



**Consolidated Scrutinizer's Report**  
**[Pursuant to Sections 108 of the Companies Act, 2013 and rule 20 of the Companies**  
**(Management and Administration) Rules, 2014]**

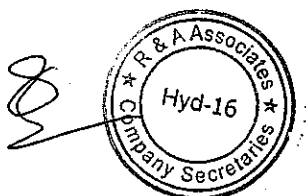
To  
The Chairman of 33<sup>rd</sup> Annual General Meeting  
Hypersoft Technologies Limited  
28, Goyal Society  
Moti Valley, Tirmulgherry  
Secunderabad - 500 015  
Telangana

Dear Sir,

**Subject:** Consolidated Scrutinizer's Report on remote e-voting and voting through polling papers, conducted to transact the items as set out in the Notice of 33<sup>rd</sup> Annual General Meeting of Hypersoft Technologies Limited held on Saturday, the 24<sup>th</sup> September, 2016 at 4.00 P.M at 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad - 500 015, Telangana

I, G. Raghu Babu, Company Secretary in whole-time practice, Partner, R&A Associates, Company Secretaries, Hyderabad was appointed as Scrutinizer by the Board of Directors of Hypersoft Technologies Limited ("the Company") for the purpose of scrutinizing the remote e-voting process and polling papers received from the shareholders in respect of the resolutions as set out in the notice for the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company, pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended (the Rules), on the resolutions contained in the 33<sup>rd</sup> AGM of the Members of the Company, held on Saturday, the 24<sup>th</sup> September, 2016 at 4.00 p.m and also for ascertaining the requisite majority for the resolutions proposed therein.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and poll process for the resolutions contained in the Notice of the 33<sup>rd</sup> AGM of the Members of the Company. Our responsibility as a Scrutinizer is to ensure that remote e-voting and poll process is carried out in a fair and transparent manner and to make a consolidated scrutinizer's report thereon. The Company has engaged the services of Central Depository Services Limited ("CDSL") for voting by electronic means.



In accordance with the Notice of the 33<sup>rd</sup> AGM sent to the Members and the 'Advertisement' published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the remote e-voting period was open from 9.00 AM on 21<sup>st</sup> September, 2016 and was closed at 5.00 PM on 23<sup>rd</sup> September, 2016.

The equity shareholders holding shares as on Saturday, the 17<sup>th</sup> September, 2016, "cut off date", were entitled to vote on the resolution stated in the Notice of the 33<sup>rd</sup> AGM of the Company.

Company has provided voting facility at AGM venue by way of polling papers for those who had not cast their vote through remote e-voting. As per the information provided by CDSL, the name of the shareholders who had voted through remote e-voting facility had been blocked.

After the conclusion of the voting at the AGM venue, the votes cast thereat were counted. Thereafter, the votes on remote e-voting were unblocked on 24<sup>th</sup> September, 2016 at 5.00.p.m in the presence of two witnesses who were not employees of the Company and the e-voting results/list of equity shareholders who have voted for and against were downloaded from the e-voting website of CDSL.

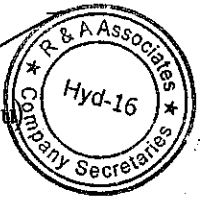
The combined results of the remote e-voting and voting through polling paper are given as Annexure 'A' to this report. Based on the combined results, we report that all the resolutions as per the Notice of the 33<sup>rd</sup> AGM of the Company stands passed with requisite majority.

The electronic data and all other relevant records relating to remote e-voting and polling process at the AGM venue are under my safe custody until the Chairman approved and sign the Minutes of the 33<sup>rd</sup> AGM and thereafter will be handed over to the Managing Director of the Company for safe preservation.


Thanking you,

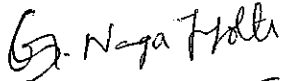
For R & A Associates

(G. Raghunath Babu)  
Partner  
CP No. 2820



Place: Hyderabad  
Date: 26<sup>th</sup> September, 2016

Witness -1:  
Signature:   
Name: K. VANAJA

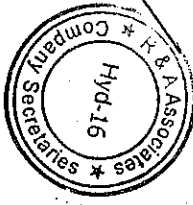
Witness -2:  
Signature:   
Name: S. NAGA JOTHI

Hypersoft Technologies Limited - 33rd Annual General Meeting held on 24th September, 2016  
 Combined Results (E-Voting and Poll)

Annexure-A

Item number of Notice and type of resolution	Description	Particulars of Business	Total no. of votes cast	Votes in favour of the resolution		Votes against the resolution		Invalid Votes*	
				No's	% age	No's	% age	No's	% age
1 - Ordinary Resolution	To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2016 and the Reports of the Directors and Auditors thereon	E-voting	711,858	711,858	100	-	-	-	-
		Poll	46,458	46,458	100	-	-	-	0.22
		Total	758,316	758,316	100	-	-	-	0
2 - Ordinary Resolution	To appoint Ms. Geeta Feroz Bhola, who retires by rotation and being eligible for reappointment	E-voting	711,858	711,858	100	-	-	-	-
		Poll	46,458	46,458	100	-	-	-	0.22
		Total	758,316	758,316	100	-	-	-	0
3 - Ordinary Resolution	To ratify the appointment of Statutory Auditors 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 34th AGM	E-voting	711,858	711,858	100	-	-	-	-
		Poll	46,458	46,458	100	-	-	-	0.22
		Total	758,316	758,316	100	-	-	-	0
4 - Special Resolution	To alter the Articles of Association of Company	E-voting	711,858	711,858	100	-	-	-	-
		Poll	46,458	46,458	100	-	-	-	0.22
		Total	758,316	758,316	100	-	-	-	0
5 - Ordinary Resolution	To ratify the appointment of Mr. Gowrishankar Narayanaswamy, Independent Director	E-voting	711,858	711,858	100	-	-	-	-
		Poll	46,458	46,458	100	-	-	-	0.22
		Total	758,316	758,316	100	-	-	-	0
6 - Ordinary Resolution	To ratify the appointment of Mr. Vinay Vir, Independent Director	E-voting	711,858	711,858	100	-	-	-	-
		Poll	46,458	46,458	100	-	-	-	0.22
		Total	758,316	758,316	100	-	-	-	0

\*One shareholder casted votes through remote e-voting and at AGM Venue through poll.





# HYPERSOFT

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## TECHNOLOGIES LIMITED

28 Goyal Society, Moti Valley, Tirmulgherry, Secunderabad - 500015. AP. India.  
Phones: +91-40-2774 4413, 2774 4754. E mail: [info@hypersoftindia.net](mailto:info@hypersoftindia.net) Website: [www.hypersoftindia.net](http://www.hypersoftindia.net)  
CIN No: L29309TG1983PLC003912

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### VOTING RESULTS OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SATURDAY, 24TH SEPTEMBER, 2016

Date of AGM	24 <sup>th</sup> Sept, 2016
Total Number of shareholders on record date	574
No. of shareholders present in the meeting either in person or through proxy:	39
Promoter and Promoter Group:	1
Public:	38
No. of Shareholders attended the meeting through Video Conferencing -	Not Applicable



Khushboo Joshi

Company Secretary & Compliance Officer

1. To Receive, Consider And Adopt The Audited Financial Statements For The Financial Year Ended 31st March, 2016  
And The Reports Of The Directors And Auditors Thereon

Resolution Required:			Ordinary Resolution					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1) * 100]	No. of Votes in favour (4)	No . of votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2) * 100]	% of Votes against on votes polled (7)= [(5)/(2) * 100]
Promoter & promoter Group	e-voting		673050	37.63	673050	0	100	0
	Poll		----	----	----	----	---	---
	<b>Total</b>	<b>1788300</b>	<b>673050</b>	<b>37.63</b>	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional Holders	e-voting	NIL	---	---	---	---	----	---
	Poll		---	---	---	---	----	---
	<b>Total</b>		---	---	---	---	----	---
Public – Non Institutions	e-voting		38808	1.57	38808	0	100	0
	Poll		46458	1.88	46458	0	100	0
	<b>Total</b>	<b>2463400</b>	<b>85266</b>	<b>3.45</b>	<b>85266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Grand Total</b>		<b>4251700</b>	<b>758316</b>	41.08	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>



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

Resolution Required:			Ordinary Resolution					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1) * 100]	No. of Votes in favour (4)	No . of votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2) * 100]	% of Votes against on votes polled (7)= [(5)/(2) * 100]
Promoter & promoter Group	e-voting		673050	37.63	673050	0	100	0
	Poll		----	----	----	----	---	---
	<b>Total</b>	<b>1788300</b>	<b>673050</b>	<b>37.63</b>	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional Holders	e-voting	NIL	---	---	---	---	----	---
	Poll		---	---	---	---	----	---
	<b>Total</b>		---	---	---	---	----	---
Public – Non Institutions	e-voting		38808	1.57	38808	0	100	0
	Poll		46458	1.88	46458	0	100	0
	<b>Total</b>	<b>2463400</b>	<b>85266</b>	<b>3.45</b>	<b>85266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Grand Total</b>		<b>4251700</b>	<b>758316</b>	41.08	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>



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

Resolution Required:			Ordinary Resolution					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1) * 100]	No. of Votes in favour (4)	No . of votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2) * 100]	% of Votes against on votes polled (7)= [(5)/(2) * 100]
Promoter & promoter Group	e-voting		673050	37.63	673050	0	100	0
	Poll		----	----	----	----	---	---
	<b>Total</b>	<b>1788300</b>	<b>673050</b>	<b>37.63</b>	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional Holders	e-voting	NIL	---	---	---	---	----	---
	Poll		---	---	---	---	----	---
	<b>Total</b>		---	---	---	---	----	---
Public – Non Institutions	e-voting		38808	1.57	38808	0	100	0
	Poll		46458	1.88	46458	0	100	0
	<b>Total</b>	<b>2463400</b>	<b>85266</b>	<b>3.45</b>	<b>85266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Grand Total</b>		<b>4251700</b>	<b>758316</b>	41.08	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>



4. Alteration of Articles of Association of Company

Resolution Required:			Ordinary Resolution					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1) * 100]	No. of Votes in favour (4)	No . of votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2) * 100]	% of Votes against on votes polled (7)= [(5)/(2) * 100]
Promoter & promoter Group	e-voting		673050	37.63	673050	0	100	0
	Poll		----	----	----	----	---	---
	<b>Total</b>	<b>1788300</b>	<b>673050</b>	<b>37.63</b>	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional Holders	e-voting	NIL	---	---	---	---	----	---
	Poll		---	---	---	---	----	---
	<b>Total</b>		---	---	---	---	----	---
Public – Non Institutions	e-voting		38808	1.57	38808	0	100	0
	Poll		46458	1.88	46458	0	100	0
	<b>Total</b>	<b>2463400</b>	<b>85266</b>	<b>3.45</b>	<b>85266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Grand Total</b>		<b>4251700</b>	<b>758316</b>	41.08	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>





5. To ratify the appointment of Mr. Gowrishankar Narayanaswamy, Independent Director

Resolution Required:			Ordinary Resolution					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1) * 100]	No. of Votes in favour (4)	No. of votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2) * 100]	% of Votes against on votes polled (7) = [(5)/(2) * 100]
Promoter & promoter Group	e-voting		673050	37.63	673050	0	100	0
	Poll		----	----	----	----	---	---
	<b>Total</b>	<b>1788300</b>	<b>673050</b>	<b>37.63</b>	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional Holders	e-voting	NIL	---	---	---	---	----	---
	Poll		---	---	---	---	----	---
	<b>Total</b>		---	---	---	---	----	---
Public – Non Institutions	e-voting		38808	1.57	38808	0	100	0
	Poll		46458	1.88	46458	0	100	0
	<b>Total</b>	<b>2463400</b>	<b>85266</b>	<b>3.45</b>	<b>85266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Grand Total</b>		<b>4251700</b>	<b>758316</b>	41.08	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>



6. To ratify the appointment of Mr. Vinay Vir, Independent Director

Resolution Required:			Ordinary Resolution					
Whether Promoter/ promoter group are interested in resolution:			No					
Promoter/ Public	Mode of Voting	No. of shares held (1)	No. of votes Polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1) * 100]	No. of Votes in favour (4)	No . of votes against (5)	% of Votes in favour on votes polled (6)= [(4)/(2) * 100]	% of Votes against on votes polled (7)= [(5)/(2) * 100]
Promoter & promoter Group	e-voting		673050	37.63	673050	0	100	0
	Poll		----	----	----	----	---	---
	<b>Total</b>	<b>1788300</b>	<b>673050</b>	<b>37.63</b>	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public – Institutional Holders	e-voting	NIL	---	---	---	---	----	---
	Poll		---	---	---	---	----	---
	<b>Total</b>		---	---	---	---	----	---
Public – Non Institutions	e-voting		38808	1.57	38808	0	100	0
	Poll		46458	1.88	46458	0	100	0
	<b>Total</b>	<b>2463400</b>	<b>85266</b>	<b>3.45</b>	<b>85266</b>	<b>0</b>	<b>100</b>	<b>0</b>
<b>Grand Total</b>		<b>4251700</b>	<b>758316</b>	41.08	<b>673050</b>	<b>0</b>	<b>100</b>	<b>0</b>

