on 25.03.2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the 'Investor' page on the website of the Company www.gracsoft.com
11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named Member.
12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
13. A tick (√) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
14. The Vote in this postal ballot cannot be exercised through Proxy.
15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.
16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.gracsoft.com and on the website of NSDL within two days of passing of the resolution and communicated to the Stock Exchanges.



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Contact No: 011-65670016

POSTAL BALLOT FORM

Sr. No. _____

- Name (s) and Registered Address of the Sole / First named Shareholder
- Name(s) of the joint Shareholders, if any
- Registered Folio No / DP ID* & Client ID No.*
(*Applicable to Shareholder(s) holding shares in electronic form)
- No. of Shares held
- I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 18.02.2017 by sending my/our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate column below:-

Item No.	Description	No. of votes exercised corresponding to the total number of voting	I/we assent to the	I/we dissent to the
1	To Accord The Approval For Voluntary Exit of The Securities (Equity Shares) Of The Company (Scrip Code 780002) From The Institutional Trading Platform of BSE SME.			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 25th day of March, 2017 up to 5:30 p.m.