

DRAFT INFORMATION MEMORANDUM
[In accordance with SEBI (Listing of specified securities on Institutional Trading Platform) Regulations, 2013]



GRACIOUS SOFTWARE LIMITED

Our Company was originally incorporated in New Delhi as “Gracious Software Private Limited” on 4th October, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Gracious Software Limited” (GSL) vide fresh certificate of incorporation dated 19th November, 2013 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

Registered office & Corporate Office: G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road, Darya Ganj, Delhi - 110002; Tel: 011-32931123; Fax: 91-11-32931123

Website: www.gracsoft.com; E-Mail: gracious_software@yahoo.com

Contact Person & Compliance Officer: Ms. Neelam Beniwal, Company Secretary & Compliance Officer;

**PROMOTERS OF THE COMPANY: MR. AJAY BANSAL, MR. MAHENDRA SINGH & M/s JURIS
FINANCIALSERVICES PRIVATE LIMITED**

This Information Document is In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009, as amended from time to time and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME.

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GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to “GSL”, “the Company”, “our Company” are to Gracious Software Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) with its Registered Office at G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road, Darya Ganj, Delhi - 110002. Furthermore, all references to the terms “we”, “us” and “our” are to Gracious Software Limited.

Company/ Industry related terms

Term	Description
Act/Companies Act	The Companies Act, 1956 and amendment thereto.
AGM	Annual General meeting
Articles/Articles of Association	Articles of Association of the Company
AS	Accounting Standard as issued by the Institute of Chartered Accountant of India
Auditor	M/s Viresh Rai & Associates, Chartered Accountants the statutory auditors of our Company.
Board/Board of Directors of the Company	Board of Directors of our Company i.e. Gracious Software Limited
BSE	BSE Limited
BSE-SME	SME platform of BSE Limited
Capital/ Share Capital/Equity Share Capital	Equity Share Capital of the Company
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depository	The Depositories Act, 1996 and amendment thereto.
Equity Share(s) or Share(s)	Means the equity shares of the Company having a face value of Rs. 10/- unless specified otherwise in the context thereof.
Equity Shareholder	Means a holder of Equity Shares of Our Company
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
ITP	Institutional Trading Platform
Memorandum/Memorandum of Association	Memorandum of Association of the Company
Promoter(s)	Mr. Ajay Bansal, Mr. Mahendra Singh, and Ms. Juris Finanical Services Private Limited
RBI	Reserve Bank of India
ROC	Registrar of Company, National Capital Territory of Delhi & Haryana
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
T.P.	Transfer of Property Act, 1882
SEBI	Securities and Exchange Board of India
Stock Exchange	Shall refer to the BSE Limited where the Shares of the Company proposed to list.
WTO	World Trade Organization

Abbreviations

ABBREVIATION	FULL FORM
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
FY / Fiscal	Financial Year
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
M. Com.	Master of Commerce
M.E.	Master of Engineering
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
Eqty	Equity
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	The Registrar of Companies, National Capital Territory of Delhi & Haryana
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America

GENERAL INFORMATION

Gracious Software Limited

Our Company was originally incorporated in New Delhi as “Gracious Software Private Limited” on 4th October, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Gracious Software Limited” (GSL) vide fresh certificate of incorporation dated 19th November, 2013 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

REGISTERED OFFICE:

G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road,
Darya Ganj, Delhi - 11000
Tel: 91-11-32931123
Fax: 91-11-32931123
Website: www.gracsoft.com
E-Mail: gracious_software@yahoo.com

COMPANY REGISTRATION NUMBER: 168989

COMPANY IDENTIFICATION NUMBER: U72300DL2007PTC168989

ADDRESS OF REGISTRAR OF COMPANIES

4th Floor, 61, Nehru Place, New Delhi - 110019
Tel: 011-26235707-09,
Fax: 011-26235702,
Email: roc.delhi@mca.gov.in

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Ajay Bansal	Executive Director	06732641	A-29, New India Apptt, Plot No. -6, Rohini, Sector-9, Delhi - 110085, India
Mr. Mahendra Singh	Non-Executive Director	06437665	B-21 - Pardhan Enclave, Parshuram Enclave Vill-Burari, Delhi, 110084, India
Mr. Mahesh Chand	Independent Director	06463812	Village- Tilapta, Karanvas, Grater Noida, Gautam Budh Nagar, 201310, Uttar Pradesh, India
Mr. Arun Kumar Gupta	Independent Director	06447121	151, State Bank Colony, New Delhi, 110009, India

For further details of Management of our Company, please refer to section titled "Our Management" on page 38 of this Information Memorandum.

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neelam Beniwal,
G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road,
Darya Ganj, Delhi - 11000
Tel: 91-11-32931123

Fax: 91-11-32931123
Website: www.gracsoft.com
E-Mail: gracious_software@yahoo.com

STATUTORY AUDITORS

Viresh Rai & Associates
Chartered Accountants
59A, 1st Floor, Gali No. 6
Kundan Nagar, LPS,
Delhi - 110092
Tel: +91 9971930669,
Contact Person: Mr. Viresh Rai
Firm Registration No.- 024540N

INVESTING MERCHANT BANKER

GUINNESS CORPORATE ADVISORS PVT. LTD.
18, Deshapriya Park Road, 2nd Floor,
Kolkata- 700 026
Tel: +91-33-3001 5555
Fax: +91-33-30015531
Email: gmbpl@guinnessonline.net
Website: www.16anna.com
Contact Person: Ms. Alka Mishra
SEBI Regn. No: INM 000011930

REGISTRAR OF THE COMPANY

MAS SERVICES LIMITED
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi - 110 020
Tel: 011-26387281-83,
Fax: 011-26387384,
Email: info@massserv.com
Website: www.masserv.com
Contact Person: Mr. Sharwan Mangla
SEBI Registration No: INR000000049

Absolute Responsibility of Gracious Software Limited

Gracious Software Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

ELIGIBILITY CRITERIA

We are an unlisted company as on date and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that

1. The name of our company, our promoters, any of our group companies or directors do not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the company that has been admitted by a competent court;
3. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the company, its promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. We have been incorporated on 4th October, 2007 and thus not completed more than ten years after incorporation and our revenues have not exceeded Rs. One Hundred Crores in any of the previous financial years.
6. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
7. We have completed fiscal 2012-13 being one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
8. M/s Guinness Corporate Advisors Private Limited (A SEBI Registered Merchant Banker) in accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, as amended has conducted due diligence and invested a sum of Rs. 50 Lacs on dated 20th December, 2013 by applying 5,00,000 Equity Shares of our Company at a price of Rs. 10 Each and these shares would be under lock in for a period of Three years from the date of listing.
9. In accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoter i.e. M/s. Juris Financial Services Private Limited has given their consent to lock-in 25,00,000 Equity Share representing 20.00 % of Paid up Capital of the Company.
10. We have entered tripartite depository agreement with NSDL as well as CDSL.

SECTION I - BUSINESS

DESCRIPTION OF OUR BUSINESS AND OPERATIONS

Description of our Business and Operations:

Our Company was originally incorporated in New Delhi as “Gracious Software Private Limited” on 4th October, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public company and consequently name was changed to “Gracious Software Limited” (GSL) vide fresh certificate of incorporation dated 13th November, 2013 issued by Registrar of Companies, National Capital Territory of Delhi & Haryana.

We are engaged in the providing IT services, consulting and business solutions organization and delivering results to our business clients. We also operate as reseller organization by a team of dynamic professionals with marketing, sales and technical know-how spread across various industries. We predominantly cater to Delhi and nearby markets and act as IT Distribution space.

We evolved our business as a startup organization that adds value at all stages of the technology selling value chain. We deliver the value proposition right from establishing the brand and product awareness, creating demand, enlisting partners, conducting demonstrations and training and providing in depth sales and marketing support.

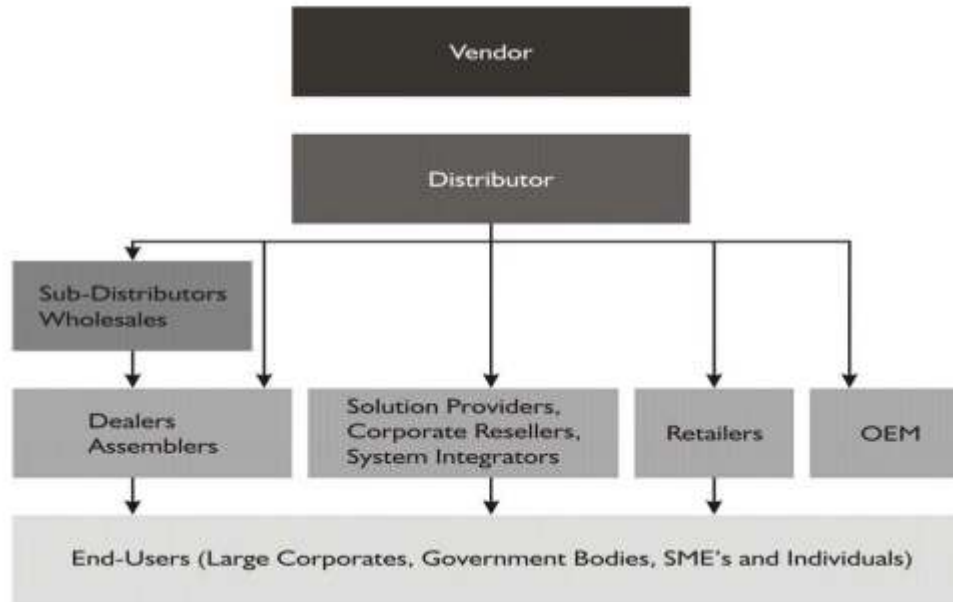
Our business process can be summarized as under:-

We play the role of a Distributor and reseller offering the complete bouquet of services. We act as the vital link between the original manufacturer / developers and end users and other resellers.

Distribution and resellers business of software and hardware is high volume business wherein efficient management of stock plays vital role. Higher the turnaround of materials turns better the health of business. Managing the risk of high obsolescence of inventory due to rapid technology changes and managing credit extended to channel partners is very important..

We have systematic inventory management processes and strong credit management policies in place to address these business risks.

We have a process to continuously monitor the ageing of stocks. Norms are placed on the extent of over-ageing of stocks which are carried on the basis of product category. We have an in house credit management team, which effectively manages our credit risk. We take into consideration the overall quality and aging of the receivable portfolio, specifically identified customer risks.



Research of market trend: Our team headed by our management focus on providing exceptional value to clients and creating new business opportunities across different emerging industry. And we take a creative approach to address the needs of a creating better tomorrow.

Innovative Market Participants: Over the years, we have attracted experienced software developers, established distributors and have combined their experience and expertise to develop and market our products and solutions.

Competition

The market for IT hardware and software are rapidly growing. We face competition from new entrants as well as existing established domestic and foreign companies in India. We expect further competition from countries with lower wage costs such as China, Philippines and Eastern Europe. Existing players are ramping up their facilities. This has resulted in rising salaries and higher attrition rates. Our competition also depends on several factors which includes rapidly changing technology changes in clients IT budgets, Slowing growth of Indian economy, and most importantly our pace in keeping up with the changing trends in Information Technology industry.

Marketing Arrangement

We provide a full range of services to help find, qualify, close and retain lucrative customer relationships. Our dedicated team guide creative and execution activities to ensure complete management of all marketing activities. We help partners manage marketing as an ongoing process improving the consistency and success for demand generation efforts, and speeding the time-to revenue for opportunities across the sale cycle. Our marketing services are designed with an objective of enhancing brand awareness, spreading geographical reach for our product offerings and enabling sales team through lead generation program. Our marketing service offering includes:

- Direct Mailer Campaigns, Micro sites
- Market Surveys
- Training Programs
- Meets
- PR releases

- Seminars and Webinars
- Technical support
- Technology demonstration workshops
- Telemarketing

OUR STRATEGY

We intend to grow our business by implementing the following key strategies:

Extending our reach to upcountry markets

The dependency on top metros to fuel growth is slowly decreasing; it is the smaller towns and cities that are witnessing exponential growth. This is being fuelled by improving infrastructure, government initiatives, improving standards of living etc. We would like to invest in each geographies covering these emerging markets.

Technology Drive and Product Identification

We sketch to enter into a product life cycle to catch the adopters and undertake market development and create demand.

Increasing our product portfolio

We are constantly striving to expand our product offering and we are always on the look out for complementary products that will add to our solution bouquet. This also helps in keeping our portfolio balanced and helps spread our risk. We would seek product lines which have better scope for value addition and therefore offer us higher than average margins.

Strategic acquisitions

We intend to selectively pursue acquisitions that augment our existing skill sets, client base or geographical presence. We are constantly on the lookout for Targets that meet our acquisition strategies.

Our Services and Products:

Our range of products and services consists are:

- Data processing
- Dealing in Desktops, Laptops, Servers, Storage and Software
- Imaging Software
- Hard Disk Drives / Portable storage Solutions.
- Scanners, Memory Modules and Cards, USB Drives, Speakers, Optical Media, Casings,
- SMPS, UPS, Webcams, Keyboards & Mice
- Networking of Computers.
- Advisors and consultants in respect of matters relating to Computer hardware software computer aided programmes

Our services are mainly supplied to dealers based at Delhi and adjacent territories. Few of our customers are listed below:

- a. Vishal Digital Studio & Color Lab Private Limited
- b. Kartikeya Enterprises
- c. KS Enterprises
- d. Aavia Softech Private Limited

Industry Segment overview:

Indian Information Technology Industry

Information technology (IT) industry in India has played a key role in putting India on the global map. IT industry in India has been one of the most significant growth contributors for the Indian economy. The industry has played a significant role in transforming India's image from a slow moving bureaucratic economy to a land of innovative entrepreneurs and a global player in providing world class technology solutions and business services. The industry has helped India transform from a rural and agriculture-based economy to a knowledge based economy.

Information Technology has made possible information access at gigabit speeds. It has made tremendous impact on the lives of millions of people who are poor, marginalized and living in rural and far flung topographies. Internet has made revolutionary changes with possibilities of e-government measures like e-health, e-education, e-agriculture, etc. Today, whether its filing Income Tax returns or applying for passports online or railway e-ticketing, it just need few clicks of the mouse. India's IT potential is on a steady march towards global competitiveness, improving defense capabilities and meeting up energy and environmental challenges amongst others.

Regulations

After the economic reforms of 1991-92, liberalization of external trade, elimination of duties on imports of information technology products, relaxation of controls on both inward and outward investments and foreign exchange and the fiscal measures taken by the Government of India and the individual State Governments specifically for IT and ITES have been major contributory factors for the sector to flourish in India and for the country to be able to acquire a dominant position in offshore services in the world. The major fiscal incentives provided by the Government of India have been for the Export Oriented Units (EOU), Software Technology Parks (STP), and Special Economic Zones (SEZ).

Future prospects

Globalization has had a profound impact in shaping the Indian Information Technology industry. Over the years, verticals like manufacturing, telecom, insurance, banking, finance and lately the retail, have been the growth drivers for this sector. But it is very fast getting clear that the future growth of IT and IT enabled services will be fuelled by the verticals of climate change, mobile applications, healthcare, energy efficiency and sustainable energy. The near future of Indian IT industry sees a significant rise in share of technology spend as more and more service providers both Indian and global target new segments and provide low cost, flexible solutions to customers.

By 2015, IT sector is expected to generate revenues of USD 130 billion (NASSCOM) which will create a transformational impact on the overall economy. IT spending is expected to significantly increase in verticals like automotive and healthcare while the government, with its focus on e-governance, will continue to be a major spender.

Intellectual Property:

Presently, we do not own any patent or trademark.

Licenses:

Our business operations do not envisage any requirement of licenses.

Franchisee / concessions:

As on date we do not have any franchisee. We have not entered in to any concession agreements.

Working Capital:

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of software and other equipments before payment is received from clients, in addition to that our working capital comprises of receivables from our debtors. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favorable to us.

As on 31st March, 2013, our working capital comprised of followings:

Particulars	Amount (Fiscal 2013) Rs. in Lacs
Inventories	-
Debtors	31.55
Short term loans and Advances	93.22
Cash and Bank Balances	0.91
Other Current Assets	0.11
Total (A)	125.79
Less:	
Creditors	32.06
Expenses & Other Liabilities	0.99
Short term provisions	0.18
Short term Borrowings	5.00
Total (B)	38.23
Net Working Capital (A-B)	87.56

We have funded our entire working capital requirement from our own funds. Companies engaged in industry in which we operate, finance its working capital through borrowed funds (mainly bank and financial institutions) and its own funds.

Research & Developments:

We have not incurred any amount during the last three fiscal years on company-sponsored research and development activities.

Human Resources:

At Gracious, we believe that people and their experience are our biggest assets. The details of manpower employed as on 31st October, 2013 are as under:

Sr. no	Category	No. of employees
1.	Whole - Dime Director	1
2.	Accounts, Administration & Finance	3
3.	Service Providers	2
5.	Company Secretary	1
	TOTAL	7

FINANCIAL INFORMATION

The audited annual Balance Sheet, Profit & Loss Account, Cash Flow statement, with attendant annexure and notes to accounts for the fiscal 2012-2013 is produced as under:-

Balance Sheet as at 31st March, 2013			
Particulars	Note No	Amount in Rs.	
		As at 31.03.2013	As at 31.03.2012
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	40,600,000.00	100,000.00
(b) Reserves and Surplus	2	92,604.93	(6,000.00)
(c) Money received against share warrants		-	-
<u>(2) Share application money pending allotment</u>		-	40,500,000.00
<u>(3) Non-Current Liabilities</u>			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	3,411.00	-
(c) Other Long term liabilities	5	33,160,000.00	-
(d) Long term provisions	6	-	-
<u>(4) Current Liabilities</u>			
(a) Short-term borrowings	7	500,000.00	-
(b) Trade payables	8	2,472,850.00	-
(c) Other current liabilities	9	85,420.00	4,000.00
(d) Short-term provisions	10	40,683.00	-
Total		76,954,968.93	40,598,000.00
II.Assets			
<u>(1) Non-current assets</u>			
<u>(a) Fixed assets</u>			
(i) Tangible assets	11	103,013.74	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	45,950,000.00	40,500,000.00
(c) Deferred tax assets (net)	13	-	-
(d) Long term loans and advances	14	19,550,000.00	-
(e) Other non-current assets	15	-	-
<u>(2) Current assets</u>			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	1,814,550.00	-
(d) Cash and cash equivalents	19	204,605.19	84,500.00
(e) Short-term loans and advances	20	9,322,000.00	-
(f) Other current assets	21	10,800.00	13,500.00
Total		76,954,968.93	40,598,000.00

Profit and Loss statement for the year ended 31st March, 2013			
Particulars	Note No	Amount in Rs.	
		As at 31.03.2013	As at 31.03.2012
I. Revenue from operations	22	5,130,050.00	-
II. Other Income	23	450,120.00	-
III. Total Revenue (I +II)		5,580,170.00	-
IV. Expenses:			
Employee benefit expense	24	469,770.00	-
Operating and Other expenses	25	4,918,003.00	2,000.00
Financial costs	26	15,761.81	-
Depreciation and amortization expense	27	33,936.26	-
Total Expenses		5,437,471.07	2,000.00
V. Profit before exceptional and extraordinary items and tax.	(III - IV)	142,698.93	(2,000.00)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		142,698.93	(2,000.00)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		142,698.93	(2,000.00)
X. Tax expense:			
(1) Current tax		40,683.00	-
(2) Deferred tax		3,411.00	-
(3) Income tax Adjustment		-	-
(4) Deferred tax Adjustment		-	-
XI. Profit(Loss) from the period from continuing operations.	(IX-X)	98,604.93	(2,000.00)
DISCONTINUING OPERATIONS			
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		98,604.93	(2,000.00)
XVI. Earning per equity share:			
(1) Basic		0.060	(0.20)
(2) Diluted		0.060	(0.20)

Cash Flow statement for the year ended 31st March, 2013

Particulars	Amounts Rs.	Amounts Rs.
	31.03.13	31.03.12
<u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u>		
1.Net profit before tax	142,699	(2,000)
2. Adjustment for:		
Add: Depreciation & Amortisation Expenses	33,936	-
Less: Interest Received	-	-
Operating Profit before Working capital changes	176,635	(2,000)
3. Working Capital Changes:		
Decrease (Increase) in Trade & Other Receivables	(1,814,550)	-
Decrease (Increase) in Inventories	-	-
Increase (Decrease) in Trade & Other Payables	2,472,850	
Increase (Decrease) in Current Liabilities & Provisions	-	2,000
Increase (Decrease) in Other Current Liabilities	81,420	-
Net Changes in Working Capital	739,720	2,000
Cash Generated from Operations	916,355	-
Adjustment of Taxes	-	-
Net Cash Flow from Operating Activities (A)	916,355	-
<u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u>		
Purchase of Fixed Assets	(134,250)	-
(Increase) Decrease in Other Non Current Assets	-	-
(Increase) Decrease in Long Term Loans & Advances	(19,550,000)	-
(Increase) Decrease in Short Terms Loans & Advances	(9,322,000)	-
Decrease (Increase) in Non Current Investments	(5,450,000)	(28,000,000)
Net Cash Flow from Investing Activities (B)	(34,456,250)	(28,000,000)
<u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u>		
Issue of share capital and Proceeds from Share Application Money	-	28,000,000
Increase in Short Terms Borrowings	500,000	-
Increase in Other Long Terms Borrowings	33,160,000	
Preliminary Expenses incurred	-	-
Net Cash Flow from Financing Activities (C)	33,660,000	28,000,000
Net Increase / (Decrease) in Cash & Cash Equivalents (A-B+C)	120,105	-
Cash and cash equivalents at the beginning of the year / Period	84,500	84,500
Cash and cash equivalents at the end of the year/ Period	204,605	84,500

Notes Forming Part of the Financial Statements

Note : 1 Share Capital

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	AUTHORIZED CAPITAL 5000000 (Previous Year: 10,000) Equity Shares of Rs. 10/- each.	50,000,000.00	100,000.00
2	ISSUED 4060000 (Previous Year: 10,000) Equity Shares of Rs. 10/- each.	40,600,000.00	100,000.00
3	SUBSCRIBED & PAID UP CAPITAL 4060000 (Previous Year: 10,000) Equity Shares of Rs. 10/- each.	40,600,000.00	100,000.00
	Total	40,600,000.00	100,000.00

Notes 1 A

	Reconciliation of Nos. Of Shares	2012-13	2011-12
	Number of Equity Shares at the beginning	10,000	10,000
	Add:- Number of Shares Issued	4,050,000	-
	Number of Equity Shares at the end	4,060,000	10,000

Notes 1 B

Details of Share Holding More Than 5% as at 31st March.2013				
	Name	Class of Share	No. of Share Holding	Percentage of Holding
1	Juris Financial Services Private Limited	Equity	1,035,000	25.49%

Note : 2 Reserve & Surplus

Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	-	-
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (General Reserve)	-	-
8	Surplus (Profit & Loss Account)	-	-
	Op. Balance of Profits & Loss A/C	(6,000.00)	(4,000.00)
	Current Year Profit & Loss A/C	98,604.93	(2,000.00)
	Total	92,604.93	(6,000.00)

Note : 3 Long Term Borrowings			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Bonds / Debentures	-	-
2	Term Loan		
	- From Bank	-	-
	- From Other Parties	-	-
3	Deferred Payment Liabilities	-	-
4	Deposit	-	-
5	Loans & Advances From Related Parties	-	-
6	Long Term Maturities of Finance lease obligation	-	-
7	Loans From Directors	-	-
8	Other Loans	-	-
	Total	-	-

Note : 4 Deferred Tax Liabilities (Net)			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Defferred Tax Liability	3,411.00	-
	Total	3,411.00	-

Note : 5 Other Long Term Liabilities			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Others Payable	33,160,000.00	-
	Total	33,160,000.00	-

Note : 6 Long Term Provisions			
Particulars	As at 31.03.2013	As at 31.03.2012	
Provision from Employment Benefit	-	-	
Other	-	-	
Total	-	-	

Note : 7 Short Term Borrowings			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Loan Repayable on Demand		
	- From Bank	-	-
	- From Other Parties	-	-
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	500,000.00	-
	Total	500,000.00	-

Note : 8 Trades Payable			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Trade Payables	2,472,850.00	-
	Total	2,472,850.00	-

Note : 9 Other Current Liabilities		
Particulars	As at 31.03.2013	As at 31.03.2012
Audit Fees Payable	9,000.00	4,000.00
Expenses Payable	41,420.00	-
Salary Payable	35,000.00	-
Total	85,420.00	4,000.00

Note : 10 Short Term Provisions		
Particulars	As at 31.03.2013	As at 31.03.2012
<u>Provision From Employees Benefit</u>	-	-
<u>Others</u>		
Provision For Income Tax	40,683.00	-
Total	40,683.00	-

Note-11 Fixed Assets												
Sr · No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value as on 01.04. 2012	Addition during the year	Deducti on duri ng the year	Value as on 31.03.20 13	Val ue as on 01. 04. 20 12	Addition during the year	Deducti on duri ng the year	Value as on 31.03. 2013	WDV as on 31.03.20 13	WDV as on 31.03. 2012
I	<u>Tangible Assets</u>											
	Computer	40.00%	-	55,500	-	55,500	-	20,350	-	20,350	35,150	-
	Mobile Phone	13.91%	-	56,750	-	56,750	-	7,236	-	7,236	49,514	-
	Furnitures & Fixtures	18.10%	-	22,000	-	22,000	-	3,650	-	3,650	18,350	-
	SUB TOTAL (A)		-	134,250	-	134,250	-	31,236	-	31,236	103,014	-
II	<u>Intangible Assets</u>											
	SUB TOTAL (B)		-	-	-	-	-	-	-	-	-	-
	Total [A + B] (Current Year)		-	134,250	-	134,250	-	31,236	-	31,236	103,014	-
	(Previous Year)		-	-	-	-	-	-	-	-	-	-

Note : 12 Non Current Investment			
Particulars		As at 31.03.2013	As at 31.03.2012
Investment in Property		-	-
Investment in Equity Instrument		45,950,000.00	40,500,000.00
Investment in Partnership Firm		-	-
Investment in Mutual Fund		-	-
Other Investment		-	-
Total		45,950,000.00	40,500,000.00

Note : 13 Deferred Tax Assets (Net)				
Sr. No	Particulars		As at 31.03.2013	As at 31.03.2012
1	Deferred Tax Assets		-	-
	Total		-	-

Note : 14 Long Term Loans and Advances				
Sr. No	Particulars		As at 31.03.2013	As at 31.03.2012
I)	<u>Capital Assets</u>			
	a) Secured, Considered Good :		-	-
	b) Unsecured, Considered Good :		-	-
	c) Doubtful		-	-
II)	<u>Security Deposit</u>			
	a) Secured, Considered Good :		-	-
	b) Unsecured, Considered Good :		-	-
	c) Doubtful		-	-
III)	<u>Loans & Advances to related parties</u>		-	-
IV)	<u>Other Loans & Advances</u>			-
	Others		19,550,000.00	-
	Total		19,550,000.00	-

Note : 15 Other Non Current Assets				
Sr. No	Particulars		As at 31.03.2013	As at 31.03.2012
1	Long Term Trade Recievables			
	a) Secured, Considered Good :		-	-
	b) Unsecured, Considered Good :		-	-
	c) Doubtful		-	-
2	Others		-	-
	Total		-	-

Note :16 Current Investment			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Investment in Equity	-	-
2	Investment in Preference Shares	-	-
3	Investment in Govt Securities	-	-
4	Investment in debentures & Bonds	-	-
5	Investment in Mutual Fund	-	-
6	Investment in Partnership Firm	-	-
7	Others	-	-
	Total	-	-

Note : 17 Inventories

Sr. No	Particulars	As at 31.03.2013	31.03.2011
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
4	Stock-in-Trade	-	-
5	Stores & Spares	-	-
6	Loose Tools	-	-
7	Other (Specify the nature)	-	-
8	Goods-in-transit	-	-
	Total	-	-

Note : 18 Trade Receivables			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	<u>Outstanding for more than six months</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
2	<u>Others</u>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	1,814,550.00	-
	c) Doubtful	-	-
	Total	1,814,550.00	-

Note : 19 Cash & Cash Equivalent			
Sr. No	Particulars		
		As at 31.03.2013	As at 31.03.2012
1	Cash and Bank Balance	204,605.19	84,500.00
2	Cheques on Hand	-	-
	Total	204,605.19	84,500.00

Note :20 Short Terms Loans and Advances			
Particulars		As at 31.03.2013	As at 31.03.2012
Loans & Advances from related parties			
a) Secured, Considered Good :		-	-
b) Unsecured, Considered Good :		-	-
c) Doubtful		-	-
Others		9,322,000.00	-
Total		9,322,000.00	-

Note : 21 Other Current Assets			
Particulars		As at 31.03.2013	As at 31.03.2012
TDS Receivable		-	-
Preliminary Exp.		10,800.00	13,500.00
Total		10,800.00	13,500.00

Note : 22 Revenue from Operations			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Income from Software Products and Services	5,130,050.00	-
	Total	5,130,050.00	-

Note : 23 Other Income			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Income From Long Term Investments:	-	-
2	Income from Investment - Dividend Tax Free	-	-
3	Long Term Capital Gain	-	-
4	Short Term Capital Gain	-	-
5	Other Income	450,120.00	-
	Total	450,120.00	-

Note : 24 Employment Benefit Expenses			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Remuneration to Director	-	-
2	Salary & Wages	420,000.00	-
3	Staff Welfare Expenses	49,770.00	-
	Total	469,770.00	-

Note : 25 Operating and Other Expenses			
Sr. No	Particulars	As at 31.03.2013	As at 31.03.2012
1	Cost of Purchased	3,696,320.00	
2	Outsourced technical service expenses	867,500.00	
3	Freight Expenses	45,560.00	
4	Accounting Charges	84,000.00	-
5	Business Promotion Expenses	70,258.00	-
6	Legal & Professional	28,750.00	-
7	Printing & Stationary	15,647.00	-
8	Office Expenses	24,550.00	-
9	Telephone Expenses	24,510.00	-
10	Conveyance Expenses	20,230.00	
11	Misc. Expenses	35,678.00	-
12	Payment to Auditors:		
	Audit Fees	5,000.00	2,000.00
	Company Law Matters Fee	-	-
	Service Tax Fee	-	-
	Total	4,918,003.00	2,000.00

Note :26 Financial Cost		
Particulars	As at 31.03.2013	As at 31.03.2012
Bank Charges	15,761.81	-
Total	15,761.81	-

Note : 27 Depreciation & Amortized Cost		
Particulars	As at 31.03.2013	As at 31.03.2012
Depreciation	31,236.26	-
Preliminary Expenses W/O	2,700.00	-
Total	33,936.26	-

Note : 28 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS

A- SIGNIFICANT ACCOUNTING POLICIES

1 Basis of Accounting

The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under the Companies (Accounting Standards) Rules, 2006 and as per the provisions and presentational requirements of the Companies Act, 1956.

2 Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

3 Recognition of Income

Export Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.

4 Tangible Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5 Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.

6 Contingent Liability

The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.

- 7 Events occurring after the balance sheet date**
Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.
- 8 Earnings Per Share**
Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.
- 9 Use of estimates**
The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

B- NOTES TO THE ACCOUNTS

- 1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2) Reconciliation of Nos. Of Shares	2012-13	2011-12
Number of Equity Shares at the beginning	10,000	10,000
Add:- Number of Shares Issued	4,050,000	-
Number of Equity Shares at the end	4,060,000	10,000

- 3) Below are the name of the shareholders holding more than 5% of Shares of the company

Name	Class of Share	No. of Share Holding	Percentage of Holding
Juris Financial Services Private Limited	Equity	1035000	25.49%

- 4) All the investments made by the company are valued at Cost.
- 5) Managerial Remuneration: Nil
- 6) The inventories of the company are valued as per cost price and market price which ever is less.
- 7) Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognized unless there is virtual certainty with respect to the reversal of the same in future years.
- 8) The revised Schedule VI as notified under the companies Act,1956, has become applicable to the company for the presentation of its financial statements for the year ending March 31,2013. The adoption of the revised Schedule VI requirements has significantly modified the presentation and disclosures which have been complied with in these financial statements Previous year figures have been reclassified in accordance with current year requirements.

9) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.

10) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

11) Value of Import on CIF Basis Nil

12) Earnings in Foreign Exchange (FOB Value) Nil

13) Expenditure in Foreign Currency Nil

14) The Company has no employee to whom the provisions of section 217 (2A) of the Companies Act, 1956 are applicable.

15) *Earning Per Share:*

Particulars	As at 31.03.2013
Net profit after tax available for Equity Shareholders (Rs.) (A)	98,604.93
Weighted Avg.Number Equity Shares outstanding (Nos.) (B)	1,641,096
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	1,641,096
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.060
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.060

CAPITAL STRUCTURE

The share capital of the Company as at the date of this Information Memorandum is set forth below.

Sr. No	Particulars	Aggregate value at face value / Aggregate Nominal Value (Rs. in Lacs)
A.	Authorized Share Capital	
	1,25,00,000 Equity Shares of face value of Rs.10 each	1250.00
B.	Issued, subscribed and paid-up Equity Share Capital	
	1,25,00,000 Equity Shares of face value of Rs.10 each	1250.00

The securities premium account of the Company, is set forth below.

There is no balance outstanding in the Securities Premium Account.

The Equity Share Capital history of our Company, is set forth below.

Date of issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
4/10/2007	10,000	10	10	Cash	Subscription to MOA	10,000	1,00,000	Nil
05/11/2012	40,50,000	10	10	Cash	Further Allotment	40,60,000	4,00,60,000	Nil
09/12/2013	25,66,000	10	10	Cash	Further Allotment	66,26,000	6,62,60,000	Nil
11/12/2013	12,85,000	10	10	Cash	Further Allotment	79,11,000	7,91,10,000	Nil
13/12/2013	14,01,750	10	10	Cash	Further Allotment	93,12,750	9,31,27,500	Nil
16/12/2013	13,21,500	10	10	Cash	Further Allotment	1,06,34,250	10,63,42,500	Nil
18/12/2013	8,93,000	10	10	Cash	Further Allotment	1,15,27,250	11,52,72,500	Nil
20/12/2013	9,72,750	10	10	Cash	Further Allotment	1,25,00,000	12,50,00,000	Nil

Shareholding of our Promoters:

Set forth below are the details of the build-up of shareholding of our Promoters

1. MR. AJAY BANSAL						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %
05/11/2012	Cash	10,000	10	10	Allotment	
22/11/2012	Cash	9,800	10	10	Acquisition	
Total		19,800				0.16

2. MR. MAHENDRA SINGH						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %
05/11/2012	Cash	5,000	10	10	Allotment	
22/11/2012	Cash	200	10	10	Acquisition	
Total		5,200				0.04

3. M/s JURIS FINANCIALSERVICES PRIVATE LIMITED						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %
05/11/2012	Cash	10,35,000	10	10	Allotment	
25/11/2013	Cash	21,00,000	10	10	Acquisition	
Total		31,35,000				25.08

Statement showing Share Holding Pattern of Gracious Software Limited as per clause 34 of Listing on Institutional Trading Platform

(I)(a)

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered	
						As a percentage of (A+B) (VI)	Number of Shares (VII)
(A)	Promoter and Promoter Group						
(1)	Indian						
(a)	Individuals/ Hindu Undivided Family	2	25000	25000	0.20	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	1	3135000	3135000	25.08	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(1)	3	3160000	3160000	25.28	-	-
(2)	Foreign						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3	3160000	3160000	25.28	-	-
(B)	Public shareholding						
(1)	Institutions						
(a)	Mutual Funds/UTI	-	-	-		NA	NA
(b)	Financial Institutions/ Banks	-	-	-		NA	NA
(c)	Central Government/ State	-	-	-		NA	NA

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered	
						As a percentage of (A+B) (VI)	Number of Shares (VII)
	Government(s)						
(d)	Alternate Investment Funds / Venture Capital Funds	-	-	-		NA	NA
(e)	Insurance Companies	-	-	-		NA	NA
(f)	Foreign Institutional Investors	-	-	-		NA	NA
(g)	Foreign Venture Capital Investors	-	-	-		NA	NA
(h)	Any Other -Merchant Banker	1	500000	-	4.00	NA	NA
	Sub-Total (B)(1)	1	500000	-	4.00	NA	NA
(2)	Non- institutions						
(a)	Bodies Corporate	4	1098000	-	8.78	NA	NA
(b)	Individuals	263	7742000	6232750	61.94		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	Sub-Total (B)(2)	267	8840000	6232750	70.72	N.A	N.A
	Total Public Shareholding (B)= (B)(1)+(B)(2)	268	9340000	6232750	74.72	N.A	N.A
	TOTAL (A)+(B)	271	12500000	9392750	100.00	N.A	N.A

(l)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (l)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of warrants of the same class	
1	AJAY BANSAL	19800	0.16	0	0.00	0	0.00	0	0.00	0.00	-
2	MAHENDRA SINGH	5200	0.04	0	0.00	0	0.00	0	0.00	0.00	-
3	JURIS FINANCIALSERVICES PRIVATE LIMITED	3135000	25.08	0	0.00	0.00	1035000	0.00	0.00	0.00	-
	TOTAL	3160000	25.28	0	0.0	0.0	0				

(l)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1 % of the total number of shares

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}
1	TCL MANAGEMENT SERVICES P LTD	500000	4.00
2	GULSHAN SETHI	500000	4.00
3	MANIT SETHI	500000	4.00
4	ANURADHA SETHI	500000	4.00
5	GUINNESS CORPORATE ADVISORS PVT LTD	500000	4.00

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
6	MALLYA PROPERTIES PRIVATE LIMITED	400000	3.20
7	VIKAS GOYAL	350000	2.80
8	ROHAN DESAI HUF	285000	2.28
9	ALKA AGGARWAL	187500	1.50
10	ACCURATE BUILDWELL PVT LTD	180000	1.44
11	ATIKA GOYAL	150000	1.20
	TOTAL	4052500	32.42

(d) Statement showing details of locked-in shares

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
1	JURIS FINANCIALSERVICES PRIVATE LIMITED	25,00,000	20.00
	TOTAL	25,00,000	20.00

(II) (a) Statement showing details of Depository Receipts (DRs)

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
		NIL		
	TOTAL	NIL		

(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1 % of the total number:

Sr. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (I)(a) above}
		NA		
	TOTAL	NIL		

PROPERTY

Description of Properties of Company are set forth below.

Registered Office:

Our Registered Office is located at G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road, Darya Ganj, Delhi - 1100021. The registered office of the Company has been taken on rent from M/s Flare Finance (I) Ltd at a monthly rent of Rs. 15,000. The Rental Agreement is for a period of eleven (11) months commencing from 31st October, 2013.

SECTION II - RISK FACTORS

INTERNAL RISK FACTORS

1. **The Registered Office of our Company are not owned by us.**

Our Registered Office is located at G-6 Ground Floor, House No. 4346 Gali No. 4C, Ansari Road, Darya Ganj, Delhi - 1100021. The registered office is owned by M/s Flare Finance (I) Ltd. on a monthly rent of Rs. 15,000.

2. **We have reported negative cash flows.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

Particulars	(Rs.)	
	31.03.13	31.03.12
Net Cash flow from Operative activities	916355	-
Net Cash Flow from investing activities	(34,456,250)	(28,000,000)
Net Cash Flow from Financing activities	33,660,000	28,000,000
Net Cash Flow for the Year	120,105	-

3. **We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

4. **We have entered into certain related party transactions and may continue to do so.**

We have entered into related party transactions with our Promoters and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 45 of this Information Memorandum.

5. **Our Company does not have any long term supply contracts with our customers which may adversely affect our results of operations.**

Our Company does not have any long term commitments with our customers for purchases of our products. As a result, we may be dependent on the recurring purchase orders received from time to time. There is no assurance that our Company will continue to receive purchase orders for our products either on substantially the same terms or at all, which could have an adverse

effect on our Company's operations and profitability. Further, any change in the buying pattern of our end users can adversely affect the business and results of operations of our Company.

6. Failure on our part to meet consumer expectations could impact our business operations.

Our business depends on consumer preferences which cannot be predicted with certainty and are subject to rapid change. We feel that if we fail to understand and in turn respond in a timely and appropriate manner to changing consumer demand with quality products, our brand name and brand image may be impaired and in turn result in decline in sales or leave us with substantial amount of unsold inventory. We may not be able to successfully meet changing consumer demands in future. In addition, any new products or brands that we introduce in future may not be successfully received by retailers and consumers. Any failure on our part to successfully meet consumer demand or preference may negatively affect our business, financial condition and results of operations.

7. We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

8. Our trademark is not registered under the Trade Marks Act our ability to use the trademark may be impaired.

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection.

9. We have high working capital requirements. If we experience insufficient cash flows to meet required payments on our working capital requirements, there may be an adverse effect on our results of operations

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of materials and execution of work on projects before payment is received from clients. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favourable to us. We may need to borrow funds in the future to fulfill our working capital needs. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations.

10. Our Company is dependent on the Information Technology Industry and any radical change or downturn may have an impact on our business.

Our sales revenue is predominantly derived from the sale of IT products. The industry is highly fragmented in nature and competitive. In case of any downturn in this industry, or if the demand does not keep in pace with the supply build-up in the industry, our business operations may be adversely affected. Further, if we are unable to maintain an upgraded supply of new technological developments in our industry, it may adversely affect our sales revenue and impact our business.

11. We operate on low gross margins and a slight variation in revenues and operating costs can have a significant impact on our operating results

The IT hardware industry is a highly competitive one and this results in low gross margins. Further, any decrease in the demand for our products may hinder our ability to maintain or improve our gross margins. Moreover a portion of our operating expenses is relatively fixed and a slight reduction in revenues or our inability to manage our costs can adversely affect our results of operation and financial condition.

12. Supply Chain Management plays a very vital role in our business.

A strong supply chain system is essential to ensure availability of stock. We rely on our supply chain to optimize our inventory position and reduce cost. We strive to keep optimum inventory to control our working capital requirements.

13. All of our facilities would be geographically located in one area only

All of our facilities would be geographically located in one area only. As a result of this, if there is any localized social unrest, natural disaster or breakdown of services and utilities in that area, it may affect our business adversely.

EXTERNAL RISK FACTORS

14. Political, economic and social changes in India could adversely affect our business.

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

15. Natural calamities and force majeure events may have an adverse impact on our business.

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

16. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 ("IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

17. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

18. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

RISKS RELATING TO THE EQUITY SHARES

19. Our Company may raise further rounds of equity financing in which the existing shareholders may not participate resulting in reduction of their percentage of holding in our company.

In order to grow business, our Company may require additional funds at various points of time. Our Company may raise funds through various means including debt, equity and securities convertible into equity. Any such issuances of equity and securities convertible into equity would dilute the holding of Equity Shareholders. Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our advisory business, and these could materially reduce our revenue or income.

20. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

21. The price of our Equity Shares may be volatile.

The trading price of our Equity Shares may fluctuate after the listing due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint

ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares.

22. Active trading market for our Equity Shares may not develop.

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of BSE SME. We can not assure that pursuant to listing on ITP, active trading market of our Equity Shares or for securities convertible in to Equity Shares would develop as trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited within 18 months of triggering various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

Pursuant to There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after the listing.

23. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Pursuant to listing, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding shareholders ability to sell Equity Shares at any particular time.

SECTION III - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class / Type of Securities	Name and Address of Benefice Owner	Amount and nature of beneficial ownership	Percent
Equity Shares	Nil	N.A.	N.A.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of this Information Memorandum.

SECTION IV - OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (12) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Date of Assuming office in the Company	Status of Directorship in our Company
1. Mr. Mahendra Singh S/o Mr. Puran Singh B-21 - Pardhan Enclave, Parshuram Enclave Vill- Burari, Delhi, 110084, India Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06447121	27 Yrs	12/10/2012	Non Executive non-Independent Director
2. Mr. Ajay Bansal S/o Mr. Mahesh Chand Bansal A-29, New India Apptt. Plot No.-6, Rohini, Sector-9, Delhi -110085 Occupation: Business Nationality: Indian Tenure: 5 years w.e.f. 21 st November, 2013 DIN: 06732641	41 yrs	21/11/2013	Executive Director
3. Mr. Mahesh Chand S/o Late Shyam Lal Village- Tilapta, Karanvas, Grater Noida, Gautam Budh Nagar, 201310, Uttar Pradesh, India Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06463812	42 Yrs	12/10/2012	Non Executive Independent Director
4. Mr. Arun Kumar Gupta S/o Mr. Ram Bhagat Gupta 151, STATE BANK COLONY, NEW DELHI, 110009, India Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 06447121	46 Yrs	21/05/2013	Non Executive Independent Director

DETAILS OF DIRECTORS

Mr. Mahendra Singh, aged 27 years, is a Non Executive Director of our Company. He is Bachelor in arts. He has 3 years of experience in administration and commercial operations of the industry. He predominantly responsible of for implementation decisions with the development teams including scheduling of tasks guaranteeing quality of deliveries.

Mr. Ajay Bansal, aged 41 years, is a Wholetime Director of our Company. He has done his bachelor in commerce. He has more than 18 years of experience in leadership positions in the finance domain. He is responsible for overall planning & management of our Company. He assess the principal risks of the Company and ensures that these risks are being monitored and managed.

Mr. Arun Kumar Gupta, aged 46 years, is an Independent Director of our Company. He is a commerce graduate and qualified chartered accountant. He has more than 23 years of experience in the field of accounts & IT sector. He is responsible for the successful creation and delivery of the company's product to the marketplace by managing technical risks and opportunities

Mr. Mahesh Chand, aged 42 years, is a Independent Director of our Company. He has more than 20 years of experience in the field of accounting and finance. As an Independent Director of our Company with corporate acumen he brings value addition to our Company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

None of directors are having family relations with each other.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Ajay Bansal
Designation	Wholetime Director
Period	Five years with effect from 21 st November, 2013
Date of Appointment	21 st November, 2013
Remuneration	a) Remuneration Rs. 20,000/- p.m. (Rupees Twenty Thousand Only) with such annual increments / increases as may be decided by the Remuneration Committee from time to time.
Remuneration paid in FY 31st March, 2013	Rs. Nil

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON - EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has four (4) Directors. We have one (1) executive non independent director, one (1) non-executive non independent director and two (2) independent non executive directors. The constitution of our Board is in compliance with the requirements of Clause 42 of the Listing Agreement.

The following committees have been formed in compliance with the corporate governance norms:

- A) Audit Committee
- B) Shareholders/Investors Grievance Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 292A of the Companies Act, 1956 and Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 16th December, 2013.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Arun Kumar Gupta is the Chairman of the Audit Committee.

No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Arun Kumar Gupta	Chairman	Independent Director
2.	Mr. Mahesh Chand	Member	Independent Director
3.	Mr. Ajay Bansal	Member	Executive Non Independent Director

Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - (b) Changes, if any, in accounting policies and practices and reasons for the same

- (c) Major accounting entries involving estimates based on the exercise of judgment by management
 - (d) Significant adjustments arising out of audit
 - (e) Compliance with listing and other legal requirements relating to financial statements
 - (f) Disclosure of any related party transactions
 - (g) Qualifications in the draft audit report.
9. Reviewing, with the management, the half-yearly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a shareholder / investors grievance committee ("*Shareholders / Investors Grievance Committee*") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 16th December, 2013. The committee currently comprises of three (3) Directors. Mr. Mahesh Chand is the Chairman of the Shareholders/ Investors Grievance committee.

No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Mahesh Chand	Chairman	Independent Director
2.	Mr. Mahendra Singh	Member	Non Executive Non Independent Director
3.	Mr. Arun Kumar Gupta	Member	Independent Director

Role of shareholders/investors grievance committee

The Shareholders / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors:

Name of Director	Number of Equity Shares	% of Paid up Share Capital
Mr. Mahesh Chand	Nil	-
Mr. Mahendra Singh	5,200	0.04
Mr. Arun Kumar Gupta	Nil	-
Mr. Ajay Bansal	19,800	0.16
Total	25,000	0.20

CONFIRMATIONS

There is no arrangement or understanding between any Director and any other person(s) (naming pursuant to which he was or is to be selected as a director or nominee.

SECTION V - OUR PROMOTERS


OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Ajay Bansal
2. Mr. Mahendra Singh
3. M/s Juris Financialservices Private Limited

DETAILS OF OUR PROMOTERS ARE AS UNDER


1. Mr. Ajay Bansal

	<p>Mr. Ajay Bansal aged 41 years, is a Wholetime Director of our Company. He has done his bachelor in commerce. He has more than 18 years of experience in leadership positions in the finance domain. He is responsible for overall planning & management of our Company. He assess the principal risks of the Company and ensures that these risks are being monitored and managed.</p> <p>He has been on the Board of our Company since 21st November, 2013</p>
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Identification

Name	Mr. Ajay Bansal
Permanent Account Number	AFIPB1981Q
Passport No.	J9499042
Voter ID	KSP0952598
Driving License
Bank Account Details	017291600000837 with Yes Bank

2. Mr. Mahendra Singh

	<p>Mr. Mahendra Singh, aged 27 years is a Non Executive Director of our Company. He is Bachelor in arts. He has 3 years of experience in administration and commercial operations of the industry. He predominantly responsible of for implementation decisions with the development teams including scheduling of tasks guaranteeing quality of deliveries. He has been on the Board of our Company since 12th October, 2012.</p>
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Identification

Name	Mr. Mahendra Singh,
Permanent Account Number	BVPPS4067J
Passport No.	Not Available
Voter ID	AZK2170355
Driving License	Not Available
Bank Account Details	A/c No: 1051000100277211 Name of Bank: Punjab National Bank

3. M/s JURIS FINANCIAL SERVICES PRIVATE LIMITED

M/s Juris Financial Services Private Limited is the Promoter of the Company and was incorporated on 5th February, 2008. The prime object of the company is to carry on the business of sale, purchase or deal in shares and securities and to act as stock brokers etc. The Registered office of the Juris Financial Services Private Limited is situated at 73, New Shital Nagar, D.A.V College, Jalandhar,

Ounjab. Juris Financial Services Private Limited has been promoted by Jyotsana Dadhwal & Rakesh Kumar Malhotra. However in October 2012 Mr. Ajay Bansal acquired 98 % of control of Juris Financial Services Private Limited and became promoter of Juris Financial Services Private Limited.

Juris Financial Services Private Limited holds 31,35,000 Equity Shares of our Company, which constitutes 25.08 % of Total Capital.

Identification

Name	M/s Juris Financialservices Private Limited
Permanent Account Number	AABCJ9452F
Bank Account Details	0720002100025957 with Punjab National Bank

Board Of Directors of Juris Financial Services Private Limited as on the date of this Prospectus is as follows:

- Ajay Bansal
- Rakesh Kumar Malhotra
- Jyotsna Dadhwal

Shareholding Pattern:

As on date of filing, the shareholding pattern of Juris Financial Services Private Limited as follows :

Sr. No.	Name of Shareholder	No. of shares
1	Ajay Bansal	9800
2	Jyotsna Dadhwal	100
3	Rakesh Kumar Malhotra	100

Audited Financial Information of Juris Financial Services Private Limited

(Rs. In Lacs)

Particulars	FY 2013	FY 2012	FY 2011
Equity Share Capital	1.00	1.00	1.00
Reserves & Surplus	(0.70)	(0.71)	(0.61)
Less : Miscellaneous Expenditures not written off	-		
Net Worth	0.30	0.29	0.39
Revenue	0.10	-	-
Profit / (Loss) after Tax	0.02	(0.10)	(0.10)

SECTION VI - RELATED PARTY TRANSACTIONS

Transaction with related party as identified by the management in accordance with Accounting Standard 18 “Related party disclosures” issued by The Institute of Chartered Accountants of India, are as follows:

I. List of Related Parties

31.03.2013	31.03.2012	31.03.2011
Party Where Control Exists		
Ajay Bansal	Ajay Bansal	Ajay Bansal
Mahendra Singh	Mahendra Singh	Mahendra Singh
Juris Financial Services Private Limited	Juris Financial Services Private Limited	Juris Financial Services Private Limited
Other Parties Where Transaction have taken place		
Group Companies		
-	-	-
Key Managerial Persons		
-	-	-
Relatives of Key Managerial Persons		
-	-	-

II. Details of Transactions with Related party:

No transactions has been entered with any related parties during the preceding three fiscal years except the allotment of 10,50,000 Shares to Promoters.

SECTION VII: OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Group Companies and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part I of Schedule XIII of the Companies Act, 1956), and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.

I. CASES FILED BY OUR COMPANY

Civil Cases

There are no civil proceedings filed by our Company.

Criminal Cases

There are no criminal proceedings filed by our Company.

II. CASES FILED AGAINST OUR COMPANY

Civil proceedings

There are no civil proceedings filed against our Company.

Criminal Proceedings

There are no criminal proceedings filed against our Company.

III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

IV. LITIGATIONS INVOLVING OUR PROMOTER

(i) Proceedings of Civil nature

(a) By the promoters

NIL

(b) Against the promoters

NIL

(ii) Proceedings of a Criminal nature-

(a) By the promoters

NIL

- (b) Against the promoters

NIL

V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY

(i) Proceedings of Civil nature

- (a) By the Directors of our Company

NIL

- (b) Against the Directors of our Company

NIL

(ii) Proceedings of a Criminal nature-

- (a) By the Directors of our Company

NIL

- (b) Against the Directors of our Company

NIL

VI. LITIGATIONS INVOLVING OUR GROUP COMPANIES

(i) Proceedings of Civil nature

- (a) By our Group Companies

NIL

- (b) Against our Group Companies

NIL

(ii) Proceedings of a Criminal nature-

- (a) By our Group Companies

NIL

- (b) Against our Group Companies

NIL

MATERIAL DEVELOPMENTS

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Information Memorandum, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

SECTION VIII

DECLARATION

All relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made thereunder or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

SIGNED BY ALL THE DIRECTORS

Mr. Ajay Bansal

Mr. Arun Kumar Gupta

Mr. Mahesh Chand

Mr. Mahendra Singh

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Neelam Beniwal

SIGNED BY THE FINANCE MANAGER

Mr. Vinay Kumar

Date: 23.12.2013

Place: New Delhi