

Declaration of Independence

27/05/ 2016
Secunderabad

To
The Board of Directors
Hypersoft Technologies Limited
Flat No. 28, Goyal Society
Moti Valley, Tirmulgerry
Secunderabad - 500015, Telangana State

Sub: Declaration of independence under Regulation 25 of SEBI (Listing Obligations and Disclosers Requirements) Regulations, 2015 and Companies Act, 2013 and sub-section (7) of section 149 of the Companies Act, 2013

Dear Sir,

I, Gowrishankar N, hereby certify that I am a Non Executive Independent Director of Hypersoft Technologies Limited, and comply with all the criteria of Independence as envisaged under Regulation 25 of SEBI (Listing Obligations and Disclosers Requirements) Regulations, 2015 and Companies Act, 2013 do hereby confirm that:

I certify that:

- I am/was not a Promoter of the Listed Entity.
- Apart from being eligible to receive director's remuneration and reimbursement of expenses in terms of Section 149(9) of the Companies Act, 2013, I do not have any material pecuniary relationship or transactions with the Company or its subsidiaries or associates or their promoters or directors during the two immediately preceding financial years or during the current financial year;
- I am neither a promoter nor related to promoters or directors of the company or its holding, subsidiary or associate company or any person one level below the Board;
- none of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company or their promoters, or directors, amounting to lower of such prescribed thresholds, during the two immediately preceding financial years or during the current financial year.
- Neither I, nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the immediately preceding three financial years; or

- b) is or has been an employee or proprietor or a partner during the immediately preceding the financial years of any of the following:
- a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
- c) together holds more than 2% of the total voting power of the company; **or**
- d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; **or**
- I am not a material supplier, service provider or customer or a lessor or lessee of the company.

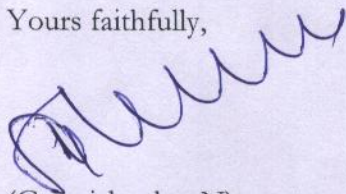
DÉCLARATION

I undertake that I shall seek prior approval of the Board if and when I have any such relationship/transactions, whether material or non material. If I fail to do so I shall cease to be an independent director from the date of entering in to such relationship/transactions.

Further I do hereby declare ad confirm that the above said information is true and correct to the best of my knowledge as on the date of this declaration of independence. I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,



(Gowrishankar N)
DIN: 00009215