



PRATEEK MITTAL & ASSOCIATES
COMPANY SECRETARIES

To

The Board of Directors
GRACIOUS SOFTWARE LIMITED
G-6 Ground Floor, House No. 4346 Gali No. 4C,
Ansari Road, Darya Ganj, Delhi - 110002

Dear Sir,

Sub: Report on Result of Postal Ballot and E-Voting

S. NO.	PARTICULARS	DATE
1.	Date of Declaration of Results	18 th April, 2015
2.	Cut-off date for reckoning of Voting right of shareholders	06 th March, 2015
3.	Total No. of Shareholders	268

1. In terms of Clause 35B of the Listing Agreement and Provisions of Section 108 and 110 of Companies Act, 2013 read with Rule 20 and 22 of Companies (Management & Administration) Rules, 2014("the Rules"), we have been appointed as Scrutinizer by the Company in the Board meeting dated 12.03.2015 to conduct Postal Ballot process in a fair and transparent manner in respect of resolution as contained in the Notice dated 12th March, 2015.
2. The company completed dispatch of Postal ballot notice(s), forms/or electronic ballot and prepaid business reply envelope(s) on 16.03.2015.
3. The shareholders of the company had option to vote either through the postal ballot forms, or through e-Voting Facility. Shareholders opting for e-voting facility, casted their votes on the designated website <https://www.evoting.nsdl.com> via NSDL (National Securities Depository Limited) e-voting platform.
4. We monitored the process of electronic voting through the Scrutinizer's link provided by NSDL on the designated website.

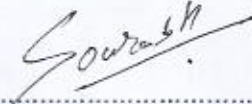


Reg. Office: 663, Sector 13-17, Huda, Panipat - 132103, Haryana
E-mail id: csprateekmittal@gmail.com
Mobile No.: +91-9953501663

5. The e-votes were unblocked and downloaded from site of NSDL on 16th April, 2015 at 03.30 p.m. in the presence of two witnesses Mr. Sourabh Batra and Mr. Sourabh Gupta, who were not in the employment of the Company. They have signed below in confirmation of the same. The Company has received Vote through Physical Postal Ballot were properly recorded in the register of Postal Ballot.



Mr. Sourabh Batra



Mr. Sourabh Gupta

6. The electronic ballot report generated from NSDL (the authorized agency for e-voting) has been entered in the separate register maintained for the purpose. The company has received Ten Physical Postal Ballot including the promoter's ballot and the same were also noted in the register.
7. All the e-votes casted upto 15th April, 2015 at 5:30 p.m., the last date and time fixed by the company for receipt of Postal Ballot forms and e-voting were considered for the purpose of this report.
8. The two shareholders exercised their votes by E-Voting and Ten Shareholder's including promoter's voted by Postal Ballot forms.
9. After our scrutiny the summary of Postal ballots and E-voting results is given below:

Item No. -1: TO INCREASE THE BORROWING POWERS OF THE COMPANY ,										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot,										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) = (B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares (D) = $\frac{B}{A} \times 100$	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G) = $\frac{E}{B} \times 100$	As a percentage of Vote in Against (H) = $\frac{F}{B} \times 100$
Promoter and Promoter Group	3160000	0	3160000	3160000	3	100	3160000	0	100	0
Public	9340000	26500	571150	597650	9	6.40	597650	0	100	0
Total	12500000	26500	3731150	3757650	12	100.71	3757650	0	100	0



Item No. -2: CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY IN FAVOUR OF THE LENDERS,										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) =(B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares(D)=[B/A]*100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G)=(E/B)*100	As a percentage of Vote in Against (H)=F/B*100
Promoter and Promoter Group	3160000	0	3160000	3160000	3	100	3160000	0	100	0
Public	9340000	26500	571150	597650	9	6.40	597650	0	100	0
Total	12500000	26500	3731150	3757650	12	100.71	3757650	0	100	0

Item No. -3: GIVING OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES,										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot,										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) =(B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares(D)=[B/A]*100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G)=(E/B)*100	As a percentage of Vote in Against (H)=F/B*100
Promoter and Promoter Group	3160000	0	3160000	3160000	3	100	3160000	0	100	0
Public	9340000	26500	571150	597650	9	6.40	597650	0	100	0
Total	12500000	26500	3731150	3757650	12	100.71	3757650	0	100	0

Item No. -4: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION,										
Resolution Required : Special , Type of Business : Special										
Mode of Voting : E-Voting and Postal Ballot,										
Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) =(B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares(D)=[B/A]*100	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G)=(E/B)*100	As a percentage of Vote in Against (H)=F/B*100
Promoter and Promoter Group	3160000	0	3160000	3160000	3	100	3160000	0	100	0
Public	9340000	26500	571150	597650	9	6.40	597650	0	100	0
Total	12500000	26500	3731150	3757650	12	100.71	3757650	0	100	0



Item No. -5: ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Resolution Required : Special , Type of Business : Special

Mode of Voting : E-Voting and Postal Ballot.

Promoter & Public Shareholding	Number of Shares Held (A)	VOTING BY E-VOTING (B1)	VOTING BY POSTAL BALLOT (B2)	Number of Vote Polled (B) = (B1) + (B2)	No. of Voters (C)	% of Vote Polled on Outstanding Shares (D) = $\frac{B}{A} \times 100$	Number of Votes in Favour (E)	Number of Votes in Against (F)	As a percentage of Vote in Favour (G) = $\frac{E}{B} \times 100$	As a percentage of Vote in Against (H) = $\frac{F}{B} \times 100$
Promoter and Promoter Group	3160000	0	3160000	3160000	3	100	3160000	0	100	0
Public	9340000	26500	5711150	597650	9	6.40	597650	0	100	0
Total	12500000	26500	3731150	3757650	12	100.71	3757650	0	100	0

10. Voting has been done through Physical Postal Ballot Forms as well as E-voting and the details will be handed over alongwith other related papers/registers and records to the Company after signing of minutes by the Chairman.
11. You may accordingly declare the result of voting by postal Ballot.

Date: 18th April, 2015
Place: New Delhi

For Prateek Mittal & Associates
Company Secretaries



Prateek Mittal
Prop.
C.P. No.: 12560
Member Ship No.: 33807