

HYPERSOFT TECHNOLOGIES LIMTIED

FORTY SECOND ANNUAL REPORT
2024-2025

CORPORATE INFORMATION

BOARD OF DIRECTORS

- Mr. Narra Purna Babu : Managing Director
- Mrs. Narra Naga Malleswari : Non-Executive Director
- Mrs. Manjula Aleti : Independent Director
- Mr. Ramesh Babu Kommineni : Independent Director

Manohar Reddy Pandi : Company Secretary
Lakshman Koduru : CFO

Audit Committee:

- Mrs. Manjula Aleti : Chairperson
- Mr. Ramesh Babu Kommineni : Member
- Mrs. Narra Naga Malleswari : Member

Shareholder's Relationship committee

- Mr. Ramesh Babu Kommineni : Chairman
- Mrs Manjula Aleti : Member
- Mrs. Narra Naga Malleswari : Member

Nomination and Remuneration Committee

- Mr.. Ramesh Babu Kommineni : Chairman
- Mrs Manjula Aleti : Member
- Mrs. Narra Naga Malleswari : Member

STATUTORY AUDITORS : M/s Anant Rao & Mallik
Chartered Accountants
Hyderabad

INTERNAL AUDITORS : KMH & CO
Chartered Accountants,
Hyderabad

CIN : L62010TG1983PLC003912

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

BANKERS : ICICI Limited, HDFC Bank Limited and Axis Bank
Limited

REGISTRARS & SHARE TRANSFER : M/s CIL Securities Ltd
Hyderabad

SECRETARIAL AUDITORS : M/s SPP & Associates
Company Secretaries
Hyderabad

INDEX

Contents	Page No.
Notice	1
Director's Report	23
Annexures to Directors Report	33
Management Discussion and Analysis Report	48
Independent Auditors Report	54
Balance Sheet	65
Statement of Profit and Loss Account	66
Cash Flow Statement	67
Schedules forming part of Accounts	69

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 42nd ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. HYPERSOFT TECHNOLOGIES LIMITED WILL BE HELD ON SATURDAY, 27TH DAY OF SEPTEMBER 2025 AT 3:00 P.M. THROUGH VIDEO CONFERENCE (VC) FACILITY/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and the Auditors' thereon.
2. To re-appoint Mr. Naga Malleswari Narra, Director who retires by rotation and being eligible, offers herself for re-appointment
3. To appoint statutory auditors of the Company and fix their remuneration

To consider and if thought fit to pass with or without modification(s) the following resolutions as an ordinary resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable rules, if any, under the said Act and based on the recommendations of the Audit Committee and Board of Directors of the Company, M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S), be and are hereby appointed as the Statutory Auditors of the Company for a consecutive term of five years, from the conclusion of this Annual General Meeting till the conclusion of Forty Seventh Annual General Meeting at such remuneration and out of pocket expenses, as may be decided by the Audit Committee and/or Board of Directors of the Company.

RESOLVED FURTHER THAT the Audit Committee and/or Board of Directors of the Company be and are hereby authorized to decide and/or alter the terms and conditions of the reappointment including the remuneration for subsequent financial years as it may deem fit.

Special Business:

4. Regularisation of appointment of Mr. Narra Purna Babu (DIN: 10674419), Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr. Narra Purna Babu (DIN: 10674419) by the Board of Directors of the Company as an Additional Director (Executive Director) of the Company in terms of Section 161 of the Act with effect from November 14, 2024, be and is hereby approved as a Director of the Company.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution,

including but not limited to filing necessary forms with the Ministry of Corporate Affairs/Registrar of Companies.

5. Regularize the appointment of Mr. Naga Malleswari Narra (DIN: 10819020) as Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, the appointment of Mr. Narra Naga Malleswari (DIN: 10819020) by the Board of Directors of the Company as an Additional Director (Non-Executive) of the Company in terms of Section 161 of the Act with effect from November 14, 2024, be and is hereby approved as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution, including but not limited to filing necessary forms with the Ministry of Corporate Affairs/Registrar of Companies.”

6. Regularize the appointment of Mr. Ramesh Babu Kommineni (DIN: 10811021) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Ramesh Babu Kommineni (DIN: 10811021), who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from November 14, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 14, 2024 up to November 13, 2029.

RESOLVED FURTHER THAT any Director and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as may be required to give effect to this resolution, including but not limited to filing necessary forms with the Ministry of Corporate Affairs/Registrar of Companies.

7. Regularize the appointment of Ms. Manjula Aleti (DIN: 07563104) as Director categorized as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or re enactment(s) thereof for the time being in force], Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors, Mrs. Manjula Aleti (DIN: 07563104), who was appointed by the Board of Directors as an Additional Director of the Company, designated as an Independent Director with effect from November 14, 2024, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from November 14, 2024 up to November 13, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.’

8. To consider and appoint M/s. SPP & Associates, Company Secretaries, Hyderabad as Secretarial Auditor of the Company for five consecutive financial years from financial year 2025-26 to 2029-30

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

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with applicable rules and such other provisions as may be applicable, consent of the Board be and is hereby accorded to appoint M/s. SPP & Associates, Company Secretaries (Firm Registration No. S2023TS899200, Peer Review No. 2622/2022) Hyderabad as Secretarial Auditors of the Company for conducting the Secretarial Audit for five consecutive financial years from financial year 2025-26 to financial year 2029-30 at a remuneration as may be mutually agreed between the Managing Director and the Secretarial Auditor.

RESOLVED FURTHER THAT the Directors of the Company and Company Secretary, be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary e-form with the Registrar of Companies, to give effect to the aforesaid resolution”

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

**Place: Hyderabad
Date: 01.09.2025**

**Manohar Reddy Pandi
Company Secretary
ICSI M No. A35524**

NOTES FOR MEMBERS' ATTENTION:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 and the Rules made there under in respect of the special business set out in the notice, Secretarial Standard on General Meetings (SS-2), wherever applicable, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) wherever applicable, is annexed hereto.
2. Pursuant to General Circular nos. 14/2020 and 17/2020 dated April 8, 2020, April 13, 2020, read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, respectively, issued by the Ministry of Corporate Affairs ("MCA") and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are permitted to hold the General Meetings through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the aforesaid Circulars, the Annual General Meeting ("AGM") of the Members of the Company is being held through VC/ OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. The VC/OAVM facility for Members to join the meeting, shall be kept open 30 minutes before the start of the AGM and shall be closed on expiry of 15 minutes after closure of the AGM. Members can attend the AGM through VC/OAVM by following the instructions mentioned in this Notice.
4. 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 ("SEBI Listing Regulations"), read with aforesaid circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting during the AGM will be provided by Central Depository Services Limited (CDSL). The detailed instructions for e-voting and attending the AGM through VC/OAVM are given as a separate attachment to this notice.
5. The relevant details, pursuant to Regulations and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment (as set out in item nos. 2, 4, 5, 6 and 7) at this AGM is provided as an Annexure to this Notice.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. As per Regulation 40 of SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, CIL Securities Limited ("CIL") for updating their KYC or any other assistance to enable dematerialization of their shares.

8. SEBI vide its Circular No. SEBI/HO/ MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the members holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon registering the required details. Accordingly, the members are advised to register/update their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests

9. In compliance with the aforesaid circulars, Notice of the Copy of Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the for the financial year 2024-25 will also be available on the Company's website www.hypersoftindia.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com at www.evotingindia.com. Members whose email IDs are not registered with the Company/Depositories are requested to follow the process provided for registration of email IDs with the depositories for procuring user ID and password and registration of email IDs for e-voting for the resolutions set out in this Notice.
10. In line with the circulars, the Company is providing VC/OAVM facility to its members to attend the AGM. The facility for attending the AGM virtually will be made available for 100 members on first come first served basis. This will not include large members, promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee, shareholders / investors grievance committee auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. Corporate members whose authorized representatives are intending to attend the meeting are requested to send to the Company at info@hypersoftindia.com a certified copy of the board resolution authorizing such representative to attend the AGM through VC/OAVM and cast their votes through e-voting.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. The statutory registers including register of directors and key managerial personnel and their shareholding, the register of contracts or arrangements in which directors are interested maintained under the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection in electronic mode. Members who wish to inspect the register are requested to write to the company by sending e-mail to info@hypersoftindia.com
14. In accordance with the aforesaid Circulars, the notice of the AGM along with the annual report for the financial year 2024-25 has been sent only through electronic mode to the members who have registered their e-mail addresses with the company/depository participants. Members may note that the notice of AGM and annual report are also available on the company's website: www.hypersoftindia.com. The notice of AGM and annual report will also be available on the website of Stock Exchange (www.bseindia.com)

15. 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@hypersofindia.com along with their folio no./DP ID client ID and valid e-mail address for registration.
16. Members, desiring any information relating to the Financials from the Management or from the Statutory Auditors, are requested to write to the Company at an early date.
17. Members are requested to intimate immediately, any change in their address to their depository participants with whom they are maintaining their DEMAT accounts. If the shares are held in physical form, change in address has to be intimated to the Company's Registrar and Share transfer agent (RTA), M/s. CIL Securities Ltd, Regd. Office: 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad -500001, Telangana.
18. The Register of Members and Share Transfer Books of the Company in respect of EquityShares will remain closed from Sunday, September 21, 2025 to Saturday, September 27, 2025 both the days inclusive.
19. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
20. Members who need assistance before or during the AGM, can contact Mr. Manohar Reddy Pandi, Email Id: info@hypersofindia.com Phone No. 8143858084.
21. M/s. CIL Securities Ltd, Regd. Office: 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad -500001, Telangana is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and changes in the address of the members may be communicated to them.
22. Members holding shares in the same name under different Ledger Folios are requested to apply for Consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
23. The Company has appointed Mr. P Surya Prakash, Company Secretary in practice (Membership No. FCS 9072), M/s SPP & Associates, Company Secretaries, Hyderabad as scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday, September 24, 2025 at 09.00 AM and ends on Friday, September 26, 2025 at 05.00 PM During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, September 20, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) 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.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) 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 CDSL Depository</p>	<p>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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab.</p> <p>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 & 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.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services 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</p>

	<p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <HYPERSOFT TECHNOLOGIES LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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, 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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.
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 **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at Company email id info@hypesoftindia.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at 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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may 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 at info@hypersoftindia.com /RTA email id rta@cilsecurities.com.**
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 AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

ITEM No. 3

M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S) were appointed as the Statutory Auditors of the Company by the shareholders in their Extraordinary General Meeting held on at the March 10, 2025 till the conclusion of ensuing Annual General Meeting to fill the casual caused due to resignation of M/s. Ramanatham & Rao, Chartered Accountants due to their preoccupation.

Accordingly, M/s. Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266S) have consented to be appointed for a term of 5 consecutive years from the conclusion of this AGM till the conclusion of 47th AGM of the Company and confirmed that their appointment, if made will be within limits specified under section 141(3)(g) of the Act.

The Board of Directors has proposed a remuneration of Rs. 3.30 lakhs to be paid to the Statutory Auditors for conducting the audit for the financial year 2025-26, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed is in line with the existing terms and is commensurate with the services to be rendered by them during the said tenure. The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors for the remaining term.

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

The Board, on the recommendation of the Audit Committee, recommends the resolution set forth in Item no. 3 of the notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives, is, in any way, concerned or interested in the Resolution set out at Item No. 3 of this Notice.

ITEM NO. 4

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 13, 2024 has appointed Mr. Narra Purna Babu (DIN: 10674419) as an Additional Director (Managing Director) of the Company with effect from November 13, 2024, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations. Further Accordingly, Shareholders in their Extraordinary General Meeting held on march 10, 2024 have approved appointment of Mr. Narra Purna Babu as Chairman and Managing Director of the Company for a period of 5 years with effect from 14th November, 2024 to 13th November, 2029.

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of ensuing Annual General Meeting. Accordingly, approval of the Members is being sought for

the appointment of Mr. Narra Purna Babu as a Director of the Company in this notice of 42nd AGM of the Company.

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

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

The appointment of Mr. Narra Purna Babu would be in the best interest of the Company taking into consideration his vast experience of marketing, IT consulting, strategic planning, and business development.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mr. Narra Purna Babu for the office of Director of the Company. The Company has also received from Mr. Narra Purna, the consent to act as a Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mr. Narra Purna Babu is a spouse of Mr. Narra Naga Malleswari Non Executive Director of the Company. Except Mrs. Naga Malleswari, he is not related to any other Director or Key Managerial Personnel of the Company or relatives of the others Directors or Key Managerial Personnel of the Company.

Except Mr. Narra Purna Babu and Mrs. Narra Naga Malleswari and their respective relatives to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel and any of their respective relatives are, in anyway, concerned or interested, whether financially or otherwise, in the Resolution No. 4 as set out in this Notice.

ITEM NO. 5

Pursuant to the provisions of Section 161 of the Act, the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on November 13, 2024 has appointed Mrs. Narra Naga Malleswari (DIN: 10819020) as an Additional Director (Non-Executive) of the Company with effect from November 13, 2024 and is eligible to be appointed as a Director of the Company, liable to retire by rotation, subject to the approval of the members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office up to the date of ensuing Annual General Meeting. Accordingly, approval of the Members is being sought for the appointment of Mrs. Narra Naga Malleswari as a Non-Executive Director of the Company, liable to retire by rotation, in this notice of 42nd AGM of the Company.

Mrs. Naga Malleswari Narra hold degree of Bachelor of Pharmacy and she has rich experience in the field of administration and general corporate functioning and Human Resource Management.

The appointment of Mrs. Narra Naga Malleswari would be in the best interest of the Company taking into consideration her knowledge, background and expertise in the areas of management and administration etc.

The Company has received the notice from a Member under Section 160 of the Act proposing the candidature of Mrs. Narra Naga Malleswari for the office of Director of the Company. The Company has also received from Mrs. Narra Naga Malleswari, the consent to act as a Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any Order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Mrs. Narra Naga Malleswari is a spouse of Mr. Narra Purna Babu, Promoter, Chairman and Managing Director of the Company. Except Mr. Narra Purna Babu, she is not related to any other Director or Key Managerial Personnel of the Company or relatives of the others Directors or Key Managerial Personnel of the Company.

Except Mrs. Narra Naga Malleswari and Mr. Narra Purna Babu and their respective relatives to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel and any of their respective relatives are, in anyway, concerned or interested, whether financially or otherwise, in the Resolution No. 5 as set out in this Notice.

ITEM NO. 6 & 7

The Board of Directors on the recommendation of the Nomination and Remuneration Committee (“NRC”) approved the appointment of Mr. Ramesh Babu Kommineni (DIN: 10811021) and Mrs. Manjula Aleti (DIN: 07563104) as an Additional (Independent) Director of the Company, for a period of 5 (five) years commencing from November 14, 2024 upto November 13, 2029

Pursuant to the provisions of Section 161 of the Act, Mr. Ramesh Babu Kommineni will hold office upto the date of ensuing Annual General Meeting. Accordingly, the approval of members is being sought for the aforesaid appointment of Mr. Ramesh Babu Kommineni in this notice of 42nd AGM of the Company

In terms of the applicable provisions of the Act and the SEBI Listing Regulations, the Company has received requisite disclosures/declarations from Mr. Ramesh Babu Kommineni and Mrs. Manjula Aleti including (i) consent to act as Director under section 152 of the Act in Form DIR-2; (ii) declaration under section 164 of the Act in Form DIR-8 to the effect that he/she is not disqualified from being appointed as a Director; (iii) declaration that he/she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declaration of independence under section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; (v) declaration that he/she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his/her duties (vi) disclosure of interest under section 184(1) of the Act in Form MBP-1; and all other necessary information/declarations. Mr. Ramesh Babu Kommineni and Mrs. Manjula Aleti have also confirmed that they have complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (‘IICA’).

The Company has also received notice(s) in writing under Section 160 of the Act from a member proposing the candidature of Mr. Ramesh Babu Kommineni and Mrs. Manjula Aleti for the office of Independent Director of the Company.

Mr. Ramesh Babu Kommineni is a Post Graduate from Nagarjuna University and has experience in the field of finance and infrastructure. He holds varied experience in Digital Marketing and Information Technologies

Mrs. Manjula Aleti is a practicing Company Secretary with over 9 years of experience in monitoring of various compliances under Companies Act 1956/2013, Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, FEMA and other statutory laws/regulations applicable to corporates. She extends a wide variety of Corporate services in the present day competitive global and economic scenario, gives expert opinions and advice on all the matters of Corporate Laws, represents corporates before Registrar of Companies, Regional Director and RBI. She also acts as Secretarial Auditor for Listed Companies. Manjula is a Law Graduate from Osmania University, a fellow member of the Institute of Company Secretaries of India (ICSI) and also Master of Arts in Economics from Osmania University.

Further, in the opinion of the NRC and the Board, Mr. Ramesh Babu Kommineni and Mrs. Manjula Aleti possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering their qualifications and expertise.

Mr. Ramesh Babu Kommineni and Mrs. Manjula Aleti are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel of the Company.

Except Mr. Ramesh Babu Kommineni and Mrs. Manjula Aleti and their relatives, to the extent of their respective resolutions, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in the resolutions set out at item nos. 6 and 7.

Item No. 8

Pursuant to the provisions of Regulation 24A of the Listing Regulations, as amended, every listed entity is required to appoint a Peer Reviewed Company Secretary or firm of Company Secretaries as Secretarial Auditor for a term of five years with the approval of shareholders at the Annual General Meeting.

Accordingly, at its meeting held on September 1, 2025, the Board of Directors based on the recommendation of Audit Committee, after considering the expertise and experience of SPP & Associates, Company Secretaries (Firm Registration No. S2023TS899200, Peer Review No. 2622/2022), and as per the recommendation of Audit Committee has proposed their appointment as the Secretarial Auditors of the Company.

The proposed appointment is for a term of five consecutive years, commencing from the conclusion of the 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting, subject to shareholder's approval.

The Board of Directors recommends the passing of the resolution as set out in the accompanying Notice as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP), or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution.

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

**Place: Hyderabad
Date: 01.09.2025**

**Sd/-
Manohar Reddy Pandi
Company Secretary
ICSI M No. A35524**

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Particulars	Mrs. Naga Malleswari Narra	Mr. Narra Purna Babu	Mr. Ramesh Babu Kommineni	Mrs. Manjula Aleti
Director Identification Number (DIN)	10674419	10819020	10811021	07563104
Age	46	47	53	42
Qualification	Bachelor of Pharmacy	Bachelor of Commerce (Commerce) from the Acharya Nagarjuna University (ANU).	Post Graduate from Nagarjuna University	Graduate from Osmania University, a fellow member of the Institute of Company Secretaries of India (ICSI) and also Master of Arts in Economics from Osmania University.
Date of first appointment on the Board of the Company	November 14, 2024	November 14, 2024	November 14, 2024	November 14, 2024
Nature of expertise in specific functional areas	She has rich experience in the field of administration and general corporate functioning and Human Resource Management	He has Rich experience Strategic Planning, business development & managing large scale business Operations across Globe for highly profitable and large revenue functions.	He has experience in the field of finance and infrastructure. He holds varied experience in Digital Marketing and Information Technologies	She is a practicing Company Secretary with over 9 years of experience in monitoring of various compliances under Companies Act 1956/2013, Listing Agreement/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, FEMA and other statutory laws/regulations applicable to

				corporates. She extends a wide variety of Corporate services in the present day competitive global and economic scenario, gives expert opinions and advice on all the matters of Corporate Laws, represents corporates before Registrar of Companies, Regional Director and RBI.
Remuneration last drawn (Sitting fee and Commission for FY 2024-25)	Not applicable	Not applicable		
Remuneration proposed to be paid	Details are provided in explanatory statement forming part of this Notice.			
Number of Board meetings of the Company attended during the financial year 2024-25	4	4	4	4
Directorships held in other Indian Public Limited Companies	Nil	Nil	Nil	Cambridge Technology Enterprises Limited

Memberships / Chairmanships of Committees of Board of Indian Public Limited Companies in which he/she is a Director.	Hypersoft Technologies Limited a) Audit Committee-member b) Nomination and Remuneration Committee-member c) Stakeholders Relationship Committee-member		Hypersoft Technologies Limited a) Audit Committee-member b) Nomination and Remuneration Committee-Chairman c) Stakeholders Relationship Committee-Chairman	1. Hypersoft Technologies Limited a) Audit Committee-Chairman b) Nomination and Remuneration Committee-member c) Stakeholders Relationship Committee-member 2. Cambridge Technology Enterprises Limited a) Audit Committee-member b) Nomination and Remuneration Committee-Chairman
Listed entities from which the person has resigned in the past three years as Director	Nil	Nil	Nil	Nil
Number of shares held in the Company including as a beneficial owner	Nil		Nil	Nil
Relationship with other Directors and Key	Mrs. Narra Naga Malleswari is Spouse of Mr. Narra Purna Babu	Mr. Narra Purna Babu is Spouse of Mrs. Narra Naga	Nil	Nil

Managerial Personnel of the Company		Malleswari		
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**By the Order of the Board of Directors
For Hypersoft Technologies Limited**

**Place: Hyderabad
Date: 01.09.2025**

**Manohar Reddy Pandi
Company Secretary
ICSI M No. A35524**

DIRECTORS' REPORT

Dear Shareholders,

Your directors are happy to present 42nd Annual Report and the Financial Results for the financial year ended on 31st March 2025.

1. Financial Results

(Rs. in Lakhs)		
Particulars	2024-2025	2023-2024
Income from operations	804.75	82.67
Other Income	5.99	10.40
Total Income	810.73	93.07
Total Expenditure excluding depreciation	762.75	116.21
Depreciation	0.67	1.88
Total Expenditure	763.42	118.09
Net Profit / (Loss) before Tax & Exceptional Items	47.32	(25.02)
Exceptional Items (Exp)	-	39.55
Net Profit / (Loss) before Taxation	47.32	(64.57)
Current Tax	12.52	2.93
Deferred Tax	7.85	(0.53)
Other Comprehensive Income		
Net Profit / (Loss) after Taxation	20.64	(66.97)

2. Financial Summary/Highlights:

During the year under review, your Company made a Turnover of Rs. 804.75 Lakhs as against Rs. 82.67 Lakhs for the previous year and had a earned a profit of Rs. 20.64 Lakhs as against a loss of Rs. 66.97 Lakhs for the previous year.

3. Material Changes during the Financial Year 2024-2025:

- a. The entire management of the Company got changed. Details regarding appointment and resignation of Directors and KMPs are mentioned in point no. 6 of this report.
- b. The Company convened an Extraordinary General Meeting on 10th March 2025 and approved the following resolutions:
 - i. Change in the main objects of the company
 - ii. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.
 - iii. To increase in overall borrowing limits of the Company as per section 180(1)(c) of the Companies Act, 2013.
 - iv. To appoint Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266s) to fill the casual vacancy on resignation of previous auditors.
 - v. appointment of Mr. Narra Purna Babu as Chairman & Managing Director of the Company.

4. Change in the nature of business

Subsequent to reclassification of promoters and change in management, the new management has altered the main objects of the Company in the EGM held on 10th March 2025 to strengthen the Company in core IT and IT enabled Services from Electronics and software business.

5. Deposits

The Company has not accepted any deposits from the public during the year in pursuant to Section 73 of the Companies Act, 2013.

6. Details of changes in the office of Directors and Key Managerial Personnel of the Company during the FY 2024-25

Vinay Vir, an Independent Director, ceased to hold office on 27th April 2024 and Mr. Umesh Chandra Lunker was appointed as Additional Director in the category of Independent Director with effect from May 21, 2024 and the same approved by shareholders in their 41st AGM held on September 28, 2024. Further Mrs. Geeta Bhote Feroz, Non-Executive Director of the Company, Mr. Umesh Chandra Lunker and Mr. Joydip Lahiri, Independent Directors of the Company Ceased to be Directors of the Company with effect from November 13, 2024, Mr. Shaik Khudaventh Chief Financial Officer of the Company have resigned with effect from November 13, 2024 and Mr. Lakshman Koduru was appointed as Chief Financial Officer of the Company with effect from November 14, 2024. Mr. Feroz Russi Bhote have been redesignated as Non-Executive Director with effect from November 13, 2024 and ceased to be Director with effect from January 3, 2025.

Further Mr. Narra Purna Babu was appointed as Managing Director of the Company with effect from November 14, 2024, Mrs. Naga Malleswari Narra was appointed as Additional Director of the Company in the category of Non-Executive Director of the Company with effect from November 14, 2024, Mrs. Manjula Aleti and Mr. Ramesh Babu Kommineni were appointed as Additional Directors of the Company in the category of independent Directors of the Company with effect from November 14, 2024. Ms. Shilpa Agarwal, Company Secretary and Compliance Officer of the Company resigned from the position with effect from December 1, 2024 and Mr Manohar Reddy Pandi was appointed as Company Secretary and Compliance Officer of the Company with effect from December 2, 2024. Vinay Vir, an Independent Director, ceased to hold office on 27th April 2024. Mrs. Geeta Bhote Feroz, Mr. Umesh Chandra Lunker, Mr. Joydip Lahiri, and Mr. Shaik Khudaventh, holding the positions of Directors and CFO respectively, ceased their roles on 13th November 2024. On 14th November 2024,

7. Number of meetings of the Board

The Board of Directors met Ten (10) times during this financial year on 23rd May 2024, 05th August 2024, 30th August 2024, 24th October 2024, 13th November 2024, 11th December 2024, 06th February 2025, 14th February 2025, 6th March, 2025 and 28th March 2025.

Name	No of Board meetings entitled to attend during the FY	No of meeting attended during the FY	AGM attended (Yes/No)
Vinay Vir	0	0	NA
Geeta Bhote Feroz	5	5	Yes
Umesh Chandra Lunker	5	5	Yes
Mr. Joydip Lahiri	5	4	No

Feroz Russi Bhote	6	6	Yes
Naga Malleswari Narra	5	5	NA
Manjula Aleti	5	5	NA
Narra Purna Babu	5	5	NA
Ramesh Babu Kommineni	5	5	NA

8. Extract of Annual Return

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Company shall place a copy of the annual return on the website of the company, and the weblink of the same is mentioned below:
<http://hypersoftindia.com/investor-relations.html>

9. Policy on directors' appointment and remuneration

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and they demark their functions of governance and management. As on March 31, 2025, the Board consists of 4 (four) members, one of whom is executive, three is non-executive and out of which two are independent directors. The Board periodically evaluates the need for a change in its composition and size. The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-Section (3) of Section 178 of the Companies Act, 2013 was adopted by the Board. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

10. Declaration given by Independent Directors

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015.

11. Meeting of Independent Directors:

During the year under review, the Independent Directors met on 14.02.2025 inter alia, to discuss

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

12. Contracts and arrangements with Related Parties under Section 188

The Company has not entered into any contracts or arrangements with related parties during the financial year. Therefore, AOC-2 is not required to be enclosed in this report.

13. Particulars of loans, guarantees or investments under Section 186

The Company has not made any investments and has not given any loan or guarantee under section 186 of the Companies Act, 2013.

14. Energy Conservation, Technology Absorption, Foreign Exchange Earnings and Outgo:

Information required under section 134(3)(m) read with Rule, 8 of the Companies (Accounts) Rules, 2014, of the Companies Act, 2013 is provided as **Annexure-I**

15. Committees of the Board:

Details of Committees of the Board, their composition and attendance are provided in **Annexure-II** to this report

16. Development and Implementation of Risk Management Policy for the Company Including Identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company:

The Company has risk management mechanism in place which mitigates the risk at appropriate situations and there are no elements of risk, which in the opinion of Board of Directors may threaten the existence of the Company. A detailed description of the risks & threats has been disclosed in the Management Discussion Analysis Report forming part of the Annual Report.

17. Subsidiaries, Associate Companies and Joint Ventures

The Company does not have any subsidiaries, Associate Companies or Joint Ventures during the financial year under review.

However, post closure of Financial Year, pursuant to allotment made by the Company by way of swap of shares, NX Global Pte. Ltd. have become the wholly owned subsidiary of Hypersoft Technologies Limited and consequently Mindgate Solutions Pte Ltd and Mindgate Solutions LLC which are the wholly owned subsidiary of NX Global Pte. Ltd. have become step down subsidiary of Hypersoft Technologies Limited.

18. Annual Evaluation of Board's Performance

The Nomination and Remuneration Committee of the Company approved an Evaluation Policy, which was adopted by the Board of Directors. The policy provides for evaluation of the Board, the Committees of the Board and individual Directors, including the Chairman of the Board. The Policy provides that evaluation of the performance of the Board and Committees of Board shall be carried out on an annual basis.

The Evaluation process of performance focused on various aspects of the Board and Committees functionings such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues etc. A separate exercise was carried out to evaluate the performance of individual Directors on parameters such as

attendance, contribution and independent judgement.

The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of Managing Director and Non-Executive Director was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee (NRC) also reviewed the performance of the Board, its committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant highlights, learning and action points with respect to the evaluation were presented to the Board.

19. Transfers to reserves

The Company has not transferred any amount to the reserves in the financial year.

20. Dividend

In view of the accumulated losses, the Directors express their inability to recommend dividend during the year.

21. Listing:

Your Company's shares are listed on the BSE Limited and the listing fees for Financial Year 2025-26 is paid.

22. Auditors

Pursuant to the provisions of Section 139 of the Act read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s. Anant Rao & Mallik, Chartered Accountants, bearing Firm Registration Number 006266S were appointed as Statutory Auditors in the EGM held on 10th March 2025 with effect from 11th December 2024, to fill the casual vacancy arising out of resignation of M/s. Ramanatham & Rao Chartered Accountants (Firm Registration No. 002934S), and to hold office till the conclusion of the ensuing Annual General Meeting i.e. 42nd AGM.

Further M/s Anant Rao & Mallik, Chartered Accountants, bearing Firm Registration Number 006266S have consented for their appointment as Statutory Auditors of the Company and accordingly, Audit committee in their meeting held on 01.09.2025 have recommended their appointment as Statutory Auditors of the Company for term of 5 years starting from the conclusion of 42nd AGM till the conclusion of 47th AGM of the Company.

Accordingly, a resolution seeking approval of Shareholders for appointment of M/s. Anant Rao & Mallik, Chartered Accountants, bearing Firm Registration Number 006266S commencing from conclusion of 42nd AGM till the conclusion of 47th AGM of the Company is provided along with the Notice of AGM.

There are no observations, qualifications and remarks in the auditor's report for financial year ended 31st March 2025

23. Internal Auditors:

The Board of Directors based on the recommendation of the Audit Committee have appointed M/s. KMH & CO Chartered Accountants as Internal Auditors of the Company for the F.Y 2025-26.

24. Maintenance of Cost Records:

Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013

25. Details in respect of Frauds Reported by Auditors under Section 143

The auditors of the company have not reported any fraud under sub-section (12) of Section 143 of the Companies Act, 2013 whether reportable to the Central Government or otherwise and hence no details are furnished in this regard.

26. Particulars of Employees:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is herewith annexed as “**Annexure –III**” to this report.

27. Secretarial Auditors & Secretarial Audit Report:

Pursuant to provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board has appointed. SPP & Associates, Practicing Company Secretaries, to conduct Secretarial Audit for 2024-25. The Secretarial Audit Report, pursuant to Section 204(1) of the Companies Act, 2013, for the financial year ended 31st March, 2025 is given in “**Annexure IV**” attached hereto and forms part of this Report.

During the year under review following qualifications given by Secretarial Auditors and the response of the Board for the same:

1.The Company is required to file Annual report under regulation 34 of SEBI(LODR) Regulations 2015, but the company due to technical issues delayed the filing and BSE has imposed a penalty of Rs. 9,440/- for the same which was paid by the Company during the year. Reply to Qualification of Secretarial Auditors:

On September 2, 2024, while attempting to upload the Annual Report under Regulation 34 of SEBI (LODRY), the Company encountered technical issues on the BSE Listing Centre portal, coupled with internet connectivity challenges at the office, which prevented a successful upload. Due to the report’s large file size and prolonged response times on the BSE portal, the secretarial team faced difficulties in resolving this issue promptly. After reattempting it a few days later, the upload was successfully completed, resulting in a brief unintended delay.

2. Pursuant to an open offer was required to file application for promotor reclassification under regulation 31A(3)(a) SEBI(LODR) Regulations 2015. However, the company delayed the filing for which BSE has imposed a penalty of Rs. 5,900/- which was paid by the Company.

The Submission of Application was done with a delay of One (1) Day due to inadvertence as the new Amendments have made it mandatory to file the application within restricted timeline from approval of Board for reclassification

28. Management Discussion and analysis report:

Pursuant to the provisions of Schedule V to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 a report on Management Discussion & Analysis is herewith annexed as “**Annexure V**” to this report.

29. Certificate of Non-Disqualification of Directors

Certificate of Non Disqualification of Directors Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is herewith annexed as “**Annexure VI**” to this report.

30. Corporate Governance

Since the paidup capital of the Company is less than Rs 10 crore and the net worth is less than Rs. 25 crore, the Company is exempted under the provisions of corporate governance as specified in Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In view of the same, details relating to compliance with the provisions of Corporate Governance have not been furnished in this Report.

31. Managing Director’s Declaration

Pursuant to the provisions of Listing Regulations, a declaration by the Managing Director of the Company declaring that all the members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company is enclosed. The same can be viewed on the website of the Company at www.hypersoftindia.com

32. Directors’ Responsibility Statement

In accordance with the provisions of the section 134(c) of the Companies Act, 2013 and based on the information provided by the management your directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The directors had prepared the annual accounts on a going concern basis.
- e. The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

The following are the significant material changes and commitments affecting the financial position of the Company **between 31st March 2025 and the date of this report:**

- a. The Company made an application to BSE for Reclassification of Promoters on 12th March 2025 and the approval for the same was received on 13th June 2025.
- b. The Company in its EGM held on 26th April 2025 passed a resolution for approval of increase in Authorized Share Capital from Rs. 6,00,00,000 to Rs. 18,00,00,000 and accordingly altered the Memorandum of Association (MOA) and Articles of Association (AOA) of the Company.
- c. The Company in its EGM held on 26th April 2025 approval Preferential issue of equity shares of the Company for consideration other than cash in lieu of acquisition of 100% shares of NX Global Pte. Ltd. registered in Singapore.
- d. post closure of Financial Year, pursuant to allotment of 1,20,00,000 Equity Shares made by the Company by way of swap of shares, NX Global Pte. Ltd. have become the wholly owned subsidiary of Hypersoft Technologies Limited and consequently Mindgate Solutions Pte Ltd and Mindgate Solutions LLC which are the wholly owned subsidiary of NX Global Pte. Ltd. have become step down subsidiary of Hypersoft Technologies Limited.
- e. Listing application for allotment of said shares is filed with BSE Limited

34. Corporate Social Responsibility

The Company does not meet the Criteria as specified in Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility.

35. Significant and material orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

However, based on the application filed with BSE for reclassification of promoters pursuant to regulation 31A (10) of SEBI (LODR) Regulation 2015 on 12th March 2025 and the approval for same was received on 13th June 2025.

36. Secretarial Standards

The Company is in compliance of Secretarial Standards during the financial year 2024-2025.

37. Internal Financial Controls

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

38. Whistle Blower Policy/ Vigil Mechanism

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behavior in all its operations, the Company has formulated a Whistle Blower Policy/Vigil Mechanism that governs the actions of its employees. This Whistleblower Policy/Vigil Mechanism aspires to encourage all employees to report suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) that affect Company's interest / image.

A copy of the Policy is available on the website of the Company.

39. Disclosures Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules there under for prevention and redressal of complaints of sexual harassment at workplace. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment and the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Internal Committee (IC) as provided in the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013 is duly constituted by the Company to redress complaints received regarding sexual harassment.

The details of the complaints received during the financial year and status of the same is given below:

a)	Number of complaints of sexual harassment received/ filed during the financial year	Nil
b)	Number of complaints disposed-off during the financial year	Nil

There was no case which was pending for more than 90 days.

40. Number of Employees as on the Closure of Financial Year

- i. Female:5
- ii. Male: 6
- iii. Others: NIL

41. Disclosures with respect to demat suspense account/unclaimed suspense account:

The company does not have any shares in the demat suspense account or unclaimed suspense account and hence the question of making any disclosure in this regard does not arise.

42. Insolvency Proceedings:

There is no application made by the Company or any proceedings initiated against the Company under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

43. Details of difference between valuation amount on one time settlement and valuation while availing loan from banks and financial institutions

During the year under review, there was no incident of one-time settlement of loans taken from Banks and Financial Institutions. Hence, the disclosure under this heading is not applicable to the Company.

44. Statement of compliance with Maternity Benefit Act 1961

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

45. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the banks or financial institutions along with the reasons thereof - Not Applicable

46. Appreciation:

Your directors place on record their appreciation of the continued assistance and co- operation extended by the shareholders, customers, bankers and the dedicated employees and the business associates.

**BY THE ORDER OF THE BOARD
Hypersoft Technologies Limited**

**Narra Purna Babu
CHAIRMAN &MANAGING DIRECTOR
DIN: 10674419**

**Place: Singapore
Date: 01.09.2025**

Conservation of Energy & Technology Absorption, Foreign Exchange Earnings and Outgo:

A. Conservation of Energy:

- (a) **Energy Conservation measures taken:** Your Company's operations are software oriented and not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy-efficient computers and equipment.
- (b) **Additional investments and proposals, if any, being implemented for reduction of consumption of energy:** NA
- (c) **Impact of the measures (a) and (b) above for energy consumption and consequent impact on the cost of production of goods:** As energy conservation is very meager and energy cost forms a small part of total costs, the impact of costs is not material.

B. Technology Absorption:

Research and Development (R & D):

- (a) **Specific areas in which R & D carried out by the Company:**
The Company continues to focus and invest in R & D activities for developing and improving the quality and enhancing the benefits of its software products. The Company is a product-oriented Company and the continuous development of new products, and the existing products is an ongoing exercise.
- (b) **Benefits derived as a result of the R & D:**
Research and development of new products & processes will continue to be of importance to your Company. Products although have a longer gestation, are of higher benefit to the Company and its profitability in the long run.
- (c) **Future plan of Action:**
The Company continues to strive for development and innovation of new products and improving the existing ones in order to meet the changing requirements and to cater to customer needs.
- (d) **Expenditure on R & D:** NIL

Adaptation and Innovation:

As a result of new partnerships, the Company now has absorbed new technologies and will result in better adaptation to Indian customer needs.

Foreign Exchange Earnings & Outgo:

Particulars	2024-2025 (Rs. in Lakhs)	2023-2024 (Rs. in Lakhs)
Foreign Exchange Earnings	360.6	Nil
Foreign Exchange Outgo:	Nil	Nil

**BY THE ORDER OF THE BOARD
Hypersoft Technologies Limited**

**Narra Purna Babu
CHAIRMAN & MANAGING DIRECTOR
DIN: 10674419**

**Place: Singapore
Date: 01.09.2025**

COMMITTEES OF THE COMPANY**1. AUDIT COMMITTEE**

The Audit Committee consists of two Independent Directors and one Non-Executive Director. It provides assistance to the Board of Directors in fulfilling its oversight responsibilities. The Audit committee has been entrusted with the responsibilities as laid down under Section 177 of the Companies Act, 2013 and applicable Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition:

The committee consists of the following members:

Name of the Director	Designation	Category
Mr. Umesh Chandra Lunker (Till 13.11.2024)	Independent Director	Chairman
Mr. Joydip Lahiri (Till 13.11.2024)	Independent Director	Member
Mr. Feroz Russi Bhote (Till 13.11.2024)	Managing Director	Member

During the reporting period, Umesh Chandra Lunker and Mr. Joydip Lahiri, Independent Directors of the Company Ceased to be Directors of the Company with effect from November 13, 2014 and accordingly, Company has reconstituted the Committee.

Details of composition of the Audit Committee post reconstitution is as under:

Name of the Director	Designation	Category
Mrs. Manjula Aleti	Independent Director	Chairman
Mr. Ramesh Babu Kommineni	Independent Director	Member
Mrs. Naga Malleswari Narra	Non Executive Director	Member

Meetings during the year:

During the Financial year ended 31st March, 2025, the Audit Committee met 7 times as follows, and all the members were present in each of such meetings.

23.05.2024	05.08.2024	30.08.2024	13.11.2024	11.12.2024	14.02.2025	22.03.2025
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All recommendations made by the audit committee during the year were accepted by the Board.

Terms of Reference:

The terms of reference of the Audit Committee are as per the guidelines set out in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchanges read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

The terms of reference of the Audit Committee are as under:

- Overview of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
- Approval of payment to statutory auditors for any other services rendered by them.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
 - changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit finding.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements.
 - Management Discussion and Analysis of financial conditions and results of operations.
- Review of Statement of significant related party transactions submitted by the management.
- Review of management letters/letters of internal control weaknesses issued by the statutory auditors.
- Review of internal audit reports relating to internal control weaknesses.
- Review of appointment, removal and terms of remuneration of the Internal Auditor.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Review of the financial statements of subsidiary Companies.

- Review and monitor the auditor's independence, performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever necessary.
- Evaluation of internal financial controls and risk management systems.
- To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concerns.
- To review the functioning of the Whistle Blower Mechanism
- Approval of appointment / reappointment, remuneration of CFO (or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate
- Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee. The Audit Committee discharges its functions and obligations on regular basis and on the occurrence of the events.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision

2. **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee has been formed in compliance with SEBI (LODR) Regulation 2015 to the extent applicable and pursuant to Section 178 of the Companies Act, 2013 comprising of 2 Independent Directors and one Non-Executive Director.

The committee consists of the following members:

Name of the Director	Designation	Category
Mr. Umesh Chandra Lunker (Till 13.11.2024)	Independent Director	Chairman
Mr. Joydip Lahiri (Till 13.11.2024)	Independent Director	Member
Mrs Geeta Feroz Bhote (Till 13.11.2024)	Non Executive Director	Member

During the reporting period, Mr. Umesh Chandra Lunker and Mr. Joydip Lahiri, Independent Directors of the Company and Mrs. Geeta Feroz Bhote, Non Executive Director of the Company Ceased to be Directors of the Company with effect from November 13, 2024 and accordingly, Company has reconstituted the Committee.

Details of composition of the Nomination and Remuneration Committee post reconstitution is as under:

Name of the Director	Designation	Category
Mr. Ramesh Babu Kommineni	Independent Director	Chairman
Mrs. Manjula Aleti	Independent Director	Member
Mrs. Naga Malleswari Narra	Non Executive Director	Member

Meetings during the year:

During the Financial year ended 31st March, 2025, the Nomination Remuneration Committee met 3 times as follows, and all the members were present in each of such meetings.

23.05.2024	13.11.2024	14.02.2025
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Terms of Reference:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board. Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board the reappointment and removal.

- To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.
- To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. salary, benefits, bonus, stock options, pensions, etc.
- Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
- Payment / revision of remuneration payable to Managerial Personnel.
- While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
- The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
- Any other functions / powers / duties as may be entrusted by the Board from time to time.

The Company has adopted a Policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company at the link: www.hypersoftindia.com

The committee under the guidance of Board has formulated the criteria and frame work for the performance evaluation of every Director of the Board including independent Directors and identified the ongoing training and education programs to ensure that the independent Directors are provided with adequate information regarding the business, the industry and their legal responsibilities and duties.

3. **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The Stakeholders Relationship Committee has been formed in compliance of the SEBI (LODR) Regulations, 2015 and pursuant to Section 178(5) of the Companies Act 2013. The Stakeholders Relationship Committee consists of three members comprising of two Independent Directors and one Executive Director.

Details of composition of the Stakeholders Relationship Committee is as follows:

Name of the Director	Designation	Category
Mr. Umesh Chandra Lunker (Till 13.11.2024)	Independent Director	Chairman
Mr. Joydip Lahiri (Till 13.11.2024)	Independent Director	Member
Mrs Geeta Feroz Bhote (Till 13.11.2024)	Non Executive Director	Member

During the reporting period, Mr. Umesh Chandra Lunker and Mr. Joydip Lahiri, Independent Directors of the Company and Mrs. Geeta Feroz Bhote, Non Executive Director of the Company Ceased to be Directors of the Company with effect from November 13, 2024 and accordingly, Company has reconstituted the Committee.

Details of composition of the Stakeholders Relationship Committee and the attendance by each Member of the Stakeholders Relationship Committee post reconstitution is as under:

Name of the Director	Designation	Category
Mr. Ramesh Babu Kommineni	Independent Director	Chairman
Mrs. Manjula Aleti	Independent Director	Member
Mrs. Naga Malleswari Narra	Non Executive Director	Member

Mr. Manohar Reddy Pandi Company Secretary of the Company has been appointed as Compliance officer of the company.

Terms of reference

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company

**BY THE ORDER OF THE BOARD
Hypersoft Technologies Limited**

**Narra Purna Babu
CHAIRMAN & MANAGING DIRECTOR
DIN: 10674419**

**Place: Singapore
Date: 01.09.2025**

Annexure-III**Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2024-2025:

Sl. No.	Name of Director	Designation	Ratio of remuneration of each Director to median remuneration of Employees
1.	Mr. Feroz Russi Bhote (Upto November 13, 2024)	Managing Director	3.00
2	Mr. Narra Purna Babu (From November 14, 2024)	Managing Director	NA
3.	Mr. Shaik Khudaventh (Upto November 13, 2024)	Chief Financial Officer	NA
4	Mr. Lakshman Koduru (From November 14, 2024)	Chief Financial Officer	NA
5	Ms. Shilpa Agarwal (upto December 1, 2024)	Company Secretary	0.5
6	Mr.Manohar Reddy Pandi (From December 2, 2024)	Company Secretary	1.12

2. Percentage increase in remuneration of each director and KMP in the financial year 2024-2025:

Sl. No.	Name of Director/CFO	Designation	% increase in Remuneration in the Financial Year 2024-2025
1.	Mr. Feroz Russi Bhote	Managing Director	Nil
2.	Mr. Shaik Khudaventh	Chief Financial Officer	Nil
3.	Ms. Shilpa Agarwal	Company Secretary	Nil
4.	Mr. Narra Purna Babu	Managing Director	NA
5.	Mr. Lakshman Koduru	Chief Financial Officer	NA
6.	Mr.Manohar Reddy Pandi	Company Secretary	NA

3. The percentage increase in the median remuneration of employees in the financial year 2024-2025: Not Applicable as all the Employees of the Company are freshly appointed during the FY 2024-25
4. There are 11 permanent employees on the rolls of company as on 31st March, 2025.
6. average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; Not Applicable.

7. It is hereby affirmed that the remuneration paid is as per the remuneration policy of the Company.

There are no employees who are in receipt of remuneration more than Rs. One Crore and Two Lakh per annum or Rs. Eight Lakhs and Fifty Thousand per month.

Statement of Particulars of Employees Pursuant to Provisions of Rule 5(2) of Section 197(12) of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

Sr. No	Name Of The Employee	Designation	Nature Of Employment	Qualification And Experience Of Employee	Date Of Commencement Of Employment	Age	The Last Employment Held Before Joining The Company	CTC (Per Annum)	Whether Employee Is Relative Of Any Director Or Manager Of The Company
1	Sirisala Sai Charitha	SAP Functional Consultant	Permanent	Graduation	15.11.2024	28	Gensolo giques	600000	No
2	Chakali Sabitha	SAP Consultant	Permanent	Graduation	15.11.2024	24	None	300000	No
3	Boddapati Sravani	SAP ABAP Consultant	Permanent	Graduation	15.11.2024	34	Gensolo giques	600000	No
4	Kolli Rajesh	SAP Consultant	Permanent	Graduation	15.11.2024	26	None	600000	No
5	Voodarla Anudeep	SAP Consultant	Permanent	Graduation	15.11.2024	38	None	600000	No
6	S Altaf Hussain Sayad Ammersaheb	SAP Consultant	Permanent	Graduation	15.11.2024	37	None	600000	No

7	Balakrishna Thipparapu	Senior Associate	Permanent	Graduation	15.11.2024	40	ITI Data	1000000	No
8	Beeravolu Divya	Sr Consultant	Permanent	Graduation	03.02.2025	33	Inspirix Technologies	720000	No
9	Sherubaam Shivasena Reddy	SAP Consultant	Permanent	Graduation	03.03.2025	23	None	560000	No
10	Nagarjuna Sirisha	Software Engineer	Permanent	Graduation	04.03.2025	24	Siti Vision Digital Media Ltd	520000	No

**BY THE ORDER OF THE BOARD
Hypersoft Technologies Limited**

**Narra Purna Babu
CHAIRMAN & MANAGING DIRECTOR
DIN: 10674419**

**Place: Singapore
Date: 01.09.2025**

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To
The Members
HYPERSOFT TECHNOLOGIES PRIVATE LIMITED
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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Hypersoft Technologies Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder (Not applicable to the Company during the Audit Period);
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the Audit Period).
- d. The Securities and Exchange Board of India (Shared Based Employee Benefits and Sweat Equity) Regulations 2021 (Not applicable to the Company during the Audit Period);
- e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the Audit Period);
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable to the company during the Audit Report); and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Audit Period).
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with Stock Exchanges

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that

The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors and Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines except the following:

- 1. The Company is required to file Annual report under regulation 34 of SEBI(LODR) Regulations 2015, but the company due to technical issues delayed the filing and BSE has imposed a penalty of Rs. 9,440/- for the same which was paid by the Company during the year.**
- 2. Pursuant to an open offer was required to file application for promotor reclassification under regulation 31A(3)(a) SEBI(LODR) Regulations 2015. However, the company delayed the filing for which BSE has imposed a penalty of Rs. 5,900/- which was paid by the Company.**

We further report that the Company is engaged in the business of Computer programming, consultancy and related activities as such there are no specific industry laws which are applicable to the Company.

We further report that during the Audit period the Company has below specific events/ actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines and standards, etc:

The Company has received the following approval from stock exchange which is considered to be significant events:

1. The Company pursuant to the open offer made an application to BSE for Reclassification of promoters on 12th March 2025 and the approval for same was received on 13th June 2025. The company was acquired by the existing promoters pursuant to which the entire Board of Directors along with the KMPs were replaced with that of the existing management during the year.

The following major changes took place in the company pursuant to promoter reclassification:

1. The Company has shifted the registered office of the Company within the local limits of the city w.e.f. 12th December 2024.
2. The Company obtained members approval in an Extraordinary General Meeting held on 10th March 2025 and passed the resolutions for the following transactions:
 - vi. Change in the main objects of the company
 - vii. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013.
 - viii. To increase in overall borrowing limits of the Company as per section 180(1)(c) of the Companies Act, 2013.
 - ix. To appoint Anant Rao & Mallik, Chartered Accountants (Firm Registration No: 006266s) to fill the casual vacancy on resignation of previous auditors.
 - x. Appointment of Mr. Narra Purna Babu as Chairman & Managing Director of the Company.

Date: 01st September 2025
Place: Hyderabad

For SPP & Associates
Company Secretaries

Sd/-
Surya Prakash Perumalla
Company Secretary in Practice
FCS No. 9072; CP No.11142
FRN: S2023TS899200
UDIN: F009072G001128817

(This report is to be read with my letter of even date which is annexed as Annexure –A and forms an integral part of this report

“Annexure – A”

To

The Members

Hypersoft Technologies Limited

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

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial records is the responsibility of the management of **Hypersoft Technologies Limited, (“the Company”)**. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 01st September 2025

Place: Hyderabad

SPP & Associates

Company Secretaries

Sd/-

Surya Prakash Perumalla

Company Secretary in Practice

FCS No. 9072; CP No.11142

FRN: S2023TS899200

UDIN: F009072G001128817

MANAGEMENT DISCUSSION & ANALYSIS REPORT**INDUSTRIAL STRUCTURE AND DEVELOPMENT**

In 2025, the IT and consulting industries are experiencing strong growth, driven by rapid technological advances, widespread digital transformation, and evolving client demands. Organizations seek specialized expertise, with consulting firms shifting away from generalist models toward niche areas such as AI strategy, sustainability, and operational efficiency. Artificial intelligence is now central, automating workflows and enabling data-driven decision-making, while sustainability consulting continues to gain importance as ESG compliance becomes a competitive differentiator. Both sectors are characterized by a blend of large firms and agile boutiques, increased fragmentation, and modular service delivery, showing resilience yet facing volatility from global economic and market pressures

OPPORTUNITIES AND THREATS

The IT and ITes consulting sector is positioned for robust growth in 2025, driven by the accelerating demand for digital transformation across all industries. Key opportunities include advising organizations on cloud adoption, AI integration, and automation to boost efficiency and innovation. Consultants are also capitalizing on the need for cybersecurity services, supporting clients with advanced security frameworks and compliance strategies as cyber threats rise. Furthermore, the surge in sustainability and ESG consulting allows firms to help businesses achieve regulatory compliance and implement green IT solutions, providing a competitive edge in the marketplace. Expansion into new markets, such as Tier-2 cities, and sector-specific specialization (e.g., healthcare, financial services) also present significant avenues for growth as clients look for tailored expertise and measurable outcomes.

THREATS:

Major threats for IT and ITes consulting include rapid technological change, which requires continual investment in new capabilities and retraining of personnel to remain competitive. Cybersecurity risks, such as data breaches and ransomware, represent ongoing business hazards, especially as clients move to complex cloud-based environments. Consultants face pressure from commoditization and fee scrutiny, with clients demanding transparent pricing and ROI for consulting services, sometimes favoring tech-enabled platforms or boutique firms over traditional models. The recruitment and retention of skilled talent remains difficult due to a global shortage and competition among firms, while evolving regulations—such as those governing AI and data privacy—create compliance challenges that can delay or derail projects

OUTLOOK:

The outlook for IT and IT consulting companies is mixed but evolving rapidly. Growth is expected to continue, driven by strong demand for digital transformation, AI-led solutions, and diversification into new markets like Australia, the Middle East, and India. However, the industry is undergoing a structural shift as AI reshapes traditional consulting models, moving engagements toward outcome-based and technology-driven services. Large firms are realigning around AI while boutique players gain traction with agile, specialized offerings. Despite this, macroeconomic uncertainties—especially in the U.S.—and structural headwinds in markets like India could limit growth to more modest levels of 4–5% in the medium term. Success will depend on how well firms balance AI adoption, geographic diversification, and agility in adapting business models

RISK AND CONCERNS

The rapid rise of AI and automation is disrupting traditional delivery models, reducing the need for large workforces and creating pressure to reskill employees while raising questions of over-reliance and quality control. Economic slowdowns in key markets like the U.S. and Europe, coupled with geopolitical uncertainties, are causing clients to cut back or delay spending, leading to revenue volatility. At the same time, intense competition, rising wage costs for niche skills, and a shift toward outcome-based contracts creates pressure on margins

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorized, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, your Company made a Turnover of Rs. 777.41 Lakhs as against Rs. 82.67 Lakhs for the previous year and had a earned a profit of Rs. 101.84 Lakhs as against a loss of Rs. 66.97 Lakhs for the previous year.

DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS

S.No	Particulars	2024-25	2023-24	% change	Reasons in case of variation more than 25%
1	Debtors Turnover	8.59	9.78	-12.17%	During FY 2024-25, there was an increase in Trade Receivables when compared to FY 2023-24.
2	Inventory Turnover	0	0	0.00%	The company does not have Inventories during FY 2024-25 and FY 2023-24.
3	Debt to Equity Ratio	0	0.01	-100.00%	The company does not have any Debt. There were Provisions under Non-Current Liabilities in FY 2023-24 which were paid during FY 2024-25. There were no such Provisions under Non-Current Liabilities in FY 2024-25.
3	Interest Coverage Ratio	82.66	-10.38	-896.34%	The company does not have any Debt. Hence, there is no Debt Service Cost. The Finance Costs are Bank Charges.

4	Current Ratio	4.4	13.73	-67.95%	The Current Liabilities have increased substantially in FY 2024-25 when compared to FY 2023-24.
5	Operating Profit Margin	0.07	-0.48	- 113.53%	The operating margins have been drastically improved from the Previous year FY 2023-24 on account of increase in Sales.
6	Net Profit Margin	2.56	-81.02	- 103.16%	During FY 2024-25, the company had Net Profit after Tax when compared to Net Loss during FY 2023-24.
7	Return on Net Worth	0.09	-0.30	- 128.19%	During FY 2024-25, the company had Net Profit after Tax when compared to Net Loss during FY 2023-24

Material development in Human Resource & Industrial Relations

There are no significant developments in human resources and number of people employed. However, new management have all fresh employees in the Company

**BY THE ORDER OF THE BOARD
Hypersoft Technologies Limited**

**Narra Purna Babu
CHAIRMAN & MANAGING DIRECTOR
DIN: 10674419**

**Place: Singapore
Date: 01.09.2025**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Hypersoft Technologies Limited
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

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Hypersoft Technologies Limited, having CIN (Corporate Identification Number) L29309TG1983PLC003912 and having registered office at 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 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Director Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No	Name of Director	DIN	Date of appointment	Date of cessation
1.	Vinay Vir	02378210	24-10-2008	24-04-2024
2.	Geeta Feroz Bhote	06976756	06-02-2015	13-11-2024
3.	Joydip Lahiri	07385700	28-05-2018	13-11-2024
4.	Feroz Russi Bhote	00156590	18-04-1983	03-01-2025
5.	Naga Malleswari Narra	10819020	14-11-2024	-
6.	Manjula Aleti	07563104	14-11-2024	-
7.	Narra Purna Babu	10674419	14-11-2024	-
8.	Ramesh Babu Kommineni	10811021	14-11-2024	-

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 01st September 2025

Place: Hyderabad

**For SPP & Associates
Company Secretaries**

Sd/-

Surya Prakash Perumalla

Company Secretary In Practice

FCS No. 9072; CP No.11142

FRN: S2023TS899200

UDIN: F009072G001129895

DECLARATION OF COMPLIANCE OF CODE OF CONDUCT:

Hypersoft Technologies Limited has adopted a Code of Business Conduct and Ethics (the Code) which applies to all the employees and Directors of the Company. Under the Code, it is the responsibility of all the employees and directors to familiarize themselves with the code and comply with its standards.

I hereby certify that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year 2024-25.

**BY THE ORDER OF THE BOARD
Hypersoft Technologies Limited**

**Narra Purna Babu
CHAIRMAN & MANAGING DIRECTOR
DIN: 10674419**

**Place: Singapore
Date: 01.09.2025**

INDEPENDENT AUDITORS' REPORT

The Members

HYPERSOFT TECHNOLOGIES LIMITED

Hyderabad

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying Standalone Ind AS Financial Statements of **HYPERSOFT TECHNOLOGIES LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2025, Statement of Profit & Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS,

- a) in the case of Balance Sheet of the State of affairs of the Company as at 31st March, 2025 ;
- b) In the case of Statement of Profit & Loss (including other comprehensive Income), of the Profit for the year ended on that date.
- c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.
- d) In the case of Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report :

SI No	Key Audit Matter	Auditor's Response
1	<p>Revenue recognition, measurement, presentation and disclosures</p> <p>Critical estimates to determine revenues and liability for obligations in the contracts. These estimates have a high inherent uncertainty as it requires consideration of progress of the contracts, efforts incurred till date, efforts required to complete the remaining contract performance obligations.</p>	<p>Our audit procedures involved review of the agreements / contracts with customers – continuing and new contracts, testing of the operating effectiveness of the internal control relating to identification of the distinct performance obligations and determination of the transaction price. We carried out a combination of procedures involving inquiry and observation, inspection of evidence in respect of operation of these controls. Selected a sample of continuing and new contracts and performed the following procedures :</p> <p>a) Read, analysed and identified the distinct performance obligations in these contracts.</p> <p>b) Performed analytical procedures for reasonableness of revenues disclosed and the remaining performance obligations to be satisfied in the subsequent years.</p> <p>Our procedures did not identify any material exceptions.</p>

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless

management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of Standalone Ind AS Financial Statements

Our responsibility is to express an opinion on these Standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act, the Indian accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Standalone Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the Standalone Ind AS Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Ind AS Financial Statements.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 issued by the Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclose in the "Annexure A", hereto a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we further report that :
 - i) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- iii) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- iv) In our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v) On the basis of the written representations received from the Directors as on 31st March, 2025 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164 (2) of the Act.
- vi) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.
- vii) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - a) Provision relating to Impact of pending litigations on its financial position in its Financial Statements – NIL ;
 - b) Provision relating to Material Foreseeable Losses on Long-Term Contracts – Not Applicable. The company neither entered into any derivative contract during the year nor have any outstanding derivative contract at the year end.
 - c) The provision relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the company during the year.
 - d) Based on our audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the various matters mentioned in ‘Disclosures of other Statutory Information’ annexed to the Notes to accounts, contain any material mis-statement.
 - e) The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

- f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 and Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 – Based on our examination, which included test checks, we state that the accounting software used for maintaining books of account does not have a feature of recording audit trail (edit log) facility for the Financial year 2024-25.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No. : 022644
Date : 29-05-2025
UDIN : 25022644BMJUSL6766

“ANNEXURE - A” to the Auditor’s Report

Statement referred to in our report of even date to the members of **HYPERSOFT TECHNOLOGIES LIMITED** on the Standalone Ind AS Financial Statements for the year ended 31st March, 2025 :

(i) With respect to its Property, Plant and Equipment :

- a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment which needs to be updated.
The Company has maintained proper records showing full particulars of Intangible Assets which also needs to be updated.
 - b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have physically verified by the management, at random, during the year and no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not hold any immovable properties.
 - d) The Company has not revalued its Property, Plant and Equipment and the Intangible Assets during the year.
 - e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (ii) The company does not have any inventories. Hence, the clause 3(ii) of the said Order is not applicable to the company.
- (iii) According to the information and explanations given to us and on the basis of the examination of the records of the company, the Company has not made any investments in, provided any guarantees or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, LLP's or any other parties covered in the Registers maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (f) of the Order are not applicable and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, company has complied with the provisions of section 185 and Section 186 of Companies Act, 2013, wherever applicable.

- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) The Central Government has not prescribed maintenance of Cost Records under sub – section (1) of section 148 of the Companies Act, 2013.
- (vii) With respect to Statutory Dues :**
- a) According to the information and explanations given to us, and the records of the company examined by us, the company is generally regular in depositing the undisputed Statutory Dues including the Income Tax, GST, Duty of Customs, Cess or Provident Fund, ESI and other material statutory dues as applicable to it, with the appropriate authorities and there were no undisputed statutory dues outstanding as at 31-03-2025 for a period exceeding six months from the date they became payable.
- b) According to the information and explanations given to us, and the records examined by us, the company is not having any disputed liabilities relating to statutory dues as mentioned in clause (a) above as at the year end.
- (viii) On the basis of our examination of records and according to the information and explanations given to us, the Company does not have any transactions which are referred to in clause 3(viii) of the said Order.
- (ix) According to the information and explanations given to us and the records examined by us, the company has not availed any loans or other borrowings from banks / financial institutions. Hence, the provisions of clause 3(ix) of the said Order are not applicable.
- (x) (a) On the basis of our examination of records and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer / further public offer (including debt instruments) during the year.
- (b) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures during the year.
- (xi) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers / employees has been noticed or reported during the year that causes the Standalone Ind AS Financial Statements to be materially misstated.
- (xii) The Company is not a Nidhi Company. Therefore, clause 3(xii) of the said order is not applicable to the Company.

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Standalone Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on or examination of the records of the Company, the company is in the process of setting up an internal audit system commensurate with the size and nature of its business.
- (xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause 3(xv) of the said order is not applicable to the Company.
- (xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii) The Company has not incurred cash losses during the in the Financial Year 2024-25. However, there were cash losses during the immediate preceding Financial year 2023-24.
- (xviii) There has been a change in the Statutory Auditors during the year as the earlier Statutory Auditors had resigned due to a change in the company management and there were no issues, objections or concerns raised by the outgoing auditors.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanations given to us and based on our examination of the records of the Company, the company does not have any other than ongoing projects and as such the provisions of clause 3(xx) (a) and (b) of the said order are not applicable to the Company.

(xxi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company does not have any subsidiary companies to which provisions of Companies (Auditor's Report) Order (CARO) is applicable. As such, the provisions of clause 3(xxi) of the said Order is not applicable to the Company.

For ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644
Date : 29-05-2025
UDIN : 25022644BMJUSL6766

ANNEXURE B” TO THE INDEPENDENT AUDITORS REPORT

on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):

We have audited the internal financial controls over financial reporting of **HYPERSOFT TECHNOLOGIES LIMITED** (“the Company”) as of March 31, 2025 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls :

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility :

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting :

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Ind AS Financial Statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that :

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company ;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Ind As financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company ; and
- c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting :

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for ANANT RAO & MALLIK
Chartered Accountants
Firm Regn. No. 006266S

V. ANANT RAO
Partner
M. No.: 022644
Date : 29-05-2025
UDIN : 25022644BMJUSL6766

HYPERSOFT TECHNOLOGIES LIMITED

CIN NO. L62010TG1983PLC003912

Regd Office: Unit 117, 1st Floor Techno-1 Raidurg, Serilingampally Mandal, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081

BALANCE SHEET AS AT 31-03-2025

Particulars	Notes	As at 31-03-2025	As at 31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
I. ASSETS			
(1) Non-Current Assets :			
(a) Property, Plant and Equipment	2	3.24	3.24
(b) Other Intangible Assets	2	0.22	0.38
(c) Financial Assets :		-	-
(i) Other Financial Assets	3	2.87	3.07
(d) Deferred Tax Assets (Net)	4	-	6.28
Total Non-Current Assets		6.33	12.98
(2) Current Assets :			
(a) Financial Assets :			
i) Trade Receivables	5	179.62	7.70
ii) Cash and Cash Equivalents	6	45.84	8.12
iii) Other Bank balances	7	4.04	237.61
iv) Other Financial Assets	8	-	1.67
(b) Current Tax Assets	9	28.24	6.66
(c) Other Current Assets	10	47.65	4.17
Total Current Assets		305.39	265.93
Total Assets		311.72	278.92
II. EQUITY AND LIABILITIES			
(1) Equity :			
(a) Equity Share Capital	11	449.22	449.22
(b) Other Equity	12	(206.95)	(227.59)
Total Equity		242.27	221.63
(2) Liabilities :			
Non-Current Liabilities :			
(a) Provisions	13	-	37.92
(b) Deferred Tax Liabilities (Net)	14	0.03	-
Total Non-Current Liabilities		0.03	37.92
Current Liabilities :			
(a) Financial Liabilities :			
i) Short Terms Borrowings	15	(0.00)	1.60
ii) Trade Payables	16		
a) MSME Enterprises		1.70	-
b) Others		4.75	1.51
iii) Other Liabilities	17	7.83	1.72
(b) Other Current Liabilities	18	52.09	5.66
(c) Short Term Provisions	19	3.05	8.88
Total Current Liabilities		69.43	19.37
Total Liabilities		69.46	57.29
Total Equity & Liabilities		311.72	278.92

Significant Accounting Policies

1

Other notes to the financial statements

2-28

for ANANT RAO & MALLIK

FOR AND ON BEHALF OF BOARD

Chartered Accountants

FRN : 006266S

NARRA PURNA BABU

NAGA MALLESWARI NARRA

Managing Director

Director

DIN :10674419

DIN :10819020

V ANANT RAO

Partner

Singapore

Singapore

Membership No : 022644

Date : 29-05-2025

MANOHAR REDDY PANDI

LAKSHMAN KODURU

UDIN: 25022644BMJUSL6766

Company Secretary

CFO

Hyderabad

Hyderabad

Hyderabad

HYPERSOFT TECHNOLOGIES LIMITED

CIN NO. L62010TG1983PLC003912

Regd Office: Unit 117, 1st Floor Techno-1 Raidurg, Serilingampally Mandal, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2025

PARTICULARS	Notes	2024-25	2023-24
		Rs. in Lakhs	Rs. in Lakhs
I Income From Operations :			
a) Revenue from Operations	20	804.75	82.67
b) Other Non-Operating Income	21	5.99	10.40
Total Revenue from Operations (net)		810.73	93.06
II Expenditure :			
a) Cost of Inputs Consumed	22	684.85	-
b) Purchases of Stock-In-Trade		-	-
c) Manufacturing & Operating Expenses		-	-
d) Changes in inventories	23	-	0.50
e) Employee Benefit Expenses	24	46.67	90.48
f) Finance Costs	25	0.59	0.58
g) Depreciation and Amortization expenses	26	0.67	1.88
h) Other Administrative Expenses	27	30.64	24.65
Total Expenditure		763.42	118.08
III Profit / (Loss) before Exceptional Items & Taxes	(I-II)	47.32	(25.02)
IV Exceptional Items		-	-
- Profit / (Loss) on Sale of Assets / Write Down in Inventories		-	(39.55)
V Profit / (Loss) before Tax	(III-IV)	47.32	(64.57)
VI Tax Expense :			
a. Current Tax		12.52	2.93
b. Income Tax - Earlier Years		7.85	-
c. Mat Credit Entitlement		-	-
d. Deferred Tax		6.31	(0.53)
VII Profit / (Loss) after Tax	(V-VI)	20.64	(66.98)
VIII Other Comprehensive Income :			
Items should not be reclassified to profit or loss		-	(42.57)
Remeasurement of the net defined benefit liability /asset, net		-	(0.41)
Income tax relating to these items		-	8.62
Other comprehensive income for the year net of tax		-	(34.37)
Total Comprehensive Income for the year		20.64	(101.34)
VIII Earnings per Equity Share :	29		
Basic earnings per share		0.49	(1.58)
Diluted earnings per share		0.49	(1.58)

Significant Accounting Policies

1

The accompanying notes are an integral part of these financial statements

2-28

for ANANT RAO & MALLIK

FOR AND ON BEHALF OF BOARD

Chartered Accountants

FRN : 006266S

NARRA PURNA BABU

NAGA MALLESWARI NARRA

Managing Director

Director

V ANANT RAO

DIN :10674419

DIN :10819020

Partner

Singapore

Singapore

Membership No : 022644

Date : 29-05-2025

MANOHAR REDDY PANDI

LAKSHMAN KODURU

UDIN: 25022644BMJUSL6766

Company Secretary

CFO

Hyderabad

Hyderabad

Hyderabad

HYPERSOFT TECHNOLOGIES LIMITED

CIN NO. L62010TG1983PLC003912

Regd Office: Unit 117, 1st Floor Techno-1 Raidurg, Serilingampally Mandal, Madhapur, Hyderabad, Shaikpet, Telangana, India, 500081

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2025

Sno.	Particulars	2024-25	2023-24
		Rs. in Lakhs	Rs. in Lakhs
A.	Cash Flow from Operating Activities		
	Net Profit / (Loss) before Tax	47.32	(64.57)
	Adjustments for:		
	Depreciation	0.67	1.88
	Finance Cost	0.59	0.58
	Interest Income	(5.72)	(9.47)
	Loss on Sale of Assets	-	3.05
	Current Tax Paid (Net of Refunds)	-	3.00
	Operating Profit / (Loss) before Working Capital Changes	42.85	(65.54)
	Non-Current Provisions	(37.92)	14.80
	Financial Liabilities	6.11	(0.64)
	Increase / (Decrease) in Trade Payables	4.94	(1.30)
	Increase / (Decrease) in Other Current Liabilities	46.44	(2.45)
	Increase / (Decrease) in Short Term Provisions	(5.83)	1.98
	Decrease / (Increase) in Inventory	-	37.00
	Decrease / (Increase) in Trade Receivables	(171.93)	1.52
	Decrease / (Increase) in Other Financial Assets	0.20	(123.52)
	Decrease / (Increase) in Other Current Assets	170.19	(1.03)
	Cash generated from Operating Activities	55.04	(139.17)
	Income Tax Paid	(20.37)	-
	Net Cash Flow from Operating Activities	34.67	(139.17)
B.	Cash Flow from Investing Activities :		
	Acquisition of Property, Plant Equipment	(0.49)	-
	Sale of Property, Plant Equipment	-	145.09
	Interest received	5.72	9.47
	Net Cash Flow from Investing Activities	5.23	154.56
C.	Cash Flow from Financing Activities :		
	Increase / (Decrease) in Short Term Borrowings	(1.60)	(12.30)
	Equity Shares Issued	-	-
	Decrease in Capital Work-in-Progress	-	-
	Finance Costs	(0.59)	(0.58)
	Net Cash Flow from Financing Activities	(2.18)	(12.87)
	Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)	37.72	2.52
	Opening Cash and Cash Equivalents	8.12	5.60
	Closing Cash and Cash Equivalents	45.84	8.12

Notes:

1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (Ind As 3) 'Cash Flow Statements' notified by the Central Govt under Companies (Accounting Standards) Rules, 2006.

2 Previous year figures have been regrouped / rearranged, wherever necessary to conform to the current period classification.

for ANANT RAO & MALLIK
Chartered Accountants
FRN : 006266S

FOR AND ON BEHALF OF BOARD

V ANANT RAO
Partner
Membership No : 022644

NARRA PURNA BABU Managing Director DIN :10674419 Singapore	NAGA MALLESWARI NARRA Director DIN :10819020 Singapore
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Date : 29-05-2025
UDIN: 25022644BMJUSL6766
Hyderabad

MANOHAR REDDY PANDI Company Secretary Hyderabad	LAKSHMAN KODURU CFO Hyderabad
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HYPERSOFT TECHNOLOGIES LIMITED			
11 Statement of Changes in Equity for the year ended 31 March 2025			
(All amounts in Indian Rupees in Lakhs , except share data and where otherwise stated)			
Equity Share Capital :			Rs. in Lakhs
Particulars	Balance at the beginning of the reporting period 01-04-2024	Changes in Equity Share Capital during the year	Balance at the end of the reporting period 31-03-2025
42,51,700 Equity Shares of Rs. 10/- each & Forfeited Shares 9,61,900 of Rs.2.50 (Previous year Rs.4,25,17,000 Equity Shares)	449.22	-	449.22
Previous Year (2023-24) :			
	01-04-2023		31-03-2024
42,51,700 Equity Shares of Rs. 10/- each & Forfeited Shares 9,61,900 of Rs.2.50 (Previous year Rs.4,25,17,000 Equity Shares)	449.22	-	449.22
HYPERSOFT TECHNOLOGIES LIMITED			
12 Other Equity :			Rs. in Lakhs
Particulars	As at	As at	
	31-Mar-25	31-03-2024	
Capital Reserve	37.88	37.88	37.88
Revaluation Surplus	-	-	-
Securities Premium	32.75	32.75	32.75
Retained earnings	(227.45)	(248.09)	(248.09)
Other items of other comprehensive Income	(50.13)	(50.13)	(50.13)
Total reserves and surplus	(206.95)	(227.59)	(227.59)
(a) Capital reserve			
Particulars	As at	As at	
	31-Mar-25	31-03-2024	
Opening balance	37.88	37.88	
Additions during the year	-	-	
Deductions/Adjustments during the year	-	-	
Closing balance	37.88	37.88	
(b) Revaluation reserve			
Particulars	As at	As at	
	31-Mar-25	31-03-2024	
Opening balance	-	88.64	
Additions during the year	-	-	
Deductions/Adjustments during the year	-	88.64	
Closing balance	-	-	
(c) Securities Premium			
Particulars	As at	As at	
	31-Mar-25	31-03-2024	
Opening balance	32.75	32.75	
Additions during the year	-	-	
Deductions/Adjustments during the year	-	-	
Closing balance	32.75	32.75	
(d) Retained earnings			
Particulars	As at	As at	
	31-Mar-25	31-03-2024	
Opening balance	(248.09)	(269.75)	
Net Profit / (Loss) for the period	20.64	(66.98)	
Transfer from Revaluation Reserve	-	88.64	
Closing balance	(227.45)	(248.09)	
(e) Other items of other comprehensive Income			
Particulars	As at	As at	
	31-Mar-25	31-03-2024	
Opening balance	(50.13)	(15.76)	
Remeasurements of post-employment benefit obligation, net of tax through Other Comprehensive Income	-	(0.31)	
Restatement adjustments- net of tax	-	(34.06)	
Closing balance	(50.13)	(50.63)	

HYPERSOFT TECHNOLOGIES LIMITED
MATERIAL ACCOUNTING POLICIES
(FY 2024-25)

Corporate Information

The accompanying financial statements comprise the financial statements of HYPERSOFT TECHNOLOGIES LIMITED (the Company). The Company is a public limited Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Hyderabad, Telangana, India.

Basis of preparation of Financial Statements

These Standalone financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on accrual basis, except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied, except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

Use of Estimates, Assumptions And Judgements

The preparation of the standalone financial statements in conformity with Ind AS requires the management to make estimates, judgements and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities on the date of the standalone financial statements and the reported amounts of revenues and expenses for the year reported. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty as at the date of standalone financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of the following :

- **Revenue recognition**

The Company's contracts with customers include promises to transfer multiple services to a customer. Revenues from customer contracts are considered for recognition and measurement when the contract has been approved, in writing, by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit

independently from such deliverables, and allocation of transaction price to these distinct performance obligations involves significant judgment.

The Company uses the percentage-of-completion method in accounting for its fixed-price contracts. Use of the percentage-of completion method requires the Company to estimate the efforts or costs expended to date as a proportion of the total efforts or costs to be expended.

Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Provisions for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

- **Impairment of non-financial assets**

The Company assesses whether indicators of impairment exist for its property, plant and equipment at each reporting date. Where such indicators exist, or when annual impairment testing is required, the recoverable amount of the asset or CGU is determined.

This requires management to make significant judgements and estimates regarding future cash flows, discount rates, and growth assumptions. These estimates are inherently uncertain and could materially affect the recoverable amount, and therefore the impairment charge, if any.

The Company tests goodwill and intangible assets with indefinite useful lives for impairment at least annually and whenever indicators of impairment exist. Determining whether an impairment loss should be recognised requires an estimation of the recoverable amount of the CGU to which the asset is allocated.

The recoverable amount is determined based on a value-in-use calculation which uses cash flow projections based on financial forecasts approved by management. These projections require the use of significant estimates and assumptions, including future revenue growth, operating margins, terminal growth rates, and discount rates.

Changes in these assumptions could materially impact the recoverable amount and the impairment charge. The Company performs sensitivity analyses on the key assumptions to assess the impact of possible changes.

- **Income Taxes**

The Company's major tax jurisdictions is in India. Significant judgments are involved in determining the provision for income taxes and tax credits, including the amount expected to be paid or refunded.

In assessing the realizability of deferred income tax assets, Management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, the Management believes that the Company will realize the benefits of

those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced

- **Defined Benefit Plans**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future.

- **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using internal valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

- **Intangible assets under development**

The Company capitalizes intangible asset under development in accordance with the accounting policy. Initial capitalization of costs is based on management's judgement that technological and economic feasibility is confirmed. This is done when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalized, management makes assumptions regarding the expected future cash generation, discount rates to be applied and the expected tenure of benefits.

Material Accounting Policies:

Revenue from operations

Revenue is recognised when control of goods or services is transferred to the customer, at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. Revenue is measured net of discounts, rebates, and applicable indirect taxes, including Goods and Services Tax (GST). GST collected on behalf of the government is not considered revenue of the Company.

The Company generates revenue primarily from software development services, implementation projects, and related support services. Revenue recognition is based on the type of contract:

- **Time-and-material contracts:** Revenue is recognised as the services are rendered, based on hours worked and contractual billing rates.
- **Fixed-price contracts:** Revenue is recognised over time using the percentage-of-completion method, determined based on the proportion of costs incurred to date relative to the estimated

total costs of the contract. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised immediately in profit or loss.

- **Unbilled revenue** represents revenue recognised in excess of amounts billed, where the right to payment is not yet unconditional.
- **Unearned revenue** represents amounts billed in advance of services being rendered and is recognised as a liability until the revenue recognition criteria are met.
- **Advances from customers** are recorded as liabilities until performance obligations are satisfied and revenue is recognised.

Interest income is recognised using the effective interest method.

Dividend income is recognised when the Company's right to receive payment is established.

Property, Plant and Equipment and Intangible assets

Property, plant and equipment are stated at the cost of acquisition or construction less accumulated depreciation and write down for, impairment if any. Direct costs are capitalised until the assets are ready to be put to use. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

All other repair and maintenance costs are recognised in the statement of profit or loss as incurred. Property, plant and equipment purchased in foreign currency are recorded at cost, based on the exchange rate on the date of purchase.

The Company identifies and determines cost of each component/ part of Property, plant and equipment separately, if the component/ part has a cost which is significant to the total cost of the Property, plant and equipment and has useful life that is materially different from that of the remaining asset.

Intangible assets purchased or acquired in business combination, are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortisation and accumulated impairment, if any. The amortization period and the amortization method are reviewed at least at each financial year end. Internally developed intangible assets are stated at cost that can be measured reliably during the development phase and capitalised when it is probable that future economic benefits that are attributable to the assets will flow to the Company.

Gains or losses arising from de-recognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of Property, plant and equipment and are recognized in the statement of profit and loss when the Property, plant and equipment is derecognized.

Cost of assets not ready for use at the balance sheet date are disclosed under capital work-in-progress.

Depreciation And Amortisation

Depreciation on Property, plant and equipment is calculated on a straight-line basis using the rates arrived at, based on the useful lives estimated by the management. Intangible assets are amortised on a straight- line basis over the estimated useful economic life.

Impairment :

a) Financial Assets (Other Than At Fair Value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 ("Financial Instruments") requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company provides for impairment upon the occurrence of the triggering event. As per the policy, The Company provides for impairment of trade receivables (other than intercompany receivables) outstanding more than 180 days from the date they are due for payment.

b) Non-Financial Assets

Tangible and Intangible Assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Retirement And Other Employee Benefits

Gratuity, which is a defined benefit plan, is accrued based on an independent actuarial valuation, which is done based on project unit credit method as at the balance sheet date. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. In accordance with Ind AS, re-measurement gains and losses on defined benefit plans recognized in OCI are not to be subsequently reclassified to statement of profit and loss. As required under Ind AS compliant Schedule III, the Company transfers it immediately to retained earnings.

The cost of Short-term compensated absences is provided for based on estimates. Long term compensated absence costs are provided for based on actuarial valuation using the project unit credit method. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Contributions payable to recognized provident funds, which are defined contribution schemes, are charged to the statement of profit and loss.

Foreign Currencies

Foreign currency transactions are recorded at exchange rates prevailing on the date of the transaction. Foreign currency denominated monetary assets and liabilities are restated into the functional currency using exchange rates prevailing on the balance sheet date.

Gains and losses arising on settlement and restatement of foreign currency denominated monetary assets and liabilities are included in the statement of profit and loss.

The Company's financial statements are presented in INR. The Company determines the functional currency as INR on the basis of primary economic environment in which the entity operates.

Income Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Deferred Income Tax

Deferred income tax is recognised using the balance sheet approach. Deferred tax is recognized on temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income taxes are not provided on the undistributed earnings of branches where it is expected that the earnings of the branch will not be distributed in the foreseeable future.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Effective Apr 2018, the Company has adopted Ind-AS. Due to the various constraints the Management could not determine the Differed tax effects at the end of previous reporting period. However, during the current reporting period the Company has evaluated the effect of deferred taxes and made necessary adjustments to the statement of Profit & Loss and to the Balance Sheet. Refer Note No 6.2 of the Financial statements.

Deferred tax assets include Minimum Alternative Tax ('MAT') paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

Provisions And Contingent Liabilities

A provision is recognized when an enterprise has a present obligation (legal or constructive) as result of past event and it is probable that an outflow embodying economic benefits of resources will be required to settle a reliably assessable obligation. Provisions are determined based on best estimate required to settle each obligation at each balance sheet date. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting obligations under a contract exceed the economic benefits expected to be received, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial assets are classified into amortized cost, fair value through profit or loss (FVTPL), or fair value through other comprehensive income (FVOCI) based on the business model for managing the assets and the contractual cash flow characteristics.

Trade receivables, cash and cash equivalents, and loans are subsequently measured at amortized cost using the effective interest method, less expected credit losses.

Financial liabilities are classified as measured at amortized cost or at FVTPL.

The Company applies the Expected Credit Loss (ECL) model for impairment of financial assets as per Ind AS 109. The ECL allowance reflects the credit risk inherent in the financial asset and is updated at each reporting date.

Fair value of financial instruments is determined based on quoted market prices or, in the absence of an active market, using valuation techniques including discounted cash flow models.

Gains and losses arising from changes in the fair value of financial instruments are recognized in the statement of profit and loss unless they are recorded in other comprehensive income.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits with banks, and other short-term highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value. These are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Cash and cash equivalents are measured at amortized cost, which approximates their fair value due to their short-term nature.

Trade Receivables and Expected Credit Loss

Trade receivables are amounts due from customers for services performed in the ordinary course of business. Trade receivables are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method, less provision for expected credit losses (ECL).

The Company applies the **Expected Credit Loss (ECL)** model prescribed under Ind AS 109 for impairment of trade receivables. ECL is recognized based on the lifetime expected credit losses for all trade receivables, considering historical credit loss experience, current conditions, and forward-looking information.

The Company provides for impairment of trade receivables (other than inter-company receivables) which are outstanding for more than **180 days** from the due date, based on specific identification and/or application of the ECL model. The provision is recognized as an expense in the statement of profit and loss.

The amount of the loss allowance is updated at each reporting date to reflect changes in credit risk since initial recognition. Trade receivables with significant balances and evidence of credit risk are assessed individually for impairment.

Events After the Reporting Period

Events after the reporting period are those events, both favourable and unfavourable, that occur between the end of the reporting period and the date when the financial statements are authorized for issue.

The Company identifies two types of events after the reporting period:

- **Adjusting events:** Those that provide evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted to reflect such events.
- **Non-adjusting events:** Those that are indicative of conditions that arose after the reporting period. Such events are disclosed in the notes to the financial statements, if material.

The financial statements are adjusted for such events before authorization for issue.

Related Party Transactions:

The Company's related party comprises the Key Managerial Personnel (KMPs). Transactions, if any, with the KMPs are undertaken in the ordinary course of business. Details of the related party and a summary of related party transactions are disclosed in Note 31.

Earnings Per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been arrived at, assuming that the proceeds receivable were based on shares having been issued at the average market value of the outstanding shares. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements.

On May 9, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company has assessed that there is no significant impact on its financial statements.

Current Vs Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

An asset is treated as current when:

- It is expected to be realised or intended to be sold or consumed in normal operating cycle.
- It is held primarily for purpose of trading.
- It is expected to be realised within twelve months after the reporting period.
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to settle in the normal operating cycle.
- It is due to be settled within twelve months after the reporting date.
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current.

Advance tax paid is classified as non-current assets.

Our Report Attached

For ANANT RAO & MALLIK

Chartered Accountants

For HYPERSOFT TECHNOLOGIES LIMITED

NARRA PURNA BABU

Managing Director

DIN :10674419

NAGA MALLESWARI NARRA

Director

DIN :10819020

FRN : 006266S

Singapore

Singapore

MANOHAR REDDY PANDI

LAKSHMAN KODURU

Company Secretary

CFO

Hyderabad

Hyderabad

V. ANANT RAO

Partner

M.No. : 022644

Date : 29-05-2025

UDIN : 25022644BMJUSL6766

Hyderabad

Note No. 2											
PROPERTY, PLANT AND EQUIPMENT :											
The Changes in the carrying value of Property, Plant and Equipment for the year ended 31-3-2025 are as follows :											
Tangible Assets							Rs. in Lakhs			Intangible Assets	
Particulars	Computers and Peripherals	Plant & Machinery	Building own	Motor Vehicles	Office Equipment	Furniture & Fittings	Total	Computer Software	Total		
Rate on SLM	19%	9.50%		11.88%	19%	9.50%		9.50%			
Gross carrying value As At 01-Apr-24	23.36	21.06	-	11.49	13.24	10.49	79.65	1.78	1.78		
Additions	0.49	-	-	-	-	-	0.49	-	-		
Deletions	-	-	-	-	-	-	-	-	-		
Gross carrying value As At 31-Mar-25	23.85	21.06	-	11.49	13.24	10.49	80.14	1.78	1.78		
Accumulated Depreciation As At 01-Apr-24	22.42	21.06	-	10.78	12.17	9.96	76.40	1.39	1.39		
Depreciation	0.15	-	-	0.14	0.21	-	0.50	0.17	0.17		
Accumulated Depreciation on Deletions	-	-	-	-	-	-	-	-	-		
Accumulated Depreciation As At 31-Mar-25	22.57	21.06	-	10.92	12.38	9.96	76.89	1.56	1.56		
Carrying value as at 01-Apr-24	0.94	-	-	0.71	1.08	0.52	3.25	0.38	0.38		
Carrying value as at 31-Mar-25	1.28	-	-	0.57	0.87	0.52	3.24	0.22	0.22		
The Changes in the carrying value of Property, Plant and Equipment for the year ended 31-03-2024 are as follows :											
							Rs. in Lakhs				
Particulars	Computers and Peripherals	Plant & Machinery	Building own	Motor Vehicles	Office Equipment	Furniture & Fittings	Total	Computer Software	Total		
Gross carrying value As At 01-Apr-23	23.36	21.06	225.79	11.49	13.24	10.49	305.44	1.78	-		
Additions	-	-	-	-	-	-	-	-	-		
Deletions	-	-	225.79	-	-	-	225.79	-	-		
Gross carrying value As At 31-Mar-24	23.36	21.06	-	11.49	13.24	10.49	79.65	1.78	1.78		
Accumulated Depreciation As At 01-Apr-23	22.36	21.06	42.18	10.71	12.00	9.96	118.28	1.22	-		
Depreciation	0.06	-	1.41	0.07	0.17	-	1.71	0.17	0.17		
Accumulated Depreciation on Deletions	-	-	43.59	-	-	-	43.59	-	-		
Accumulated Depreciation As At 31-Mar-24	22.42	21.06	-	10.78	12.17	9.96	76.40	1.39	1.39		
Carrying value as at 01-Apr-23	1.00	-	183.61	0.78	1.24	0.52	187.16	-	-		
Carrying value as at 31-Mar-24	0.94	-	-	0.71	1.08	0.52	3.25	0.38	0.38		

6	Cash & Cash Equivalents :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Balances with Banks :		
	- In Current Accounts	45.83	7.84
	b) Cash on Hand	0.01	0.29
	Total	45.84	8.12
7	Other Bank Balance		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Fixed Deposits with HDFC Bank Limited (Deposits have maturity for more than 3 months but less than 12 months)	4.04	237.61
	Total	4.04	237.61
8	Other Financial Assets - Current		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Interest Accrued but not due	-	1.67
	Total	-	1.67
9	Current Tax Assets - (Net)		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Balances with Government Authorities - Tax Deducted at Source	28.24	6.66
	Total	28.24	6.66
10	Other Current Assets :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Balances with Government Authorities - Indirect Tax Credits	47.33	0.00
	b) Prepaid Expenses	-	1.28
	c) Staff Advances	0.32	2.88
	Total	47.65	4.17

11.6	Disclosure of Shareholding of Promoters : (FY 2024-25) and (FY 2023-24) : Details of shares held by promoters at end of the year		
	Name of the Promoters at the end of the year	No. of Shares % age	% Change during the year
	a) Narra Purna Babu	10,53,385 24.78%	24.78%
	b) Sudhakara Varna Yarramraju	9,81,155 23.08%	23.08%
13	Provisions :		
	Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs
	a) Employee Benefit Obligations :		
	- Gratuity Payable	-	26.44
	- Others	-	11.48
	Total	-	37.92
14	Deferred Tax Liabilities (Net) :		
	Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs
	- Due to Depreciation difference	0.03	-
	Total	0.03	-
15	Current Borrowings :		
	Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs
	Secured Loans :		
	a) From Banks - Overdraft Account	(0.00)	1.60
	b) Others	-	-
	Total	(0.00)	1.60
16	Trade Payables :		
	Particulars	31-03-2025 Rs. in Lakhs	31-03-2024 Rs. in Lakhs
	a) Payable for Services	6.45	1.51
	Total	6.45	1.51

Trade Payables due for Payment :		
Trade Payables Ageing Schedule : (FY 2024-25)		
<i>(As given by Management and not verified by Auditors)</i>		
Outstanding for the following periods from the due date of payment	MSME	Others
	Rs. in Lakhs	Rs. in Lakhs
Less than 1 year	1.70	4.75
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	1.70	4.75
Outstanding for the following periods from the due date of payment	Disputed Dues - MSME	Disputed Dues - Others
	Rs. in Lakhs	Rs. in Lakhs
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	-	-
Trade Payables Ageing Schedule : (FY 2023-24)		
<i>(As given by Management and not verified by Auditors)</i>		
Outstanding for the following periods from the due date of payment	MSME	Others
	Rs. in Lakhs	Rs. in Lakhs
Less than 1 year	-	1.51
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	-	1.51
Outstanding for the following periods from the due date of payment	Disputed Dues - MSME	Disputed Dues - Others
	Rs. in Lakhs	Rs. in Lakhs
Less than 1 year	-	-
1 - 2 years	-	-
2 - 3 years	-	-
More than 3 years	-	-
Total	-	-

17	Other Financial Liabilities :	
	Particulars	31-03-2025
		Rs. in Lakhs
		31-03-2024
		Rs. in Lakhs
	a) Expenses Payable	7.83
		1.72
	Total	7.83
		1.72

18	Other Current Liabilities :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Advance from Customers	-	4.50
	b) Statutory Dues	52.09	1.16
	Total	52.09	5.66

19	Short Term Provisions :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Gratuity Payable	-	2.93
	b) Provident Fund	0.35	4.74
	c) Expenses Payable	2.70	1.22
	Total	3.05	8.88

20	Revenue from Operations :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Export Sale of Services	360.60	-
	b) Domestic Sale of Services	444.14	82.17
	c) Domestic Sale of Products	-	0.50
		804.75	82.67
	Details of Sales		
	IT Related Services	804.75	82.17
	IT Related Goods	-	0.50
	Total	804.75	82.67

21	Other Non-Operating Income :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	a) Interest on Fixed Deposits with Banks	5.72	9.47
	b) Other Income	0.26	0.92
	Total	5.99	10.40

22	Cost of Inputs Consumed :		
	Particulars	31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
	- Outsourced IT Related Services	684.85	-
	- Technical Consultancy	-	-
	Total	684.85	-

23 Changes in Inventories :			
Particulars		31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
Opening Inventories		-	37.00
Add:			
- Purchase / Outsource of IT Related Services		-	-
Less:			
- Stocks written down		-	36.50
- Closing Inventories (As Valued and as certified by the Director)		-	-
Total		-	0.50

24 Employee Benefits Expenses :			
Particulars		31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
a) Directors Remuneration		1.50	18.00
b) Salaries to Staff		30.38	48.71
c) Staff Bonus		10.00	-
d) Provident Fund Contribution		0.94	6.00
e) Contribution to Gratuity		3.72	3.72
f) Contribution to Leave Encashment		-	12.70
g) Staff Welfare Expenses		0.14	1.36
Total		46.67	90.48

25 Financial Costs :			
Particulars		31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
a) Bank Charges		0.46	0.01
b) Interest On Bank Overdraft		0.13	0.57
Total		0.59	0.58

26 Depreciation & Amortised Cost :			
Particulars		31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
- Depreciation on Tangible Assets		0.67	1.88
Total		0.67	1.88

27 Other Administrative Expenses :			
Particulars		31-03-2025	31-03-2024
		Rs. in Lakhs	Rs. in Lakhs
- Office Expenses Power and Fuel		0.75	2.53
- Repairs & Maintenance- Vehicles & Others		1.65	5.68
- Repairs & Maintenance- - Building		-	0.01
- Repairs & Maintenance - Plant & Machinery		-	0.28
- Communication Expenses		0.38	0.90
- Exchange Rate Fluctuations		3.54	-
- Unrealised loss on remeasurement of Receivables		0.35	-
- Rates & Taxes		0.42	0.64
- Traveling & Conveyance Expenses		0.60	0.60
- Professional Charges		5.58	5.80
- Audit Fee		3.10	0.90
- Insurance		0.15	0.13
- Selling and Marketing Expenses		1.06	0.54
- Listing Fees		5.74	3.43
- Subscription & Membership Fees		0.31	1.00
- Bad Debts		6.65	-
- Miscellaneous Expenses		0.36	2.21
Total		30.64	24.65

28 Contingent Liabilities :		Current Year	Previous Year
		NIL	NIL
		NIL	NIL

29 Earnings Per Share :			
Earnings per Shares in calculated by profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as under.			
		Current Year	Previous Year
(i) Profit/(Loss) for the year Attributable to equity shareholders (Rs. Lacs)		20.64	(66.98)
(ii) Weighted average number of equity Shareholders during the years (No.s)		42,51,700	42,51,700
(iii) Number of Equity Shares outstanding during the year (No.s)		42,51,700	42,51,700
(iv) Basic & Diluted Earning per share (Rs.)		0.49	(1.58)
Nominal Value of Shares		10/-	10/-

30 Segment Reporting			
SEGMENT INFORMATION			
The Company has only one segment i.e. Software. It has identified India and Global as geographic segments.			
		Rs. In Lakhs	
Revenue from Geographic Segments		As at March 31, 2025	As at March 31, 2024
India		444.14	82.67
Global		360.60	-
Expenditure from Geographic Segments		As at March 31, 2025	As at March 31, 2024
India		763.41	118.08
Global		-	-
Assets from Geographic Segments		As at March 31, 2025	As at March 31, 2024
India		164.47	278.91
Global		147.25	-
Liabilities from Geographic Segments		As at March 31, 2025	As at March 31, 2024
India		311.72	278.91
Global		-	-

31 b) Related Party Transactions										Rs. in Lakhs	
Particulars	Subsidiary Companies		Associate Companies		Joint Venture Firm		Key Management Personnel and Relatives		Enterprises Controlled or significantly influenced by Key Management Personnel or their close family members		
	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	
Purchases of Goods / Materials	-	-	-	-	-	-	-	-	-	-	
Sales of Goods / Materials	-	-	-	-	-	-	-	-	-	-	
Expenses :											
Remuneration / Commission / Sitting Fee	-	-	-	-	-	-	6.21	18.00	-	-	
Professional Fees	-	-	-	-	-	-	-	-	-	-	
Rent / Other expenses	-	-	-	-	-	-	-	-	-	-	
Interest on Deposits	-	-	-	-	-	-	-	-	-	-	
Interest on Loans & Advances / ICDs taken	-	-	-	-	-	-	-	-	-	-	
Income :											
Sharing of Expenses	-	-	-	-	-	-	-	-	-	-	
Interest on Loans & Advances / ICDs given	-	-	-	-	-	-	-	-	-	-	
Other Receipts :											
Deposits Received	-	-	-	-	-	-	-	-	-	-	
Loans & Advances / ICDs received	-	-	-	-	-	-	-	-	-	-	
Receipt of Loans & Advances / ICDs given	-	-	-	-	-	-	-	-	-	-	
Other Payments :											
Reimbursement of expenses / (Reimbursement of expenses received)	-	-	-	-	-	-	-	-	-	-	
Repayment of Deposits	-	-	-	-	-	-	-	-	-	-	
Repayment of Loans & Advances / ICDs received	-	-	-	-	-	-	-	-	-	-	
Loans & Advances / ICDs given	-	-	-	-	-	-	-	-	-	-	
Balances Outstanding :											
Payables :											
Payables against Purchases / Sales	-	-	-	-	-	-	-	-	-	-	
Deposits Payables	-	-	-	-	-	-	-	-	-	-	
Loans & Advances / ICDs Payables	-	-	-	-	-	-	-	-	-	-	
Receivables :											
Receivables against Purchases / Sales	-	-	-	-	-	-	-	-	-	-	
Loans & Advances / ICDs Receivables	-	-	-	-	-	-	-	-	-	-	
Investments Made (including Investment Advances)	-	-	-	-	-	-	-	-	-	-	

32	Dues to Micro, Small and Medium Enterprises outstanding for more than 45 days as at Balance Sheet date	Current Year	Previous Year
		0.67	NIL
33	Payments to Auditors :	2024-25	2023-24
		Rs. in Lakhs	Rs. in Lakhs
	- For Statutory Audit (for Audit & Taxation matters)	3.00	0.90

**Note 34 - Additional Regulatory Information as per recent pronouncement of (MCA) notified
Companies (Indian Accounting standards) Amendment Rules 2022 dated 23rd March 2022**

34.1	Title Deeds of Immovable of property not held in the name of the company: The Company does not hold any Immovable property whose title deeds are not held in the name of companies or jointly held with others.
34.2	Valuation of property , plant and Equipment The Companies has not revalued its Property , Plant & Equipment during the period under reporting.
34.3	The company has not granted any loan or advance to its promoters, directors, KMP and other related parties as defined under Companies Act, 2013, either severally or jointly with any other person which are in the nature of loan.
34.4	Intangible Assets Under development: a) There are no Intangible Assets under development hence no aging schedule is applicable. b) There are no Intangible Assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.
34.5	Details of Benami Property held The company does not have any Benami Property where any proceedings has been initiated or pending against the company for holding any benami property.
34.6	Statement of Current Assets filed with Bank The Company has not taken any borrowings from bank on the basis of security of current assets. Hence, the company has not submitted any quarterly returns and statements of current assets with the Bank.
34.7	Willful Defaulters The Company is not declared willful defaulter by any bank or financial Institution or other lender.
34.8	Relationship with Struck off Companies The company has not made any transaction with the companies struck off under section 248 of the Companies Act, 2013.
34.9	Registration of charges or satisfaction with the Registrar of Companies The company does not have any charge or satisfaction which is yet to be registered with the Registrar of Companies beyond the statutory period.
34.10	Compliance With number layer of companies The company does not have any investment through more than two layers of investment companies as per section 2(87)(d) and section 186 of the Companies Act 2013.
34.11	Compliance with approved Scheme(s) of Arrangements No Scheme of any arrangements has been approved by the competent authority in terms of sec 230 to 237 of the Companies Act, 2013.
34.12	Utilisation of Borrowed funds and share premium (A) The company has not granted or loaned or invested funds to any other person or entity including foreign entity (intermediaries) with the understanding that the intermediary shall : (i) Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary). (ii) Provide any guarantee, security or the like to on behalf of ultimate beneficiaries. (B) The company has not received any fund from any person or entity including foreign entity (funding party) (whether recorded in writing or otherwise) that the company shall : (i) Directly or indirectly lend or invest in other person or entity identified in any manner whatsoever by or on behalf of the company (ultimate beneficiary). (ii) Provide any guarantee, security or the like to on behalf of ultimate beneficiaries.
34.13	Undisclosed Income The Company has no transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
34.14	Details of Crypto Currency or Virtual Currency The Company has not invested or traded in crypto currency or virtual currency during the financial year.

Note 35 :				
Analytical Ratios :				
Particulars	Ratio		Variance (in %)	Reasons for > 25 % variance
	As at 31-03-2025	As at 31-03-2024		
a) Current Ratio	4.40	13.73	(67.96)	The Current Liabilities have increased substantially in FY 2024-25 when compared to FY 2023-24.
b) Debt-Equity Ratio	(0.00)	0.01	(100.00)	The company does not have any Debt. There were Provisions under Non-Current Liabilities in FY 2023-24 which were paid during FY 2024-25. There were no such Provisions under Non-Current Liabilities in FY 2024-25.
c) Debt-Service Coverage Ratio	82.66	(10.38)	(896.10)	The company does not have any Debt. Hence, there is no Debt Service Cost. The Finance Costs are Bank Charges.
d) Return on Equity Ratio	0.09	(0.00)	(21,45,612.18)	During FY 2024-25, the company had incurred Net Profit after Tax when compared to Net Loss during FY 2023-24.
e) Inventory Turnover Ratio	-	-	-	The company does not have Inventories during FY 2024-25 and FY 2023-24.
f) Trade Receivables Turnover Ratio	8.59	0.00	47,88,949.00	During FY 2024-25, there was an increase in Trade Receivables when compared to FY 2023-24.
g) Trade Payables Turnover Ratio	106.18	-	-	There were no Purchase of Services in FY 2023-24.
h) Net Capital Turnover Ratio	3.41	0.34	917.17	There is an increase in Revenue from Operations during FY 2024-25 when compared to FY 2023-24.
i) Net Profit Ratio	2.56	(81.02)	(103.17)	During FY 2024-25, the company had Net Profit after Tax when compared to Net Loss during FY 2023-24.
j) Return on Capital Employed	15.37	(8.76)	275.36	The Earnings before Interest and Taxes have increased in FY 2024-25 when compared to Loss in FY 2023-24.
k) Return on Investment	-	-	-	The company does not have any Investments.

36. Deferred Tax has been provided on the timing differences relating to Depreciation.

37. In the opinion of board, all current assets, loans and advances are approximately of the value stated, if realised in ordinary course of the business and in their opinion and to the of their knowledge and belief all known liabilities have been brought to the accounts.

38. All figures mentioned are in Rs Lakhs

39. Previous year's figures have been regrouped wherever necessary.

For ANANT RAO & MALLIK	FOR AND ON BEHALF OF BOARD	
Chartered Accountants		
FRN : 006266S		
	NARRA PURNA BABU	NAGA MALLESWARI NARR
	Managing Director	Director
V ANANT RAO	DIN :10674419	DIN :10819020
Partner	Singapore	Singapore
Membership No : 022644		
Date : 29-05-2025	MANOHAR REDDY PANDI	LAKSHMAN KODURU
UDIN: 25022644BMJUSL6766	Company Secretary	CFO
Hyderabad	Hyderabad	Hyderabad