

GRACIOUS SOFTWARE PRIVATE LIMITED

Regd. Off: 106 DUA BUSINESS CENTRE MAIN VIKAS MARG
SHAKARPUR DELHI 110092

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of the Company will be held on 30th day of September, 2011 at 10.30 A.M. at the registered office of the Company at, 106 DUA BUSINESS CENTRE MAIN VIKAS MARG SHAKARPUR DELHI 110092

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as on 31st March 2011 and Profit & Loss Account for the year ended on that date together with the Directors' and Auditors' report thereon.
- 2 To appoint Auditors of the company, to hold office from the conclusion of this meeting until the conclusion of the next meeting of the Company and fix their remuneration.

SPECIAL BUSINESS

By order of the Board of Directors



Director

Place: New Delhi

Dated: 30-07-2011

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of him or her.
2. A proxy need not be a Member of the Company.
3. A Proxy in order to be effective must be submitted at Registered Office of the Company not less than 48 hours before the time fixed for meeting. Completion and return of the form of proxy will not prevent a member from attending the meeting and voting in person if he or she so wishes.
4. A form of proxy is given at the end of the Annual Report.

GRACIOUS SOFTWARE PRIVATE LIMITED

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SHAKARPUR DELHI 110092

DIRECTOR'S REPORT

Dear Members,

Your Directors take pleasure in presenting Annual Report of the company together with Audited Statement of Accounts for the financial year ended on March 31, 2011 and Auditors' Report thereon.

1. Financial Results: During the financial year under review, your company has made a Loss of Rs 1000/=Previous Year Loss Rs 1000/= before tax. Your Directors hope to do better business in coming financial year.
2. Dividend: In view of the unsatisfactory result, the Board of Directors has decided not to pay any dividend for the year under review.
3. Deposit: The Company has neither invited nor accepted any public deposits during the financial period.
4. Conservation of energy, technology, absorption, foreign exchange earning & outgo
 - a.) As regards to disclosure u/s 217(i)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rule, 1988, particulars relating to conservation of energy are not application to the company.
 - b.) Disclosure of information relating to Foreign Exchange earning & outgo as required under Rule 2(i) is Nil.
5. Employee: During the year the company did not employ any employee who is in receipt remuneration of Rs. 2,00,000/- or more per month or Rs. 24,00,000/- or more per annum, therefore provisions of Section 217(2A) of the Companies Act, 1956 are not applicable to the company.
6. Auditors: **Gyan Shankar & Associates**, Chartered Accountants, Statuary Auditors of the Company hold office until the ensuing Annual General Meeting. It is proposed to re-appoint them to examine and audit the accounts of the company for the next financial year. The Auditor of the company has furnished certificate under Section 224(1) of the Companies Act, 1956, of their eligibility for reappointment.

Satish P

7. Responsibility Statement: The responsibility statement pursuant to Section 217 (2AA) of the Companies Act, 1956 as amended by Companies (Amendment) Act, 2000 are as under:
- i.) The said annual account has been prepared in compliance of all applicable accounting standards.
 - ii) All accounting policies selected for preparing accounts has been consistently applied and wherever required, judgments and estimates 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 in case of Profit and Loss accounts for that period.
 - iii) Proper and sufficient care has been taken to maintain adequate accounting records as per the provisions of the said Act and also sufficient care has been taken for the safeguard of the assets of the Company including preventing and detecting frauds and other irregularities.
 - iv) The said annual accounts have been prepared on a going concern concept basis.
8. Acknowledgement: The management acknowledges with gratitude, the cooperation extended by the company's staff and members and other outside agencies.

For and on behalf of the Board of Directors



Chairman

Place: New Delhi
Date: 30-07-2011

GYAN SHANKAR & ASSOCIATES

CHARTERED ACCOUNTANTS,

3/2, Street No 6, J- Exten,

Laxmi Nagar Delhi 110092

FRN No. 017978N

Auditor's Report

The Members

GRACIOUS SOFTWARE PRIVATE LIMITED

1. We have audited the attached balance sheet of **GRACIOUS SOFTWARE PRIVATE LIMITED**, as at 31st March 2011, and also the profit and loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the Annexure referred to above, we report that:

(i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

(ii) 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us. The Branch Auditor's Report(s) have been forwarded to us and have been appropriately dealt with;

(iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account (and with the audited returns from the branches;



(iv) In our opinion, the balance sheet and profit and loss account dealt with by this report comply with the mandatory accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

(v) On the basis of written representations received from the directors, as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

(vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, 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 31st March 2011;

(b) in the case of the profit and loss account, of the profit / loss for the year ended on that date; and

For GYAN SHANKAR & ASSOCIATES

Chartered Accountants



Gyan Shankar Prasad Singh

(Proprietor)

M.NO. 099751

Place: New Delhi

Date: 30-07-2011

GRACIOUS SOFTWARE PRIVATE LIMITED

BALANCE SHEET AS AT 31ST MARCH'2011

	Schedule Number	As At 31.03.2011		As At 31.03.2010	
		Rupees		Rupees	
I. Sources of Funds					
Share Capital	1		12,600,000.00		100,000.00
Share Application Money			0.00		0.00
Reserves and surplus			0.00		0.00
Loan Fund			0.00		0.00
Total			12,600,000.00		100,000.00
II. Application of Funds					
Fixed Assests		-	0.00	-	0.00
Investments			12,500,000.00		0.00
Net Current Assets					
<u>Current Assets, Loans and Advances</u>	2	84,500.00		84,500.00	
<u>Less: Current Liabilities and Provisions</u>	3	2,000.00	82,500.00	1,000.00	83,500.00
Misc Exp					
Preliminary Exp			13,500.00		13,500.00
Profit & Loss A/c			4,000.00		3,000.00
Total			12,600,000.00		100,000.00

Notes:1. The Schedules referred to above form an integral part of the Balance Sheet.
 2. Significant Accounting Policies and Notes forming part of the Accounts as per Schedule 5. are annexed and form an integral part of Balance Sheet.

As per our report of even date attached

For G. Shankar & Associates

Chartered Accountants

G. Shankar Prasad Singh
 Prop. Accountants

M.NO. 099751
 Place : New Delhi
 Date: 30-07-2011

For GRACIOUS SOFTWARE PRIVATE LIMITED


 Gopal gupta
 Director


 Satender Kumar
 Director

	As At 31.03.2011	As At 31.03.2010
	Rupees	Rupees
SCHEDULE - 1		
SHARE CAPITAL:		
AUTHORISED:		
10,000 Equity Shares of Rs. 10/- each	100,000.00	100,000.00
ISSUED, SUBSCRIBED & PAID-UP		
10000, Equity Shares Of rs.10 each, fully paid up	100,000.00	100,000.00
Share Application Money	12,500,000.00	
Total RS.	12,600,000.00	100,000.00
SCHEDULE - 2		
CURRENT ASSETS		
CASH & BANK	84,500.00	84,500.00
Total RS.	84,500.00	84,500.00
SCHEDULE - 3		
CURRENT LIABILITIES AND PROVISIONS		
AUDIT FEES PAYABLE	2,000.00	1,000.00
Total RS.	2,000.00	1,000.00
(b) Provisions		
Provision for Income Tax	0.00	-
DEFERRED TAX LIABAILITY	0.00	-
Total (b) RS.	2,000.00	1,000.00
SCHEDULE-4		
ADMINISTRATIVE & OTHER EXPENSES		
AUDIT FEE	1,000.00	1,000.00
Total RS.	1,000.00	1,000.00



Gyan Shanker

10 Information pursuant to Part IV of Schedule VI of the Companies Act, 1956.

1 Registration Details.			
Registration No.	168989	State Code	55
Balance Sheet Date	31.03.2011		
2 Capital raised during the year (Amount in Rs. Thousands)			
Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
3 Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)			
Total Liabilities	12,600	Total Assets	12,600
Sources of Fund			
Paid up Capital	12,600	Reserves & Surplus	NIL
Secured Loans	NIL	Unsecured Loans	NIL
Share Application Money	12500		
Application of Funds			
Net Fixed Assets	NIL	Capital WIP	NIL
Net Current Assets	82.5	Investment	NIL
Deferred Tax Assets	NIL	Misc. Exp.	17.5
4 Performance of company (Amount in Rs. Thousands)			
Turnover	0	Total Expenditure	1
Profit before Taxes	(1)	Profit after Tax	(1)
Earning per Share in Rs.	-0.10	Dividend Rate	NIL
5 Generic Names of Three Principal Products Services of Company			

NOT APPLICABLE



GRACIOUS SOFTWARE PRIVATE LIMITED

SCHEDULE - 5

PART-A

SIGNIFICANT ACCOUNTING POLICIES

1. **BASIS OF ACCOUNTING**
Account of the company have been prepared on Historical Cost Convention and are in accordance with the applicable accounting standards and generally accepted principles of accounting.
2. **REVENUE RECOGNITION**
Revenue is recognized on accrual basis in accordance with the accounting standard.
3. **RETIREMENT BENEFIT**
No benefits were arised up to 31.03.2011
4. **TAXATION**
Provision for taxation has been made as per the provision of the Income Tax Act, 1961.
5. **DEFERED TAX**
During the year company has accounted for deferred tax in accordance with the AS-22 "Accounting for Taxation on Income"

PART-B

1. Previous year figures have been re-grouped and re-arranged wherever necessary.
2. No. provision has been made for gratuity as none of the employee of the company qualifies for gratuity.
3. Balances of Sundry Debtors, Creditors, advances and unsecured loans are subject to confirmation.
4. Foreign Exchange Earning : NIL Previous Years : NIL
5. Foreign Exchange Expenditure : NIL Previous Years : NIL



A handwritten signature in black ink, appearing to be "Gyan Shanker".

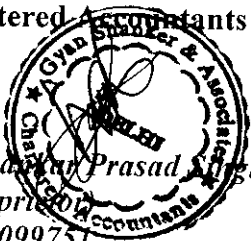
6. Total Expenditure on Employee(s), who were in receipt of remuneration of not less than Rs. 24, 00,000/- per annum for the year or Rs. 2 lacs per month employed for part thereof.

Current Year : Nil
Previous Year : Nil

Schedule 1 to 5 form integral part of the Balance Sheet and Profit & Loss Account and have been authenticated as such.

As per our report of even date

For GYAN SHANKAR & ASSOCIATES
Chartered Accountants



Ghyan Shankar Prasad Singh
(Proprietor)
M.NO. 099751
Place: New Delhi
Date: 30-07-2011

For GRACIOUS SOFTWARE PRIVATE LIMITED

Director

Director