



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

#### NOTICE

NOTICE is hereby given that the 1<sup>st</sup> Extra Ordinary General Meeting (EGM) of 2025-2026 of the members of Hypersoft Technologies Limited (CIN: L29309TG1983PLC003912) will be held on Monday, 26<sup>th</sup> April, 2025 at 10.30 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.6,00,00,000/- (Rupees Six Crores) divided into 60,00,000 (Sixty Lakhs) equity shares of Rs.10/- each to Rs.18,00,00,000/- (Rupees Eighteen Crores) divided into 1,80,00,000 (One Crore Eighty 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. 18,00,00,000 (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs only) Equity Shares of Face Value of Rs.10 each (Rupees Ten only each) 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. ALTERATION OF ARTICLES OF ASSOCIATION:**

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

**“RESOLVED THAT** pursuant to provisions of Companies Act, 2013 and other applicable provisions of the Act including Section 14 and the rules made thereunder, consent of the members of the Company be and is hereby accorded to alter the article 3 of articles of association as follows:

***“The Authorised capital of the Company shall be as mentioned in clause V of the Memorandum of Association of the Company”***

**“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.”

### 3. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS

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

**“RESOLVED THAT** pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities Contracts (Regulation) Act, 1956, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (the “RoC”) and the BSE Limited (“BSE”), stock exchange where the equity shares of the Company are listed and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to issue, create, offer and allot on preferential basis not more than 1,20,00,000 (One Crore Twenty Lakhs only) Equity Shares on a Preferential basis, wherein Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd., and in consideration is issuing 1,20,00,000 Equity Shares by way of share swap to Narra Purna Babu (“Acquirer”) (83,95,000 Equity Shares), Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares) who are the shareholders of NX Global Pte. Ltd. The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd and Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 as on the Relevant Date on such terms and conditions as may be approved by the Board.

**“RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the issue price of the equity shares is 27<sup>th</sup> March, 2025 i.e., 30 days prior to the date of Extra-Ordinary General Meeting (EGM).”

**“RESOLVED FURTHER THAT** the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) Issue of shares for consideration other than cash i.e., Share Swap i.e., Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd. and in consideration is issuing 1,20,00,000 shares of the Company to the proposed allottees Narra Purna Babu (Acquirer)(83,95,000 shares), Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares) who are the shareholders of NX Global Pte. Ltd.
- b) The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd, Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft Technologies Limited.
- c) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- e) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

f) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission and

g) Allotment shall only be made in dematerialized form.

h) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

i) The Equity Shares after allotment shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principal approval from the BSE as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**“RESOLVED FURTHER THAT** the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.”

**“RESOLVED FURTHER THAT** subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the BSE, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to BSE for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company.”

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

**Date: 28.03.2025**

**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 and as per General Circular No. 09/2024, issued on September 19, 2024 (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 Saturday, April 19, 2025. 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, the 28<sup>th</sup> March, 2025, 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 & 3 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., Saturday, 19<sup>th</sup> April, 2025. 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., Saturday, 19<sup>th</sup> April, 2025, 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, 2 and 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and corresponding rules of the Companies Act, 2013 also annexed herewith.
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](mailto: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](mailto:info@hypersoftindia.com). Questions/queries received by the Company till 5:00 p.m. Monday, 21<sup>st</sup> April, 2025 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 Wednesday, 23<sup>rd</sup> April, 2025.

End of e-voting: Up to 5.00 P.M. (IST) on Friday, 25<sup>th</sup> April, 2025.

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 cdsi 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 cdsi 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 re-directed 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</li> </ol>

	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
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.

**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 <b>CDSL</b>	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 <b>NSDL</b>	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 AGM/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. Tuesday, 22<sup>nd</sup> April, 2025 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**

For the purpose of proposed preferential issue way of swap of shares the existing Authorised capital of the Company shall be increase to accommodate the fresh issue of Equity Shares. Accordingly, it is proposed to increase the Authorized capital of the company, subject to the approval of the shareholders of the Company, from Rs. 6,00,00,000/- to Rs.18,00,00,000/-. As per the provisions of Section 13 of the Companies Act, 2013, any increase in Authorised Capital of the Company requires prior approval of the Shareholders. Hence, the proposed resolution is recommended for consideration and approval of the Members of the Company.

Copy of the existing Memorandum of Association of the Company and copy of Memorandum of Association, indicating the proposed amendments, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form during business hours ie, 09.00 a.m. to 05.00 p.m. at the Registered Office and Corporate Office of the Company, up to and including the last date of the EGM.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

#### **Item No. 2**

As per the existing Articles of Association of the Company the Authorized Capital of the Company is Rs. 6,00,00,000/- Now the Board proposes to alter the Articles of Association of the Company to refer to the capital clause of Memorandum of association of the Company. As per the provisions of Section 14 of the Companies Act, 2013, any alteration of the Articles of Association of the Company requires prior approval of the Shareholders by means of Special Resolution.

Hence, the proposed resolution is recommended for consideration and approval of the Members of the Company. Copy of the existing Articles of Association of the Company and copy of Memorandum of Association, indicating the proposed amendments, being referred in the resolution would be available for inspection by the Members free of cost, in physical or electronic form during business hours i.e, 09.00 a.m. to 05.00 p.m. at the Registered Office and Corporate Office of the Company, up to and including the last date of Extraordinary General Meeting.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

#### **ITEM NO. 3**

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

#### **A. Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors of Hypersoft Technologies Limited (“Hypersoft” or “Company”) at its meeting held on 28<sup>th</sup> March, 2025 has subject to the approval of Members and such other approval as may be required and in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and other applicable laws as on the Relevant Date on such terms and conditions as may be approved by the Board by way of preferential issue, approved the issuance of 1,20,00,000 (One Crore Twenty Lakhs only) equity shares of face value of Rs.10/- each (Rupees Ten Only) wherein –

Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd. and in consideration is issuing 1,20,00,000 shares of the Company to the proposed allottees Narra Purna Babu (Acquirer) (83,95,000 shares), Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares) who are the shareholders of NX Global Pte. Ltd.

The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd and Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft.

#### **B. Objects of the Preferential Issue:**

NX Global Pte. Ltd. is registered in Singapore and has its office at 105 Cecil Street, #22-88, The Octagon, Singapore- 069534. The principal activities of the Company are those of development of software and applications. The company proposes to acquire 100% Share capital of NX Global Pte. Ltd. from its shareholders, the details of which are given below, for a consideration of 1,20,00,000 equity shares of the Hypersoft Technologies Limited on preferential basis, at issue price not below the price to be determined under Chapter V of SEBI ICDR Regulations.

Hypersoft Technologies Limited ("Hypersoft") is embarking on a strategic acquisition as part of its growth plans to diversify its business segments. This acquisition marks a significant step towards expanding Hypersoft's portfolio and tapping into new opportunities for growth.

The acquisition of 100% Ordinary Shares of NX Global Pte. Ltd. by Hypersoft aims to consolidate the Company's shareholding in NX Global Pte. Ltd. By purchasing the minority stake held by allottees other than Mr. Narra Purna Babu in NX Global Pte. Ltd., Hypersoft seeks to strengthen its position in the market and unlock synergistic opportunities.

Following the acquisition, NX Global Pte. Ltd. will become a wholly owned subsidiary of Hypersoft Technologies Limited.

Additionally, Mindgate Solutions Pte. Ltd. and Mindgate Solutions LLC, which are wholly owned step down subsidiaries of NX Global Pte. Ltd., will also be integrated as wholly owned subsidiaries of Hypersoft Technologies Limited by virtue of this share swap.

This strategic acquisition will result in financial synergies, as NX Global, Mindgate Solutions Pte. Ltd., and Mindgate Solutions LLC are established entities with substantial revenue-generating capabilities. The acquisition will enhance Hypersoft's global market access, especially in the USA and Asia-Pacific regions, while diversifying its service offerings by integrating NX Global's expertise in IT and business consulting. Operational synergies are expected to emerge, reducing costs and improving service delivery through streamlined processes and shared technologies. Moreover, Hypersoft will benefit from access to NX Global's skilled talent pool and established client relationships, helping expand its client base and increase revenue streams.

The combined entity will enjoy a stronger market position, improved financial performance, and potential tax efficiencies through international operations. Furthermore, by keeping NX Global's and its subsidiaries as separate legal entities, Hypersoft can mitigate risks by isolating liabilities. This will also facilitate cultural integration and knowledge transfer between the two companies, fostering innovation and continuous improvement. Overall, this acquisition will significantly enhance Hypersoft's competitive standing and long-term growth potential.

#### **C. The total number of shares or other securities to be issued**

The resolution set out in the accompanying notice authorizes the Board to issue up to 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares having face value of Rs.10/- each at a price of Rs. 10/- per share to proposed allottees on preferential basis.

#### **D. Issue Price, Relevant Date and the Basis on which the price has been arrived**

The price of equity shares to be issued is fixed at Rs. 10/- per equity share of Face Value of Rs.10/- each in accordance with the price determined in terms of Regulation 165 of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 27<sup>th</sup> March, 2025 ("Relevant Date") (i.e., 30 days prior to the date of proposed Extra Ordinary General Meeting).

The Company is listed on BSE and the equity shares of the Company are infrequently traded in accordance with Regulation 165 of ICDR Regulations. The price determined shall be the minimum price at which the allotment is to be made.

The value per share of Hypersoft Technologies Limited arrived is Rs.8.31/- as determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 valuation report dated 28<sup>th</sup> March, 2025 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004. As per Companies Act, 2013, the issue price per share cannot be less than Face Value of Shares and hence Rs. 10 per share has been considered as issue price of the Equity Shares of the Company.

The price per common stock of NX Global Pte. Ltd whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 2.50 per common Stock as per the valuation Report dated 28<sup>th</sup> March, 2025.

The members desirous to inspect the valuation report may send an email to [info@hypersoftindia.com](mailto:info@hypersoftindia.com), for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., [www.hypersoftindia.com](http://www.hypersoftindia.com)

As per Reg. 166A of SEBI (ICDR) Reg. 2018, The Company has obtained the above quoted valuation report from an independent Registered Valuer and considered the same for determining the price. Further, said valuation report from the independent registered valuer is also published on the website of the Company.

**E. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

Mr. Narra Purna Babu is the Promoter and Managing Director of Hypersoft Technologies Limited holding 24.78% of shares of Hypersoft Technologies Limited.

The Proposed transaction involves the purchase of ordinary shares of NX Global Pte. Ltd. from Mr. Narra Purna Babu, holding 69.96% of shares of NX Global Pte. Ltd. in lieu of which 83,95,000 shares of Hypersoft Technologies Limited are being issued to Mr. Narra Purna Babu.

The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd, Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft Technologies Limited.

**None of the other promoter / directors / key managerial personnel of the Company will subscribe to the offer**

**The class or classes of persons to whom the allotment is proposed to be made:** The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, belonging to Promoter & Non-Promoter (Public) category.

**F. Principal terms of the assets charged as securities:**

Not Applicable

**G. Proposed time within which the allotment shall be completed:**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority, within 15 days from the date of such approval(s) or permission, as the case may be.

H. The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

The details of the Proposed Allottees are as per the following table:

Proposed Allottees	Category	Natural person who is the UBO/ who control the proposed allottee	Pre-Issue		Post Issue of Equity Shares on preferential basis #1	
			No of Shares	%	No of Shares	%
Narra Purna Babu	Promoter	NA	10,53,385	24.78	94,48,385	58.14%
Piyush Bhandari	Public	NA	-	-	2,500	0.02%
Valueforge Innovations Pte. Ltd.	Public	Guduri Venkata Sesha Rao	-	-	24,00,000	14.77%
Vertexiq Pte. Ltd.	Public	Shiji Ponnempalath Upendranath	-	-	10,00,000	6.15%
Voyager Partners Global Management Advisors Pte. Ltd.	Public	i. Piyush Bhandari ii. Anurag Kamlesh Bangad iii. Vivek Kumar Tapdia iv. Kavita Tapadia	-	-	2,00,000	1.23%
Nikesh Ballapu	Public	NA	-	-	2,500	0.02%

#1 The percentage is calculated on Total no. of Equity Shares –1,62,51,700 (Comprising of 42,51,700 existing Equity Share and Preferential issue of 1,20,00,000 Equity Shares)

THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES NAMELY, PROMOTER OR NON-PROMOTER

Sr. No.	Name of the Proposed Allottee	Pre-Preferential Issue	Post-Preferential Issue
		Category (Promoter/ Non - Promoter)	Category (Promoter/ Non - Promoter)
1	Narra Purna Babu	Promoter	Promoter
2	Piyush Bhandari	Not Applicable	Non-Promoter (Public)
3	Valueforge Innovations Pte. Ltd.	Not Applicable	Non-Promoter (Public)
4	Vertexiq Pte. Ltd.	Not Applicable	Non-Promoter (Public)
5	Voyager Partners Global Management Advisors Pte. Ltd.	Not Applicable	Non-Promoter (Public)
6	Nikesh Ballapu	Not Applicable	Non-Promoter (Public)

#### I. PRE & POST SHAREHOLDING

Particulars	Pre issue Shareholding		No of Equity Shares to be allotted in the Preferential Issue which triggered the Open Offer	Post Issue Shareholding	
	No. of Shares	%		No. of Shares	%
<b>(A) Promoter &amp; Promoter Group</b>					
<b>A1) Indian</b>					
(a) Individuals	20,34,540	47.85	83,95,000	1,04,29,540	64.18
(c) Bodies Corporates	0	0.00	0	0	0.00
<b>A2) Foreign</b>	0	0.00	0	0	0.00

Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	20,34,540	47.85	83,95,000	10429540	64.18
(B) Public					
B1) Institutions					
B2) Central Government/ State Government(s)/ President of India					
B3) Non-Institutions					
Individual Shareholding *	1547515	36.40	0	15,47,515	9.52
Body Corporate*	549234	12.92	0	5,49,234	3.38
FPI	0	0.00	0	0	0.00
QIBs	0	0.00	0	0	0.00
HUF	0	0.00	0	0	0.00
Any Other (Including NRI and Body Corporates*)	120411	2.83	3605000	37,25,411	22.92
Total Public Shareholding B=B1+B2+B3	2217160	52.15	3605000	58,22,160	35.82
C) Non Promoter - Non Public	0	0.00	0	0	0.00
TOTAL (A+B+C)	42,51,700	100.00	1,20,00,000	1,62,51,700	100.00

**Note:** Pre issue shareholding pattern has been prepared based on shareholding of the Company as on 31<sup>st</sup> December, 2024

\*The acquirer (Mr. Narra Purna Babu) has given an open offer to acquire upto 22,17,160 shares. So as per Regulation 38 of SEBI LODR Regulations read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE and read with Rule 19A of the SCRR, the Acquirer hereby undertake that their shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

#### J. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

#### K. Change in control, if any, in the Company that would occur consequent to the preferential offer:

Mr. Narra Purna Babu is the Promoter and Managing Director of Hypersoft Technologies Limited holding 24.78% of shares of Hypersoft Technologies Limited.

There will be no change in the control of the Company, since post preferential allotment of Equity Shares, Mr. Narra Purna Babu shall acquire and exercise 58.14% of Expanded, Issued, Subscribed and Voting Capital of the Company. The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd, Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft Technologies Limited.

Further, in terms of SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011, Mr. Narra Purna Babu has made Public Announcement, dated 28<sup>th</sup> March, 2025 for acquisition of 22,17,160 (100% of the Public Shareholders) Equity Shares from the existing public shareholders of "HYPERSOFT TECHNOLOGIES LIMITED" in terms of Regulation 3(2) and Regulation 4 of SEBI (SAST) Regulations.

#### L. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on BSE for a period of more than 90 Trading Days prior to the relevant date, the company is not required to recompute the price per equity share.

**M. Basis of justification for price (including premium) at which the offer is made**

The value of preferential issue of Equity Share of Hypersoft Technologies Limited has been derived as per Valuation Report being prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations. The Value of NX Global Pte. Ltd. has been derived as per Valuation Report of A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746, the same will be placed before the members at the Extra Ordinary General Meeting and will be kept open at the registered office of the Company between 10:00A.M. and 1:00 P.M on all working days between Monday and Friday of every week upto the date of this EGM. The members desirous to inspect the certificate may send an email to [info@hypersoftindia.com](mailto:info@hypersoftindia.com), for inspection of said valuation report electronically during the EGM, at least 5 days before the date of EGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of EGM i.e., [www.hypersoftindia.com](http://www.hypersoftindia.com) .

**N. Lock in period:**

The pre-preferential allotment shareholding of the proposed allottees (if any) and the equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations, 2018.

**O. Terms of Issue of the Equity Shares, if any.**

• **Issue of Equity Shares -**

- a) Issue of shares for consideration other than cash i.e., Share Swap i.e., Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd. and in consideration is issuing 1,20,00,000 shares of the Company to the proposed allottees Narra Purna Babu (Acquirer)(83,95,000 shares), Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares) who are the shareholders of NX Global Pte. Ltd.
- b) The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd, Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft Technologies Limited.
- c) The equity shares to be allotted to the proposed allottees shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;
- d) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;
- f) Allotment shall only be made in dematerialized form.
- g) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

**P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:**

The Preferential Issue of 1,20,00,000 Equity Shares of Hypersoft to be made to Narra Purna Babu ("Acquirer") (83,95,000 Equity Shares), Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares) will be made for Consideration other than cash at the Issue Price of Rs. 10/- per Equity Share in lieu of purchase of 4,80,00,000 shares of NX Global Pte. Ltd.

The price per common stock of NX Global Pte. Ltd whose shares are purchased by the Company is determined as per Internationally accepted valuation on arm's length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 2.50 per common Stock as per the valuation Report dated 28<sup>th</sup> March, 2025.

**Q. Certificate From Practicing Company Secretary**

The certificate from Mr. Surya Prakash Perumalla, Proprietor, M/s SPP & Associates, Company Secretaries (Membership No. F9072, CP No. 11142), certifying that the preferential issue of shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations. The said Certificate shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to [info@hypersoftindia.com](mailto:info@hypersoftindia.com), for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The copy of said certificate is made available on the Company's website at [www.hypersoftindia.com](http://www.hypersoftindia.com)

**R. Principal terms of the assets charged as securities:**

Not Applicable

**S. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price**

The Company has not made any preferential issue of shares during the year.

**U. Other Disclosures –**

- a. The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- b. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/ promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- c. As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- e. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottee.
- f. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- g. Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.
- h. Neither the Company nor its Promoters or Directors of the Company has been identified as a willful defaulter.

- i. None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.
- j. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- k. The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI(ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 3 in the accompanying notice for your approval.

Other than Mr. Narra Purna Babu and Mrs. Naga Malleswari Narra, none of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**Date: 28.03.2025**

**Place: Hyderabad**

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

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