



**HYPERSOFT TECHNOLOGIES LIMITED**

CIN: L62010TG1983PLC003912

**Registered Office:** Unit 117, 1st Floor Techno-1 Sy. No. 86, 87(P), 88(P), 88/1, Raidurg, Serilingampally Mandal, Ranga Reddy, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081

**Website-**[www.hypersoftindia.com](http://www.hypersoftindia.com) **Email:** [info@hypersoftindia.com](mailto:info@hypersoftindia.com) **Ph:** 8143858084

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**NOTICE**

**NOTICE is hereby given that the 3rd Extra Ordinary General Meeting (EGM) of 2025-2026 of the members of Hypersoft Technologies Limited (CIN: L62010TG1983PLC003912) will be held on Friday, 27<sup>th</sup> February, 2026 at 11.00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business:**

**SPECIAL BUSINESS:**

**1. To approve the increase in the authorised share capital of the company and consequent amendment to the Memorandum of Association:**

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to Sections 13, 61 and other applicable provisions of the Companies Act, 2013 as amended from time to time and as may be applicable, including statutory modifications or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the articles of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 86,00,00,000/- (Rupees Eighty Six Crores) divided into 8,60,00,000 (Eight Crores Sixty Lakhs) equity shares of Rs.10/- each to Rs. 1,07,00,00,000/- (Rupees One Hundred and Seven Crore) divided into 10,70,00,000 (Ten Crore Seventy Lakhs) equity shares of Rs.10/- each ranking pari-passu with the existing shares in all respects and the existing Clause V of the Memorandum of Association be altered accordingly.

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and sanctions, if any required from any authority, the consent of the members of the company be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company relating to Share Capital by deleting the existing clause and by substituting in its place the following new Clause V:

*V “The Authorised Share Capital of the Company is Rs. 1,07,00,00,000 (Rupees One Hundred Seven Crores only) divided into 10,70,00,000 (Ten Crore Seventy Lakhs only) Equity Shares of Face Value of Rs. 10 (Rupees Ten only) each”*

**“RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company, be and are hereby severally authorized to sign and execute documents that may be required, on behalf of the Company, to file relevant e-forms with Registrar of Companies, Hyderabad and to do all such acts, deeds, matters and things and take all such steps as may be considered expedient and necessary to give effect to this Resolution.”

**2. Determination of fees for delivery of any document through a particular mode of delivery to a member**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses for delivery of the document(s) through a particular mode upon receipt of such request from a member.

**“RESOLVED FURTHER THAT** the estimated fees for delivery of the document(s) shall be paid atleast one week in advance to the Company, before dispatch of such document(s).

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as he/she may in his/her absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.

**By Order of the Board**  
For **HYPERSOFT TECHNOLOGIES LIMITED**

**Date: 02.02.2026**  
**Place: Hyderabad**

**Sd/-**  
**Manohar Reddy Pandi**  
**Company Secretary & Compliance Officer**  
**M. No. A35524**

## **NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022, as per General Circular No. 09/2024, issued on September 19, 2024 and as per General Circular No. 03/2025, issued on September 22, 2025 (collectively referred to as “MCA Circulars”) has permitted Companies to conduct Extraordinary General Meeting (“EGM/Meeting”) through Video Conferencing (“VC”) and Other Audio Visual Means (“OAVM”) without the physical presence of Members at a Common Venue. The deemed venue of the EGM shall be the Registered Office of the Company. In terms of MCA Circulars and the provisions of the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the EGM of the Members is being convened through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only.
2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS EGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE EGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (“the Act”).
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
7. In compliance with the MCA Circulars, Notice of EGM inter alia, indicating the process and manner of remote e-voting and e-voting during the EGM is sent only through electronic mode to those Shareholders whose email ids are registered with the Company/ Depositories/ Depository Participants/ RTA and appearing as on Friday, January 30, 2026. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.hypersoftindia.com](http://www.hypersoftindia.com). The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

8. Mr. Surya Prakash Perumalla, Proprietor, M/s SPP & Associates, Company Secretaries (Membership No. F9072, CP No. 11142), Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the remote e-voting process at the EGM in a fair and transparent manner.
9. The EGM Notice is being sent to all the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA") or with the Company whose names appear in the Register of Members as on Friday, January 30, 2026, the cut off date fixed in this regard, unless any member has requested for a hard copy of the same.
10. Members who have not registered their email IDs are requested to do so at the earliest for receiving all the communications including notices, letters etc., in electronic mode from the Company. Members holding shares in electronic mode can get their email IDs registered by contacting their respective Depository Participant.
11. All the Members of the Company including retail individual investors, institutional investors, etc. are encouraged to attend the EGM through VC/OAVM mode and vote electronically. Corporate members intending to appoint their authorised representatives to attend and participate at the EGM, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Company and Scrutinizer at [info@hypersoftindia.com](mailto:info@hypersoftindia.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
12. The Statement pursuant to Section 102 of the Act read with applicable Rules thereto and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 relating to the Special Businesses to be transacted at this EGM is annexed hereto and form part of this notice.
13. The Board of Directors have considered and decided to include the Item no. 1 & 2 given above as Special Business in the forthcoming EGM, as they are unavoidable in nature.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., Friday, 20<sup>th</sup> February, 2026. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, only shall be entitled to vote. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Any person who become members of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, 30<sup>th</sup> January, 2026, may obtain the User ID and password for e-voting by sending email intimating DP ID and Client ID / Folio No. at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy to [info@hypersoftindia.com](mailto:info@hypersoftindia.com). However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting your vote.
15. The Scrutinizer, after scrutinizing the votes cast at the time of the meeting and through e-voting, will, within stipulated time, make a consolidated scrutinizer's report and submit the same to the Chairman not later than 48 hours from the conclusion of the EGM. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e., [www.hypersoftindia.com](http://www.hypersoftindia.com) and on the website of CDSL i.e., <https://www.evotingindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
16. The related Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 to 2 of the Notice, is annexed hereto
17. Members who have not registered their e-mail id so far are requested to register their e-mail id for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company in electronic form.
18. CDSL will be providing facility for voting through remote e-Voting, for participation in the EGM through VC/OAVM facility and e-Voting during the EGM.
19. Members will be able to attend the EGM through VC/OAVM or view the live webcast of EGM provided by CDSL at <https://www.evotingindia.com> by using their remote e-voting login credentials and selecting the link available against the EVEN for Company's EGM.

20. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned below in the Notice.
21. Members who need assistance before or during the EGM, can contact CDSL on Mr. Rakesh Dalvi -Sr. Manager (CDSL) or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.
22. Members are encouraged to express their views / send their queries in advance mentioning their name demat account number / folio number, email id, mobile number at info@hypersoftindia.com. Questions/queries received by the Company till 5:00 p.m. 20<sup>th</sup> February, 2026 shall only be considered and responded during the EGM.
23. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the EGM.
24. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Regulations (as amended), and the MCA Circulars, the Company is providing facility to the Members to cast their vote on the matters set forth in EGM Notice, either by way of “remote e-voting” facility, prior to the EGM or by way of electronic voting system during the EGM. For this purpose, the Company has appointed CDSL for facilitating voting through electronic means, as the authorized agency.

The e-voting facility will be available during the following period:

Commencement of e-voting: From 9.00 A.M. (IST) on Tuesday, 24<sup>th</sup> February, 2026.

End of e-voting: Up to 5.00 P.M. (IST) on Thursday, 26<sup>th</sup> February, 2026.

25. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

#### **E-VOTING**

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (ii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**(iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on Shareholders
3. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID, `
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

7. After entering these details appropriately, click on “SUBMIT” tab.

8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant “HYPERSOFT TECHNOLOGIES LIMITED” on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
16. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
18. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@hypersoftindia.com](mailto:info@hypersoftindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance upto 5:00 p.m. 20<sup>th</sup> February, 2026 prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@hypersoftindia.com](mailto:info@hypersoftindia.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT**

**[PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013]**

**ITEM NO. 1:**

Presently, the authorised share capital of the Company is Rs. 86,00,00,000/- (Rupees Eighty Six Crores) divided into 8,60,00,000 (Eight Crore Sixty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each). For the purpose of getting additional capital in the Company for the business operations of the Company and for issue of fresh Equity Shares of the Company, the current authorised share capital of the Company is not sufficient and accordingly, the Board of Directors at its meeting held on 2<sup>nd</sup> February, 2026, have recommended to increase the existing authorised share capital of the Company from 86,00,00,000/- (Rupees Eighty Six Crores) divided into 8,60,00,000 (Eight Crore Sixty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) to Rs. 107,00,00,000/- (Rupees One Hundred and Seven Crore only) divided into 10,70,00,000 (Ten Crore Seventy Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each) by creation of additional 2,10,00,000 (Two Crore Ten Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten each).

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the members.

**ITEM NO. 2:**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution

Since the Companies Act, 2013 requires the fees to be determined in the General Meeting, the Directors accordingly commend the Ordinary Resolution at item no.2 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2

The Board of Directors commend the Ordinary Resolution set out at Item No. 2 of this Notice for approval by the members.

**By Order of the Board**  
**For HYPERSOFT TECHNOLOGIES LIMITED**

**Date: 02.02.2026**  
**Place: Hyderabad**

**Sd/-**  
**Manohar Reddy Pandi**  
**Company Secretary & Compliance Officer**  
**M. No. A35524**