



FUNNY SOFTWARE LIMITED

(Formally known as funny software private limited)

REGISTERED OFFICE: Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower, Veer Savarkar Block, Shakarpur Delhi East Delhi DI 110092

Email: funny_soft@yahoo.com; CIN: [U72300DL2007PLC165836](#);
Website: www.funnysoftwarelimited.com; Tel No. 011 – 42283003

NOTICE OF POSTAL BALLOT (Pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholders,

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

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

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

The Company has appointed Ms. Urvashi Aggawal of M/s Urvashi Aggarwal & Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower, Veer Savarkar Block, Shakarpur Delhi East Delhi DI 110092 before the closing of working hours on 5.30 p.m. of 6th June, 2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 8th June, 2017 at the registered office of the Company at Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower, Veer Savarkar Block, Shakarpur Delhi East Delhi DI 110092. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the BSE Limited where the Equity shares of the Company are listed and will also be displayed on the Company’s Website at www.funnysoftwarelimited.com. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 8th June, 2017.

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

SPECIAL BUSINESS

1. FOR MIGRATING FROM BSE SME TO MAIN BOARD

To consider and if thought fit, to pass, with or without any modification(s) as may deem fit the following, as a **Special Resolution**:-



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“RESOLVED BY WAY OF SPECIAL RESOLUTION THAT in pursuance of SEBI circular dated 18th May, 2010, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009, BSE circular dated 26th November, 2012 and Securities and Exchange Board of India (Listing Obligation and disclosure Requirement) Regulations, 2015, Listing Agreement with BSE, and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments and re-enactments thereof, and other applicable laws, consent of the Company be and is hereby granted to Migrate the Company from SME platform of BSE, to Main Board of BSE and to follow such procedures as specified by SEBI (ICDR) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution.

RESOLVED FURTHER THAT Mr. Ram Naresh, Whole Time Director of the Company be and is hereby authorized singly to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by Board to give effect to the said resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

**By Order of the Board
For Funny Software Limited
Sd/-
Ram Naresh
Whole Time Director**

**Regd. office:
Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower,
Veer Savarkar Block, Shakarpur Delhi East Delhi DI 110092**

**Date: 2nd May, 2017
Place: New Delhi**

NOTES:

1. The Explanatory statement for the proposed resolution under Item No.1 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Ms. Urvashi Aggarwal of M/s Urvashi Aggarwal & Co., Company Secretaries for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Dated 28th April, 2017.
4. In compliance with provisions of the Companies Act, 2013, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.



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

ITEM NO.1

As per SEBI circular dated 18th May, 2010, company with post issue face value capital of Rs. 10 crores or more and upto Rs. 25 crores and listed on SME Exchange can migrate to the Main Board, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and company meets listing requirements of Stock Exchange on which company is proposed to list. Since the paid up Capital of the company as on is Rs. 20,08,00,000 and Company is also listed on SME platform of BSE for 2 Years. i.e. from 2nd June, 2015 till date, in compliance of BSE circular dated 26th November, 2012, Directors in its meeting held on 02nd May, 2017 decided that Migration to main board will help the shareholders of the Company to enjoy sufficient return from their investments and to get the better liquidity in the Share..

In view of above, you are requested to grant your consent to the special resolution as set out in postal ballot notice dated 02.05.2017 of the Company.

None of the Directors and key Managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution

**By Order of the Board
For Funny Software Limited
Sd/-
Ram Naresh
Whole Time Director**

**Regd. office:
Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower,
Veer Savarkar Block, Shakarpur Delhi East Delhi DI 110092**

**Date: 2nd May, 2017
Place: New Delhi**



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POSTAL BALLOT FORM

Sr. No. _____

1. Name (s) and Registered Address of the Sole / First named Shareholder
2. Name(s) of the joint Shareholders, if any
3. Registered Folio No / DP ID* & Client ID No.*
(*Applicable to Shareholder(s) holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 02.05.2017 by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below:-

Item No.	Description	No. of votes exercised corresponding to the total number of voting rights ¹	I/we assent to the Resolution (FOR)	I/we dissent to the Resolution (AGAINST)
1	Migrating From BSE SME To Main Board of BSE Limited			

Place:

Date:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

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

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

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 6th June, 2017 up to 5:30 p.m.



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INSTRUCTIONS

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

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

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" of Funny Software Limited.
- (viii) Now you are ready for e-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to acs.urvashi@gmail.com with a copy marked to evoting@nsdl.co.in

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

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

EVEN(E Voting event number)	USER ID	PASSWORD

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

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



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3. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
4. The e-voting period commences on 9.30 a.m. on 08.05.2017 and ends on 5.30 p.m. on 06.06.2017. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 28.04.2017, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way postal ballot form.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 28.04.2017.
6. The Scrutinizer shall within a period not two working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(s) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. Shareholders who have registered their e-mail IDs with their Depository Participants are being sent Notice of Postal ballot by e-mail and Shareholders who have not registered their e-mail id will receive Notice of Postal ballot along with postal ballot form.
8. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
9. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self -addressed postage prepaid envelope, so as to reach the Scrutinizer at Office No 208, 2nd Floor, Plot No. A-1 Madhuban Tower, Veer Savarkar Block, Shakarpur Delhi East Delhi DI 110092 before the closing of working hours on 06.06.2017. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
10. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the link www.evoting.nsdl.com or from the 'Our Investor' page on the website of the Company www.funnysoftwarelimited.com.
11. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named Member.
12. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
13. A tick (✓) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
14. The Vote in this postal ballot cannot be exercised through Proxy.



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15. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.
16. The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website www.funnysoftwarelimited.com, and on the website of NSDL within two days of passing of the resolutions and communicated to the Stock Exchanges.