



## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the members of **M/s. Hypersoft Technologies Limited will be held on Saturday, the 24th day of September, 2016 at 4.00 p.m** at the Registered office of the Company 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad – 500015, Telangana to transact the following business:

### **Ordinary Business:**

- 1. To receive, consider and adopt the Audited standalone Financial Statement of the company for the financial year ended 31<sup>st</sup> March, 2016 together with notes and annexures thereto and the Report of Board of Directors' and Auditors' thereon.**

“RESOLVED THAT the Balance Sheet as at 31st March, 2016 and the Profit and Loss Statement as on that date, together with notes and annexures thereto and the Report of Board of Directors' and Auditors' of the Company be and is hereby considered, adopted and approved.”

- 2. To re-appoint Ms. Geeta Feroz Bhote, Woman Director who retires by rotation and being eligible, offers herself for re-appointment**

“RESOLVED THAT Ms. Geeta Feroz Bhote, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company.”

- 3. To ratify appointment of M/s. Ramanatham & Rao as the Statutory Auditors of the Company**

“RESOLVED THAT in pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time and pursuant to the resolution passed by the members at the 32<sup>nd</sup> Annual General Meeting (AGM) held on 29<sup>th</sup> September, 2015 for the appointment of M/s. Ramanatham & Rao, Chartered Accountants, bearing Firm Registration Number 002934S as statutory auditors of the Company to hold office till the conclusion of the 34<sup>th</sup> AGM, , be and is hereby ratified and the Board of Directors of the Company be and are hereby authorised to fix their remuneration for the financial year ended 31<sup>st</sup> March, 2016.”

### **Special Business:**

- 4. Alteration of Articles of Association of Company**

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

“RESOLVED THAT pursuant to the provisions Section 14 of Companies Act, 2013 ('the Act') and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company be and are hereby altered in the manner set out herein below:



**i) The existing Article No. 22 to 35 relating to Forfeiture of Shares and Lien on Shares has been deleted.**

**ii) The existing Article No. 39 be Substituted with the following:**

Subject to the provision of Section 58 of the Act, and Section 22(A) of Securities Contracts (Regulation) Act, 1956 the Board, without assigning any reason for such refusal, may, within a period of thirty days from the date on which the instrument of transfer was delivered to the Company, refuse to register any transfer of or the transmission by operation of law of the right.. The Board may also likewise refuse to register a transfer when any statutory prohibition or any attachment or prohibitory order of a competent authority restrains, the Board from transferring the share out of the name of the transferor or when a transferor objects to the transfer provided he serves on the Company within a reasonable time a prohibitory order or a Court of competent jurisdiction., provided however that the registration of a share shall not be refused on any other person or persons indebted to the Company on any account whatsoever.

**iii) The existing Article No. 51 be Substituted with the following:**

Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the then existing capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and instalments, transfer and transmission, forfeiture, surrender and otherwise.

**iv) The existing Article No. 89 be deleted**

RESOLVED FURTHER THAT in Pursuant to the above changes, the Article Numbers of Articles of Association of the company, be and is hereby modified accordingly

RESOLVED FURTHER THAT Mr. F.R.Bhote, Managing Director, be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

**5. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), and the rules made thereunder, as amended from time to time, read with Schedule IV of the Act, the consent of the members, be and is hereby accorded to ratify the appointment of Mr. Gowrishankar Narayanaswamy (DIN: 00009215), who has been appointed as independent director of the Company with effect from 30th March, 2015, to hold office for a term of five consecutive years i.e. upto 29th March, 2020, who is not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. F.R.Bhote, Managing Director, be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”



**6. 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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), and the rules made thereunder, as amended from time to time, read with Schedule IV of the Act, the consent of the members, be and is hereby accorded to ratify the appointment of **Mr. Vinay Vir (DIN: 02378210)**, who has been appointed as independent director of the Company with effect from 30th March, 2015, to hold office for a term of five consecutive years i.e. upto 29th March, 2020, who is not liable to retire by rotation.

RESOLVED FURTHER THAT Mr. F.R.Bhote, Managing Director, be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

**For and on behalf of Board of Directors**

**Place: Secunderabad  
Date: 27<sup>th</sup> July, 2016**

**(F. R. Bhote)**  
Managing Director  
DIN: 00156590



#### NOTES FOR MEMBERS' ATTENTION:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
2. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF COMPANIES,
3. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from 20th September, 2016 to 24th September, 2016 (both the days inclusive)
4. M/s. CIL Securities Ltd, Regd. Office : 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad -500 001. Andhra Pradesh is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
5. 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.
6. ***Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes, unless any member has requested for a hard copy and the same will be sent by post. All the members are requested to register their email address for future correspondence.***
7. Members may also note that the Notice of the 33<sup>rd</sup> Annual General Meeting and the Annual Report for 2015 - 2016 will also be available on the Company's website [Website: www.hypersoftindia.net](http://www.hypersoftindia.net) for downloading. The physical copies of the aforesaid Annual Report will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [info@hypersoftindia.net](mailto:info@hypersoftindia.net)
8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days (including the date of the Annual General Meeting of the Company.)
9. Voting through electronic means:  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).



10. The Company has appointed Mr. Raghu Babu, Practicing Company Secretary, Partner at R&A Associates, Company Secretaries, Hyderabad (Membership No. FCS 4448) as scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

**The instructions for members for voting electronically are as under:-  
In case of members receiving e-mail:**

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on “Shareholders” tab.
- iii. Now, select the “HYPERSOFT TECHNOLOGIES LIMITED” from the drop down menu and click on “SUBMIT”
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - v. Next enter the Image Verification as displayed and Click on Login.
  - vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - vii. If you are a first time user follow the steps given below:i.

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li><li>● Your sequence number is printed on bottom side of the address sticker.</li></ul>
<b>DOB</b>	<ul style="list-style-type: none"><li>● Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</li></ul>
<b>Dividend Bank Details</b>	<ul style="list-style-type: none"><li>● Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</li><li>● Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>



- ii. After entering these details appropriately, click on “SUBMIT” tab.
- iii. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- v. Click on the EVSN for the relevant HYPERSOFT TECHNOLOGIES LIMITED on which you choose to vote.
- vi. 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.
- vii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- x. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

#### **Commencement of e-voting:**

- The voting period begins on 9.00 a.m on 21st September, 2016 and ends on 5.00 p.m. on 23rd September 2016. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 4:

Alteration of Articles of Association of the Company is being done pursuant to the Undertaking submitted to the BSE Limited during the process of Listing of the Equity Shares of the Company. As per the Undertaking submitted to the BSE Limited, the Company has to repeal the clauses of the Articles of Association which had created lien on the partly paid up Shares of the Company. Thus, to the extent of that part of the Articles of Association is being amended to give effect to the Undertaking submitted to the Exchange.

The Directors recommend this resolution for approval of the members. None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

### Item No. 5:

At its meeting held on 30<sup>th</sup> March, 2015, the Board has appointed Mr. Gowrishankar Narayanaswamy (DIN: 00009215) as Independent Director of the Company.

Mr. Gowrishankar Narayanaswamy has completed Bachelor's Degree in Commerce Degree in Computer Science and he had experience of more than 15 years in the field of Finance.

### Brief information and experience of Mr. Gowrishankar Narayanaswamy as per the provisions of the Act readwith Secretarial Standards issued by Institute of Company Secretaries of India:

Name	Mr. Gowrishankar Narayanaswamy
Age	50 years
Qualifications	Bachelor's Degree in Commerce
Experience	More than 15 years
Terms and conditions of re-appointment along with details of remuneration sought to be paid	As disclosed in agenda no. 5 of AGM notice.
Remuneration last drawn	Nil
Date of first appointment on the Board	20/03/2003
Shareholding in the Company	43,300 equity shares (1.02%)
Relationship with other Directors/Manager or Key Managerial Personnel	Nil
Number of Board Meetings attended during the year	6 (six)
Other Directorships and Memberships/ Chairmanship of Committees of other Boards	1. Zen Insurance Brokers Pvt. Ltd. - Director 2. Zen Forex and Managment Pvt. Ltd. - Director 3. Disha Equities and Estates Pvt. Ltd. - Director 4. HSE Securities Limited - Director



The Directors recommend this resolution for approval of the members. No Director, Key Managerial Personnel [i.e., Managing Director, Company Secretary, CFO and Whole time Director] or their relatives are interested in this Resolution.

**Item No. 6:**

At its meeting held on 30<sup>th</sup> March, 2015, the Board has appointed Mr. Vinay Vir (DIN: 02378210) as Independent Director of the Company.

Mr. Vinay Vir has completed B.com and P.G. in Journalism and he had experience of 40 years in the field of journalism

**Brief information and experience of Mr. Vinay Vir as per the provisions of the Act readwith Secretarial Standards issued by Institute of Company Secretaries of India:**

Name	Mr. Vinay Vir
Age	64 years
Qualifications	B.Com
Experience	40 years
Terms and conditions of re-appointment along with details of remuneration sought to be paid	As disclosed in agenda no. 6 of AGM notice.
Remuneration last drawn	Nil
Date of first appointment on the Board	24/10/2008
Shareholding in the Company	Nil
Relationship with other Directors/ Manager or Key Managerial Personnel	Nil
Number of Board Meetings attended during the year	6 (six)
Other Directorships and Memberships/ Chairmanship of Committees of other Boards	1. Rukmala Projects Pvt. Ltd. - Director

The Directors recommend this resolution for approval of the members. No Director, Key Managerial Personnel [i.e., Managing Director, Company Secretary, CFO and Whole time Director] or their relatives are interested in this Resolution.





### Additional Information

As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the particulars of Director who seeks re-appointment are given below:

Name of the Director	Date of last Appointment	Qualification	DOB	Expertise in specific functional areas	Name of other Companies in which the person holds directorship or membership of committees of the Board	Number of shares held in Hypersoft Technologies Limited
Ms. Geeta Feroz Bhote	6 <sup>th</sup> February, 2015	ISC	29/04/55	Administration	NIL	NIL

For and on behalf of Board of Directors

Place: Secunderabad  
Date: 27<sup>th</sup> July, 2016

(F.R. Bhote)  
Managing Director  
DIN: 00156590