



# HYPERSOFT

TECHNOLOGIES LIMITED

CIN-L29309TG1983PLC003912

September 07, 2018

To

BSE Limited  
P J Towers, Dalal Street  
Mumbai – 400 001  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Dear Sir(s)

**Sub: Notice of 35<sup>th</sup> Annual General Meeting to be held on 28<sup>th</sup> September, 2018 for the Financial Year ended 31<sup>st</sup> March, 2018**

**Ref: Scrip Code: 539724**

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, attached here with the Notice of 35<sup>th</sup> Annual General Meeting of the Company scheduled to be held on **Friday, September 28, 2018 at 3:00 PM Registered office of the Company at 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad – 500015, Telangana, India.**

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you

**For HyperSoft Technologies Limited**

**Feroz Russi Bhote**  
**Managing Director**  
**DIN: 00156590**

September 07, 2018

To

BSE Limited  
P J Towers, Dalal Street  
Mumbai – 400 001  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers, 16<sup>th</sup> Floor,  
Dalal Street, Mumbai - 400 001.  
Email : [investors@cdslindia.com](mailto:investors@cdslindia.com)

Dear Sir(s)

**Sub: Intimation of Book closure for the purpose of 35<sup>th</sup> Annual General Meeting**  
**Ref: Scrip Code: 539724**


Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we would like to inform your good office that the **Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2018 to September 28, 2018 (both days inclusive)** for the purpose of 35<sup>th</sup> Annual General Meeting scheduled to be held on **Friday, September 28, 2018 at 3:00 PM Registered office of the Company at 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad – 500015, Telangana, India.**

This is for your information and records.

Kindly acknowledge the receipt.

Thanking you

For **HyperSoft Technologies Limited**

  
**(Feroz Russi Bhote)**  
Managing Director  
DIN: 00156590



## NOTICE

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of **M/s. Hypersoft Technologies Limited (L29309TG1983PLC003912 )** will be held on Friday, **28<sup>th</sup> September, 2018 at 3:00 PM** the Registered office of the Company at 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad – 500015, Telangana to transact the following business:

### Ordinary Business:

1. **To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and Profit & Loss Statement for the year ended on 31<sup>st</sup> March, 2018 together with notes and annexures thereto and the Report of Directors' and Auditors' thereon.**

“RESOLVED THAT the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the Profit and Loss Statement as on that date, together with notes and annexures thereto and the Report of Directors' and Auditors' of the Company be and are hereby considered, adopted and approved.”

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

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

3. **To ratify appointment of M/s. Grandhy & Co, Chartered Accountants as the Statutory Auditors of the Company**

“RESOLVED THAT in pursuant to the provisions of section 139, 142 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 34<sup>th</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2017, the appointment of M/s. Grandhy & Co, Chartered Accountants, bearing Firm Registration Number 001007S as statutory auditors of the Company to hold office till the conclusion of the next 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, 2019.”

### Special Business:

4. **To regularize Mr. Joydip Lahiri (DIN: 07385700) as Independent Director.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Joydip Lahiri (DIN: 07385700), who was appointed as an additional director of the Company by the Board of Directors with effect from 28<sup>th</sup> May, 2018 and



who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Joydip Lahiri, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company for a term of 5 years, with effect from 28<sup>th</sup> May, 2018 up to 27<sup>th</sup> May, 2023 and who is not liable to retire by rotation, be and is hereby approved".

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

**(F. R. Bhote)**

Managing Director

DIN: 00156590

Place: Secunderabad  
Date: 10<sup>th</sup> August, 2018



## NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item No.4 above is annexed hereto. The relevant details of the Directors seeking appointment in pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are annexed.
2. 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.
3. 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, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.
4. A route map giving directions to reach the venue of the 35th Annual General Meeting is given at the end of the Notice.
5. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares will remain closed from 24<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both the days inclusive).
6. M/s. CIL Securities Ltd, Regd. Office: 214, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad -500 001, Telangana 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.
7. 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.
8. Electronic copy of the Annual Report for 2017-2018 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(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.
9. Members may also note that the Notice of the 35<sup>th</sup> Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's Website [www.hypersoftindia.com](http://www.hypersoftindia.com) 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.com**.

10. 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.)
11. 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 35th 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).
12. The Company has appointed Mr. G. 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**
- 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** 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:



<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<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>
DOB	<p>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.</p>
Dividend Bank Details	<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>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant HYPERSOFT TECHNOLOGIES LIMITED on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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 25<sup>th</sup> September, 2018 from 10.00 am and ends on 27<sup>th</sup> September, 2018 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21<sup>st</sup> September, 2018 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:

Mr. Joydip Lahiri (DIN: 07385700), was appointed as an Additional Director of the Company with effect from 28<sup>th</sup> May, 2018, pursuant to Section 161 of the Act and Articles of Association of the Company. Mr. Joydip Lahiri holds office as Director up to the date of the forthcoming Annual General Meeting ('AGM') and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received indicating his intention to propose Mr. Joydip Lahiri for the office of Director at the forthcoming AGM.

Mr. Joydip Lahiri (DIN: 07385700) has completed B.Sc. (Information Technology) from Sikkim Manipal University and PD3D (Professional Diploma in 3D Animation and Visual Effects) from MAAC (Maya Academy of Advanced Cinematics) he had a rich and varied experience in various fields of business of more than 8 years.

**Brief information and experience of Mr. Joydip Lahiri as per the provisions of the Act read with Secretarial Standards issued by Institute of Company Secretaries of India:**

Name	Mr. Joydip Lahiri
Age	34 Years
Qualifications	1. B.Sc. (Information Technology) 2. PD3D (Professional Diploma in 3D Animation and Visual Effects) from MAAC (Maya Academy of Advanced Cinematics).
Experience	More than 8 years
Terms and conditions of re-appointment along with details of remuneration sought to be paid	As disclosed in agenda no. 4 of AGM notice.
Remuneration last drawn	Nil
Date of first appointment on the Board	28 <sup>th</sup> May, 2018
Shareholding in the Company	Nil
Relationship with other Directors/Manager or Key Managerial Personnel	Nil
Number of Board Meetings attended during the Financial year 2017-18	Nil
Other Directorships and Memberships/ Chairmanship of Committees of other Boards	1. Sitka Educations Private Limited

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 except Mr. Joydip Lahiri is interested in this Resolution.



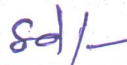
### Additional Information

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 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
Mrs. Geeta Bhote Feroz	06-02-2015	Master Degree in Computer Science	29-04-1955	-	-	-

Place: Secunderabad  
Date: 10<sup>th</sup> August, 2018

For and on behalf of Board of Directors

  
(F.R. Bhote)

Managing Director  
DIN: 00156590