



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

Date: 28th March, 2017

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

Sub: Result of E-Voting
Scrip Code: 780002, Scrip Name: GSL


Dear Sir/Madam,

As per Regulation 44 of the SEBI (listing Obligation and Disclosure Requirements) Regulation, 2015, the results of Postal Ballot conducted by the Company has been declared by the company on 28th March 2017, the summary of the results is enclosed herewith as per the format prescribed.

Further, Mr. P.K. Mishra, Proprietor M/s. P. K. Mishra & Associates, Companies Secretaries In whole time Practice, Scrutinizer has submitted the Scrutinizer report dated 28th March, 2017 which is also enclosed herewith for your reference.

Kindly Update the same in your Records.

Yours faithfully,

FOR GRACIOUS SOFTWARE LIMITED

YASHVIR THAKUR
(Director)
DIN: 07554300

ENCL:

1. Scrutinizer report dated 28th March, 2017



P K MISHRA & ASSOCIATES
(Company Secretaries)

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SCRUTINIZER'S REPORT

**(Pursuant to Section 110 of the Companies Act, 2013, read with the
Companies (Management and Administration) Rules, 2014)**

To

The Chairman

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

I, Mr. Pawan Kumar Mishra, Proprietor of P. K. Mishra & Associates, Practicing Company Secretary (Membership No.FCS-4305) and Certificate of Practice No.16222) have been appointed by the Board of Directors of **Gracious Software Limited** as the Scrutinizer for scrutinizing in a fair and transparent manner the Postal Ballot/e-voting process of Gracious Software Limited ("the Company") conducted for seeking consent of the Members for the Special Resolution for the Approval of Voluntary Exit of The Securities (Equity Shares) Of The Company (Scrip Code 780002) from The Institutional Trading Platform of BSE SME. (the resolution") as contained in the Postal Ballot Notice dated 18th February, 2017 ("Notice"), under the provisions of Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014 for passing the proposed resolution as Special Resolution.

I submit my report as under:-

1. The dispatch of the Postal Ballot Forms to the Members of the Company, whose names appeared on the Register of Members / List of Beneficial owners received from National Securities Depository Limited (NSDL) as on February 17, 2017 was completed on Thursday, February 23. 2017.





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2. Pursuant to Rule 22(3) of the Companies (Management & Administration) Rules, 2014 Advertisement were published by the Company on 23.02.2017 in Money Makers news paper in English and Dainik Mahalaxmi Bhagyodya in Hindi, about having completed the dispatch of the Postal Ballot Notice along with Postal Ballot Form and postage prepaid self-addressed envelope to the Members, along with other matters laid down in the stated Rule.
3. The E-voting commenced on February 24, 2017 (9.30 A.M.) onwards and ended on Saturday, March 25, 2017 (5.30 P. M.).
4. All the data of e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" the Resolution were downloaded from the e-voting portal of NSDL, by unblocking the event on 25th March, 2017.
5. All the Postal Ballot Forms including E-voting received up to the close of working hours i.e. 5.30 P.M. on Saturday, March 25 2017, the last day and time fixed by the Company for receipt of Postal Ballot Forms, were scrutinized by me with respect to their validity and have been recorded.
6. No Postal Ballot Forms received after the close of working hours, i.e. 5.30 P.M. on Saturday, March 25, 2017, the last day and time fixed by the Company have been considered by me.

I hereby submit a combined report on Postal Ballot including E-voting as per the statement attached herewith.

Thanking you,

For P. K. MISHRA & ASSOCIATES
Company Secretaries

(Pawan Kumar Mishra)
Proprietor
Membership No.FCS-4305
C. P. No. 16222



Place: New Delhi
Date: March 28, 2017



Special Resolution: For Approval of Voluntary Exit of the Securities (Equity Shares) Of The Company (Scrip Code 780002) From The Institutional Trading Platform of BSE SME.

Voted in favour of the Resolution:

Mode	Number of Members voted	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
Electronic	Nil	Nil	Nil
Physical	8	40,60,650	32.48
Total	8	40,60,650	32.48

(i) Voted against the Resolution:

Mode	Number of Members voted	Number of Votes cast in favour of the resolution	% of total number of valid votes cast
Electronic	0	0	0
Physical	0	0	0
Total	0	0	0

(ii) Invalid Votes:

Mode	Number of Members whose votes were declared invalid	Number of Votes cast
Electronic	0	0
Physical	0	0
Total	0	0





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Resolution is passed with requisite majority and there is no voting by public shareholders against the resolution

The Register, all other papers and relevant records relating to postal ballot including electronic voting shall be under my safe custody until the Chairman / Authorized Person considers, approves and signs the Minutes of the announcement of the results of Postal Ballot and the same are handed over to the Chairman for safe keeping.

Thanking you,

For P. K. MISHRA & ASSOCIATES
Company Secretaries



(Pawan Kumar Mishra)
Proprietor
Membership No.FCS-4305
C. P. No. 16222

Place: New Delhi
Date: March 28, 2017