



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("the Rules"), including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA"), in continuation to the circulars issued earlier in this regard ("MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India and, applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members of the Company (as on the Cut-off Date) ("Members" or "Equity Shareholders"), is sought via Postal Ballot through e-voting only (voting through electronic means) for sale of Company premises situated at Mumbai and Hyderabad. An explanatory statement pursuant to Section 102 and other applicable provisions of the Act and the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015, as amended pertaining to the said resolution setting out the material facts and the reasons thereof forms a part of this Postal Ballot notice (the "Postal Ballot Notice").

Members' consent is sought for the proposal contained in the resolution given in this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company at www.hypersoftindia.com and BSE Limited ("BSE") at www.bseindia.com.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories or Depository Participants or the Company's Registrar and Share Transfer Agent ("RTA") – CIL Securities Limited, and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the RTA. The Company has provided e-voting facility to its Members to cast their vote electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The Company has appointed Mr. Thomas Joseph Lloyd, Practising Advocate, to act as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner in accordance with the provisions of the Act and the Rules made thereunder.

Please note that there will be no dispatch of physical copies of the Postal Ballot Notice or Postal Ballot forms to the Members of the Company and no physical ballot forms will be accepted. In accordance with the MCA Circulars, the Company has made necessary arrangements with CIL Securities Limited to enable the Members to register their e-mail address. Those Members who have not yet registered

Regd. Office: Flat No. 28, Goyal Society, Moti Valley Tirmulgerry, Secunderabad, 500015

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Website: www.hypersoftindia.com, e-mail: info@hypersoftindia.net



their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The Members shall exercise their right to vote on the resolution included in the Postal Ballot Notice by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence at 09.00 A.M. IST on Tuesday, 7th November, 2023 and end at 05.00 P.M. IST on Wednesday, 6th December, 2023.

Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than 05.00 P.M. IST on Wednesday, 6th December, 2023. E-voting will be blocked by CDSL immediately thereafter and voting will not be allowed beyond the said date and time. The last date of e-voting, i.e. 6th December, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The scrutinizer will submit his report to the Chairman or to any other person authorised by him, after completion of scrutiny of the votes. The results of the voting by Postal Ballot (through e-voting process) along with the Scrutinizer's report will be announced by the Chairman or any other person authorized by him within two working days from the conclusion of the e-voting, i.e. on or before Saturday, 9th December, 2023. The results will be intimated to BSE, where the equity shares of the Company are listed. The results of the Postal Ballot will also be posted on the Company's website at www.hypersoftindia.com and will be displayed on the notice board of the Company at its Registered Office.

Draft resolution to be passed by way of Postal Ballot for Sale of Company premises situated at Mumbai and Hyderabad:

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 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification, amendments or re-enactment thereof for the time being in force), and according to the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to sell the below mentioned assets collectively referred to as 'the Undertakings', notwithstanding the total investment made by the company in such asset exceeds 20% of the net worth of the company as per the audited Financial Statement as on 31st March, 2023 in any manner as the Board may deem fit in the interest of the Company, to Public/Private Company/Person/partnership firm/ Asset Reconstruction Company (“prospective buyer(s)”) on such terms and conditions as may be deemed fit by the Board.

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Sr no	Description of Asset
1.	Building located at: First Floor, K1 Landmark constructed on Plot no 28, forming party of GLR Sy No 370, situated at Cantonment No 3-1-2 (I-D) S-2 Moti Valley Trimulgherry Village, Secunderabad Cantonment, Telangana State, measuring 1800 sq ft
2.	Building located at: Second Floor, K1 Landmark constructed on Plot no 28, forming party of GLR Sy No 370, situated at Cantonment No 3-1-2 (I-D) S-2 Moti Valley Trimulgherry Village, Secunderabad Cantonment, Telangana State, measuring 1800 sq ft
3.	Building located at: 309, Commerce House, Nagindas Master Road, Fort, Mumbai, Maharashtra, measuring 121 sq ft

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and execute necessary documents including but not limited to definitive agreements, deeds of assignment, conveyance and other ancillary documents, with effect from such date and in such manner as may be decided by the Board and to do all such other acts, deeds, matters and things as they may be deemed necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as may be required, arranging delivery and execution of contracts, deeds, agreements and instruments.”

For HYPERSOFT TECHNOLOGIES LIMITED

Sd/-
 Feroz Russi Bhote
 Managing Director
 DIN: 00156590

Date : 06/11/2023
 Place : Secunderabad

NOTES:

- a) Pursuant to Sections 102 and 110 of the Act, an explanatory statement setting out material facts and reasons for the proposed resolutions is appended hereto.
- b) In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only and, if so requested by any shareholder, in physical form by courier to such shareholder's registered postal address that is available with the RTA. However, the communication of the assent or dissent of the Members would take place through e-voting only.
- c) The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear in the register of members/the list of beneficial owners, as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / depository participant(s) as on Friday, 3rd November, 2023 ("Cut-off Date"). Any person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their DPs / the Company's RTA.
- d) In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. Please note, however, that those shareholders who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.
- e) A copy of this Postal Ballot Notice is also available on the Company's website www.hypersoftindia.com, the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
- f) Resolution passed by the Members through Postal Ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
- g) The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company website www.hypersoftindia.com and communicated to the stock exchange i.e BSE on the said date.
- h) In accordance with the Circulars, members who have not registered their e-mail address may register their e-mail address with our Depository Registrars & Share Transfer Agents M/s. CIL Securities Ltd or with their Depository Participant or send their consent at info@hypersoftindia.net along with their folio no./DP ID client ID and valid e-mail address for registration.
- i) After dispatch of the Postal Ballot Notice through email, advertisement shall be published in 1 (one) English daily newspaper and in 1 (one) Telugu Newspaper, each having wide circulation in the district



where the registered office of the Company is situated and will also be uploaded on the Company's website at www.hypersoftindia.com.

j) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on the cut-off date i.e. Friday, 3rd November, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.

k) Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

l) Relevant documents referred to in this Postal Ballot Notice will be made available for inspection from the date of commencement of e-voting period i.e. Monday, 7th November, 2023 upto the last date of e-voting i.e. Wednesday, 6th December, 2023. Shareholders seeking to inspect such documents can send an email to info@hypersoftindia.net.

m) Members holding shares in physical form are requested to note that in terms of Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding Equity Shares of the Company in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company's RTA for assistance in this regard.

n) Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition etc.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.hypersoftindia.com.

o) Contact details of the person responsible to address the queries/grievances, if any, connected with the Postal Ballot by electronic means:

- Feroz Russi Bhote, Managing Director, Hypersoft Technologies Limited, Flat No. 28, Goyal Society, Moti Valley Tirmulgerry, Secunderabad, 500015, Tel: 040-27744754, 27744413; Email – info@hypersoftindia.net.

- 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 or contact at 022- 23058738 and 022-23058542/43. 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 or call on 022-23058542/43.

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

In case of members receiving e-mail:

i. Log on to the e-voting website www.evotingindia.com

ii. Click on "Shareholders" tab.

iii. Now, select the "HYPERSOFT TECHNOLOGIES LIMITED" from the drop down menu and click on "SUBMIT"

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iv. 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.

v. Next enter the Image Verification as displayed and Click on Login.

vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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. 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 as mentioned in instruction (v).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the relevant **HYPERSOFT TECHNOLOGIES LIMITED** on which you choose to vote.

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xi. 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.

xii. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.

xiii. 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.

xiv. Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.

xv. You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.

xvi. 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** Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM THROUGH VC/OVAM ARE AS UNDER:

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-voting system. Members may access the same at www.evoting.nsdl.com under shareholder’s login by signing in the remote e-voting credentials. The link for VC/OAVM will be available in shareholders login where the EVSN of Company will be displayed. Please note that the 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 in this notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-voting system of CDSL.

2. Members are encouraged to join the meeting through laptops instead of mobiles for better experience.

3. Further members will be required to allow camera usage on their systems and use a good speed internet to avoid any disturbance during the meeting.

4. Please note that participants connecting through mobile devices or tablets or laptop, 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.

5. Members who would like to express their views/ask questions during the meeting need to register themselves as a speaker by sending their request mentioning their name, DEMAT account number/folio number, e-mail ID and mobile number at accounts@hypersoftindia.net on or before Saturday, 2nd December, 2023 before 5:00 pm.

6. Those members who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the meeting.

7. The company reserves the right to limit the number of speakers depending on the availability of time at the EGM.

8. In case any assistance is needed, members may contact the Company or RTA or CDSL.

Commencement of e-voting:

- The voting period begins on Tuesday, 7th November, 2023 at 9.00 AM (IST) and closes on Wednesday, 6th December, 2023 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 3rd November, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- The voting period again will commence half an hour prior to the meeting and will be closed as soon as the proceedings of the meeting are completed.

EXPLANATORY STATEMENT

Explanatory statement pursuant to section 102 of the Companies Act, 2013 annexed to and forming part of Postal Ballot Notice

The company is proposing to sell its premises located at Mumbai and Hyderabad subject to compliance of applicable provisions of the Companies Act, 2013.

The Board in its meeting held on 27.10.2023 had carried out a comprehensive review of the ongoing business operations of the Company and the challenges faced by the management in running the business and the operations of the Company. The Board is of the opinion that the Company can use the sale proceeds for generating interest income as these premises are not being fully used by the Company currently.

Details of Company premises are as follows:

Sr no	Description of Asset
1.	Building located at: First Floor, K1 Landmark constructed on Plot no 28, forming party of GLR Sy No 370, situated at Cantonment No 3-1-2 (I-D) S-2 Moti Valley Trimulgherry Village, Secunderabad Cantonment, Telangana State, measuring 1800 sq ft
2.	Building located at: Second Floor, K1 Landmark constructed on Plot no 28, forming party of GLR Sy No 370, situated at Cantonment No 3-1-2 (I-D) S-2 Moti Valley Trimulgherry Village, Secunderabad Cantonment, Telangana State, measuring 1800 sq ft
3.	Building located at: 309, Commerce House, Nagindas Master Road, Fort, Mumbai, Maharashtra, measuring 121 sq ft

Further, according to Section 180(1)(a) of the Companies Act, 2013 and relevant provision thereon the sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a Special Resolution and as per the provisions of section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, such an approval by way of Special Resolution need to be obtained by way of Postal Ballot.

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HYPERSOFT

TECHNOLOGIES LIMITED

CIN-L29309TG1983PLC003912

An undertaking pursuant to section 180 (1) (a) of the Companies Act, 2013 shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year. In our Company the total investments in the said assets in the FY 2022-23 exceeds 20% of the net worth of the company as per the audited balance sheet of FY 2022-23.

The Board recommended the above resolutions for your approval, as the same is in the interest of the company.

None of the Directors and Key Managerial Personnel's of the Company or their relatives is concerned or interested in the said resolution except to the extent of their shareholding in the company.

For HYPERSOFT TECHNOLOGIES LIMITED

Sd/-

Feroz Russi Bhote
Managing Director
DIN: 00156590

Date : 06.11.2023

Place : Secunderabad

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