



HYPERSOFT TECHNOLOGIES LIMITED

CIN: L29309TG1983PLC003912

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 **Email:** info@hypersoftindia.com **Ph:** 8143858084

NOTICE

Dear Member(s),

NOTICE is hereby given that the Extraordinary General Meeting of the Hypersoft Technologies Limited will be held on 10th March, 2025 at 10:00 A.M. through Video Conferencing /other Audio-Visual Means (OVAM), to transact the following business.

SPECIAL BUSINESS:

ITEM NO. 1:

ALTERATION OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13, Section 15 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other necessary statutory approvals and modifications if any, the approval of the members of the Company be and is hereby accorded to replace the existing Main Objects sub-clause no. 1 to 3 with new objects from 'Clause III (A)' containing the Main Objects sub-clause no. 1 to 7 as follows:

1. To establish, provide and perform all kinds of Software development and support services including providing consultancy services in the field of Information Technology, system engineering related technical and commercial consulting services.
2. To carry on the business of UX/UI design development, rapid prototyping, Enterprise application engineering, software Quality Assurance, Social/ Mobile application development, application integration maintenance and migration services, cloud development, extended research and development partnering.
3. To provide in India/ else where products relating to Employee portal tracking with tasks and timesheets, mobile applications relating to sports, schools.
4. To carry on the business solutions regarding data management and application integration, mobile application development and integration, analytics, data science, robotic process automation, business process automation, bigdata process, process automation, workflow automation, artificial intelligence, machine learning techniques etc.
5. To provide supporting services to startups such as commercialization of ideas, prototyping, and piloting stages for start-ups, equipping the start-ups with skills, space and resources required for flourishing the idea for start-ups.

6. To setup, own and/or operate hardware systems and servers, data centers for global customers and also for inhouse software products and services.
7. To also provide services such as training, business coaching, business planning ,idea validation ,market assessment ,space and business strategy, concept development ,tools, testing ,prototyping ,test marketing , engineering, marketing and sales and services ,tools, testing ,test marketing , networking and customer support

RESOLVED FURTHER THAT the existing 'Clause III (B)' i.e. “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause no. 1 to 47 be and is hereby stands deleted and replaced by New 'Clause III (B)' i.e. “Matters which are necessary for furtherance of the Objects specified in 'Clause III (A)' containing the sub-clause no. 1 to 47.

RESOLVED FURTHER THAT the existing 'Clause III (C)' containing the “Other Objects” sub clause No. 1 to 6 be and is hereby stands deleted in full.

RESOLVED FURTHER THAT the existing 'Clause IV' i.e. 'The Liability of the members is limited’ be and is hereby stands deleted and replaced by New 'Clause IV' i.e. 'The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them'

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby authorised severally on behalf of the Company to sign and execute all such applications, forms and documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution as may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

ITEM NO.2:

TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ₹ 90 Crores (Rupees Ninety Crores Only) over and above the limit of sixty per cent of the paidup share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby authorised severally on behalf of the Company to sign and execute all such applications, forms and

documents as required, and to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties, or doubts that may arise in this regard, and to accede to such modification to the aforementioned resolution a may be suggested by the Registrar of Companies or such other authorities arising from or incidental to the said amendment without requiring any further approval of the Board.”

ITEM NO.3:

APPROVAL FOR INCREASE IN OVERALL BORROWING LIMITS OF THE COMPANY AS PER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Director(s) (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution), to borrow any sum or sums of monies, from time to time, in any form including but not limited to by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, as the Board may think fit for the purposes of the Company's business notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided however, the total amount so borrowed (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed at any point in time a sum equivalent to Rs.15 crores/- (Rupees Fifteen Crore Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

ITEM NO.4:

APPROVAL OF CREATION OF CHARGE ON THE PROPERTIES OF COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

To consider and, if thought fit to pass the following resolutions as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, (including any statutory modifications, or re-enactments thereof) and pursuant to the provisions of the Articles of Association of the Company and on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge and/ or charge, including and/ or in addition to mortgage, hypothecation, pledge and/or charge already created on all or any of the movable and/ or immovable properties of the Company (both present and future) and/or any other assets or properties of the Company and/ or the whole or part of any of the undertaking of the Company, for securing the borrowing availed or to be availed by the Company, by way of loans or otherwise, in foreign currency or in Indian currency, from time to time up to Rs. 30 crores/- (Rupees Thirty Crore Only) (apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors/ Company Secretary of the Company be and are hereby jointly and severally authorized to do all acts, deeds, matters and things including filing of necessary forms with the Ministry of Corporate Affairs to give effect to this resolution.

ITEM NO. 5:

TO APPOINT ANANT RAO & MALLIK, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO: 006266S) TO FILL THE CASUAL VACANCY ON RESIGNATION

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, or any other law for the time being in force (including any statutory modification or amendment thereto or reenactment thereof, for the time being in force), read with the Companies (Audit and Auditors) Rules, 2014, and on the recommendation of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for appointment of M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S) as statutory auditors of the Company, with effect from 11th December 2024, to fill the casual vacancy arising out of resignation of M/s. Ramanatham & Rao Chartered Accountants (Firm Registration No. 002934S), and to hold office till the conclusion of the ensuing Annual General Meeting, on such remuneration and reimbursement of expenses, as may be fixed by the Board of Directors in consultation with the statutory auditors, with the power of the Board of Directors to alter and vary the terms and conditions of appointment, etc. in such manner and to such extent, as may be mutually agreed with the statutory auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution, including filing of necessary e-Forms with Registrar of Companies.

ITEM NO. 6:

TO CONSIDER AND APPROVE APPOINTMENT OF MR. NARRA PURNA BABU AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as may be amended from time to time and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee, consent of the members be and is hereby accorded to the appointment of Mr. Narra Purna Babu as Chairman & Managing Director of the Company for the period of 5 years with effect from 14th November, 2024, without remuneration and he shall have the right to manage the day-to-day business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company.

“**RESOLVED FURTHER THAT** Mr. Narra Purna Babu, as Chairman & Managing Director of the Company shall have the right to exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby authorized severally to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution.”

**By Order of the Board
For Hypersoft Technologies Limited**

**Manohar Reddy Pandi
Company Secretary & Compliance Officer**

**Date: 06.02.2025
Place: Hyderabad**

I. NOTES AND INSTRUCTIONS:

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 in respect of the special business specified above is annexed hereto.
2. 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 February 7, 2025. Communication of assent/ dissent of Shareholders shall only take place through remote e-voting system or e-voting during the EGM. Shareholders may note that Notice of EGM shall also be available on the Company's website www.hypersoftindia.com and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com; and on the website of Registrars CIL Securities Ltd, at www.cilsecurities.com

The EGM Notice is being sent to 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”) unless any member has requested for a hard copy of the same.

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.

3. The Ministry of Corporate Affairs ('MCA') has vide its General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021, 10/2022 09/2023 and 09/2024, dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021, December 28, 2022 25 September, 2023 and 19 September, 2024 respectively ('MCA Circulars'), permitted the holding of EGM through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') facility without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the EGM of the Company is being held through VC/OAVM facility. The Deemed Venue for the EGM shall be the Registered Office of the Company. Since this EGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/ OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.
4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 i.e. Secretarial Standards on General Meetings in respect of the Director seeking appointment at the Meeting is annexed to the Notice as **ANNEXURE–A**.
5. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act. 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. Pursuant to provisions of Section 113 of the Companies Act, Body Corporates/ Institutional Investors/Corporate members intending their authorized representatives to attend the meeting are requested to send copy to info@hypersoftindia.com with a copy marked to sppcshyd@gmail.com from their registered email-id , a scanned copy of certified Board resolution / authority letter authorizing their representatives to attend and vote on their behalf at the meeting with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote.

6. All the material documents referred to statement pursuant to Section 102 of the Act will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the date of EGM. Alternately, Members may also send their requests to info@hypersoftindia.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID.
7. Members can join the EGM through 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 for 1,000 Members on first come first served basis as per the MCA Circulars. 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. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice.
8. 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.
9. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar & Share Transfer Agents as on the cut-off date fixed in this regard i.e., March 3, 2025. Members may note that Notice has been uploaded on the website of the Company Company's website www.hypersoftindia.com and website of the Stock Exchange i.e., BSE Limited at www.bseindia.com; and on the website of Registrars CIL Securities Ltd, at www.cilsecurities.com on the website of the Central Depository Services (India) Limited (CDSL) a service provider for voting through remote e-Voting, for participation in the forthcoming EGM through VC/OAVM facility and e-Voting during the EGM at <https://www.evotingindia.com>.
10. 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.
11. 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.
12. Members who need assistance before or during the EGM, can contact CDSL on helpdesk.evoting@cdslindia.com or call on 022-23058542/43
13. 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. **March 3, 2025** shall only be considered and responded during the EGM.

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

Commencement of e-voting: March 7, 2025 at 09.00 AM

End of e-voting: March 9, 2025 at 05.00 PM

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

II. PROCESS AND MANNER FOR MEMBERS OPTING VOTING THROUGH ELECTRONIC MEANS:

- a) 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 Listing Regulations (as amended), and the MCA Circulars, 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 Securities Limited (“CDSL”), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. March 3, 2025 shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- c) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. March 3, 2025 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on March 7, 2025 at 09.00 AM. and will end on March 9, 2025 at 05.00 PM. During this period, the Members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. March 3, 2025 cast their vote electronically. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
- e) Once the vote on a resolution is casted by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- f) The voting rights of the Members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. March 3, 2025
- g) The Company has appointed S P P , Practicing Company Secretary to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.

III. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- a. The remote e-Voting period commences from 09:00 A.M. (IST) on March 7, 2025 and ends at 05:00 P.M. (IST) on March 9, 2025. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-Off date** i.e., March 3, 2025, may cast their vote electronically. The e-Voting module shall be disabled by CDSL thereafter. Once the vote on the

resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

- b. 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 e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for remote e-Voting for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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

	<p>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.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com 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.
Individual Shareholders(holding securities in demat mode) login through their Depository Participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

c. 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533.
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 evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for remote e-Voting 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.
- 2) Click on “Shareholders” module.
- 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) Shareholders 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 and voted on an earlier e-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:

For Physical Shareholders and other than individual shareholders holding shares in Demat mode.	
PAN	<ul style="list-style-type: none"> • Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • 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. • 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.

- d. After entering these details appropriately, click on “SUBMIT” tab.
- e. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- f. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- g. Click on the EVSN for the relevant <HYPERSOFT TECHNOLOGIES LIMITED> on which you choose to vote.

- h. 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.
- i. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- j. 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.
- k. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- l. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- m. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- n. There is also an optional provision to upload BR/POA if any, uploaded, which will be made available to scrutinizer for verification.
- o. **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 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.
 - 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.

IV. Process for those Shareholders whose email/mobile no. are not registered with the Company/Depositories.

- a. 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 info@hypersoftindia.com
- b. Demat shareholders: - Please update your email id & mobile no. with your respective Depository Participant (DP).
- c. 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.

- e. If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- f. All grievances connected with the facility for voting by electronic means may be addressed to (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 or call on toll free no. 1800 22 55 33.

DECLARATION OF RESULTS:

- A. The scrutinizer shall, immediately after the conclusion of voting during the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the EGM to the Stock Exchange, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at www.hypersoftindia.com and on the website of CDSL, i.e. www.evoting.nsdl.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange i.e. BSE Limited
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday 10th March, 2025 subject to receipt of the requisite number of votes in favour of the Resolutions.

**By Order of the Board
For Hypersoft Technologies Limited**

**Manohar Reddy Pandi
Company Secretary & Compliance Officer**

**Date: 06.02.2025
Place: Hyderabad**

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

ITEM NO. 1:

The existing line of business of the Company does not offer significant opportunities for growth of the business and accordingly the Board of Directors in their meeting held on February 6, 2025 have proposed to replace the existing objects of the Company with the new objects as set out in the resolution

Further the existing Memorandum of Association (MOA) of the Company is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013 (the “new Act”).

A copy of the proposed set of new MOA of the Company would be available for public inspection at the registered office of the Company and on the Company's website for electronic inspection up to the date of the Extraordinary General Meeting (“EGM”).

In terms of Section 4 and 13 of the Act, any changes in the Memorandum of Association of the Company shall require consent of the Members by way of Special Resolution

The Board recommends passing of the Resolution set out at Item No. 1 for the approval of the members of the Company by way of a Special Resolution

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

ITEM NO. 2:

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

In order to enhance market presence, diversify revenue streams, and leverage emerging opportunities. It is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 90 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company as Special Resolution.

The Board recommends passing of the Resolution set out at Item No. 2 for the approval of the members of the Company by way of a Special Resolution.

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

ITEM NO. 3 AND 4:

As per the provisions of Section 180(1)© of the Companies Act, 2013, the Board of Directors of a company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, its free reserves, that is reserves not set apart for any specific purpose and Securities Premium. To meet the additional working capital requirements, it is

necessary to have credit facility limits for the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to avail credit limits up to of Rs. 15 Crores (Fifteen Crore Only) over and above the aggregate, of the paid-up share capital and free reserves of the Company.”

Further, the borrowings are required to be secured by way of mortgage, hypothecation, pledge and/ or charge on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties of the Company and/ or the whole or part of any of the undertaking of the Company, in favour of lender(s) from time to time. Therefore, it is proposed to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013 to create mortgage, hypothecation, pledge and/ or charge the movable and/ or immovable properties of the Company towards the borrowings availed or to be availed by the Company under said provisions up to Rs 30 crores

The Directors recommend the Special Resolutions at Item Nos. 3 and 4 of the accompanying Notice for approval of the Members of the Company.

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

ITEM NO. 5

Pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, M/s. Ramanatham & Rao, Chartered Accountants (Firm Registration No. 002934S) were appointment as the Statutory Auditors of the Company to hold office from the Conclusion of 39th Annual General meeting till Conclusion of 44th Annual General Meeting

M/s. Ramanatham & Rao, Chartered Accountants due to their preoccupation have tendered their resignation as Statutory Auditor of the company w.e.f November 13, 2024. Hence, the Board of Directors of the Company have recommended appointment of M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S) as Statutory Auditor of company on December 11, 2024 to fill the casual vacancy in the office of Statutory Auditors. Accordingly, M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S) have consented to the said appointment and confirmed that their appointment, if made will be within limits specified under section 141(3)(g) of the Act and will be in compliance with eligible criteria /requirement specified under the Companies Act, 2013.

M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S), have given consent to act as statutory auditors of the Company, and confirmed that their appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013. Total fees of Rs. 3.30 Lakhs (Rupees Three Lakhs Thirty Thousand only) is proposed to be paid to M/s. Anant Rao & Mallik, Chartered Accountants for the audit of financial statements of the Company for the financial year ended 31 March 2025, plus applicable taxes and out-of pocket expenses. Any increase in fee will be mutually agreed between the Board and the statutory auditors, in consultation with the Audit Committee, for the remaining part of the tenure.

BRIEF PROFILE OF ANANT RAO & MALLIK, CHARTERED ACCOUNTANTS:

M/s. Anant Rao and Mallik Associates, Chartered Accountants is an ICAI Registered firm (Reg. No: 006266S). The firm has over 41 years standing with multi industry and multi-disciplinary experience. The firm is engaged in providing consultancy and professional services related to statutory audit, internal audit, concurrent audit, tax audit, income tax, Goods and Services tax, Value added tax, certification, company law, excise and customs. Firm also provide services related to various outsourcing work of the clients such as payroll accounting, vendor management, risk assessment of the processes, data entry, salary certificates,

secretarial work, filling of documents, project reports, investment services, tax reporting and other regulatory compliances.

The Board recommends the Ordinary Resolution as set out in Item No. 5 in the Notice for approval of the members.

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

ITEM NO. 6

Mr. Narra Purna Babu, Managing Director of the company is the promoter of the Company and has been leading the Company during since takeover of the Company. Board of Directors of the Company in their meeting held on November, 13, 2024, based on the recommendation of the Nomination and remuneration committee, approved the appointment of Mr. Narra Purna Babu as Managing Director of the Company for a period of five years with effect from November, 14, 2024

Mr. Purna Babu Narra is a Graduate in Bachelor of Commerce (Commerce) from the Acharya Nagarjuna University (ANU). with over 21+ years of diverse experience as a serial entrepreneur in both IT and non-IT sectors. He has been instrumental in defining the direction and business strategy for numerous start-ups, leveraging his extensive knowledge to drive growth and innovation.

Mr. Narra Purna Babu is Experienced HR and Sales professional with 17+ years in IT recruitment and sales. Expertise in operations, delivery, vendor management, and P&L management. Strong leadership skills in marketing, IT consulting, strategic planning, and business development. Proven track record in managing large-scale global operations and driving revenue growth. Skilled in building and mentoring high-performing teams, securing and growing large client accounts, and leading successful projects with P&L responsibility. Adept at developing new markets and initiatives, with extensive experience in training and organizational development in the IT services sector.

Pursuant to the provisions of Section 196 and 197 read with Schedule V of the Companies, Act, 2013 any such appointment and remuneration needs to be ratified by the members in their General Meeting. Hence the Directors commend the Resolutions at Item No.5 of the accompanying Notice for the approval of the Members of the Company.

Except for the appointee Director and their relatives, 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

**By Order of the Board
For Hypersoft Technologies Limited**

**Manohar Reddy Pandi
Company Secretary & Compliance Officer**

**Date: 06.02.2025
Place: Hyderabad**

ANNEXURE-A

Information pursuant to 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) regarding Director seeking appointment / re-appointment and (Pursuant to Regulation 36(3) SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015)

Name of the Director	Narra Purna Babu
Date of Birth	12.06.1978
Date of Appointment the Board	14.11.2024
Qualification, Experience & Expertise	<p>Mr. Purna Babu Narra is a Graduate in Bachelor of Commerce (Commerce) from the Acharya Nagarjuna University (ANU). with over 21+ years of diverse experience as a serial entrepreneur in both IT and non-IT sectors.</p> <p>Experienced HR and Sales professional with 17+ years in IT recruitment and sales. Expertise in operations, delivery, vendor management, and P&L management. Strong leadership skills in marketing, IT consulting, strategic planning, and business development. Proven track record in managing large-scale global operations and driving revenue growth. Skilled in building and mentoring high-performing teams, securing and growing large client accounts, and leading successful projects with P&L responsibility. Adept at developing new markets and initiatives, with extensive experience in training and organizational development in the IT services sector.</p>
Directorship in other companies (Excluding private limited companies, foreign companies and section 25 Companies)	Nil
Shareholding	10,53,385 shares, Equivalent to 24.78%
Disclosures of relationship with other directors	Spouse of Mrs. Narra Naga Malleswari, Non-Executive Director of the Company
Terms and Conditions of Appointment with details of Remuneration	Narra Purna Babu is proposed to be appointed as Managing Director of the Company for a period of 5 years without Remuneration
Last drawn Remuneration, if any	Not Applicable
No. of Board Meetings attended during the year	2