

**LETTER OF OFFER**  
**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Letter of Offer is sent to you as a public equity shareholder(s) of **Hypersoft Technologies Limited**. If you require any clarification about action to be taken, you may consult your stockbroker or investment consultant or Manager to the Offer or Registrar to the Offer. In case you have recently sold your equity shares in **Hypersoft Technologies Limited**, please hand over this Letter of Offer and the accompanying Form of Acceptance-cum-acknowledgement to the member of the stock exchange through whom the said sale was effected.

**OPEN OFFER ("Offer")**

**BY**

**NARRA PURNA BABU**

residing at Kongapadu, Kongapadu Village, Addanki South Addanki (South) (U),  
Prakasam, Andhra Pradesh- 523201, India (Indian Residence) and  
124A Rivervale Drive, #05-193, Singapore- 541124 (Singapore Residence)  
Tel: 9100432479, Email: purna@hypersoftindia.com  
**(hereinafter referred to as "Acquirer")**

**TO ACQUIRE**

**Upto 42,25,442<sup>\*1</sup> Equity Shares of Rs.10/- each at an Offer Price per equity share of Rs. 11 /- each payable in cash, representing 26% of the expanded capital<sup>\*2</sup>, pursuant to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof, from the public shareholders.**

**OF**

**HYPERSOFT TECHNOLOGIES LIMITED**

**(hereinafter referred to as "Target Company")**

**Corporate Identification Number (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, 500081

**Phone:** +91 8143858084; **Email:** info@hypersoftindia.com; **Website:** www.hypersoftindia.com

<sup>\*1</sup>Includes 22,17,160 existing public shareholders as on the Public Announcement date. <sup>\*2</sup>Includes 36,05,000 shares allotted to allottees in the public category pursuant to the preferential issue which has been locked-in for a period of six months from the date of trading approval in accordance with Regulation 167(2) of the SEBI (ICDR) Regulations and are not permitted to be tendered in the open offer in accordance with regulation 167(2) of SEBI ICDR Regulations and if tendered, shall not be accepted in the open offer.

**Please Note:**

- This Offer is being made by the Acquirer pursuant to regulation 3(1), 3(2) & 3(3) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ("**SEBI SAST Regulations**").
- This Offer is not conditional upon any minimum level of acceptance in terms of Regulation 19(1) of SEBI SAST Regulations, 2011.
- To the best of the knowledge of the Acquirer, there are no statutory approvals required for the purpose of this Offer except approval of BSE (Designated Stock Exchange) and Shareholders approval for the Preferential issue of Equity Shares. The Preferential issue of Equity Shares by the Target Company was approved by the shareholders in the Extraordinary General meeting held on 26th April, 2025 and the Target Company has received the in-principle approval on 08th August, 2025 and trading approval on 24th September, 2025 from the Designated Stock Exchange- BSE Limited where shares of the Target Company are Listed. If any statutory approvals become applicable prior to the completion of the Offer, the Offer would also be subject to such statutory approvals.
- If there is any upward revision in the Offer Price/Size at any time prior to the commencement of the last one working day before the commencement of the tendering period in terms of the SEBI SAST Regulations the same would also be informed by way of a Public Announcement in the same newspapers where the original Detailed Public Statement had appeared. If the Offer is withdrawn pursuant to regulation 23, the same would be communicated within two (2) working days by an Announcement in the same newspapers in which the Detailed Public Statement had appeared.
- **This Offer is not a competing bid.**
- **If there are competing bid, the public offers under all the subsisting bids shall open and close on the same date. As per the information available with the Acquirer/ Target Company, no competitive bid has been announced as of the date of this Letter of Offer.**
- The Public Announcement, Corrigendum to the Public Announcement, Detailed Public Statement, Draft Letter of Offer and this Letter of Offer (including Form of Acceptance cum Acknowledgment) are also available on the website of Securities and Exchange Board of India ("**SEBI**") at [www.sebi.gov.in](http://www.sebi.gov.in)

**MANAGER TO THE OFFER**

**REGISTRAR TO THE OFFER**



**Finshore Management Services Limited,**  
Anandlok Block A, Room-207,  
227, AJC Bose Road, Kolkata-700020  
Tel: 91-033 4603 2561  
Website: [www.finshoregroup.com](http://www.finshoregroup.com)  
Investor Grievance email id: [investors@finshoregroup.com](mailto:investors@finshoregroup.com)  
Contact Person: Mr. S Ramakrishna Iyengar  
SEBI Registration No: INM000012185  
CIN No: U74900WB2011PLC169377

**CIL Securities Limited,**  
214, Raghava Ratna Towers, Chirag Ali Lane,  
Abids, Hyderabad, Telangana, 500001, India  
Tel.: 040 - 69011158  
Website: [www.cilsecurities.com](http://www.cilsecurities.com)  
Investor Grievance email id: [complaints@cilsecurities.com](mailto:complaints@cilsecurities.com)  
Contact Person: Mr. Krishna Kumar Maheshwari  
SEBI Registration Number: INR000002276  
CIN: L67120TG1989PLC010188

**OFFER OPENS ON: Monday, 20<sup>th</sup> October, 2025**

**OFFER CLOSES ON: Tuesday, 04<sup>th</sup> November, 2025**

## SCHEDULE OF THE MAJOR ACTIVITIES OF THE OFFER

| Nature of the Activity                                                                                                                                                            | Original Schedule of Activities (as disclosed in the Draft Letter of Offer) |           | Revised Schedule of Activities  |           |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-----------|---------------------------------|-----------|
|                                                                                                                                                                                   | Date                                                                        | Day       | Date                            | Day       |
| Date of Public Announcement                                                                                                                                                       | 28 <sup>th</sup> March, 2025                                                | Friday    | 28 <sup>th</sup> March, 2025    | Friday    |
| Corrigendum to the Public Announcement                                                                                                                                            | 4 <sup>th</sup> April, 2025                                                 | Friday    | 4 <sup>th</sup> April, 2025     | Friday    |
| Publication of Detailed Public Statement in newspapers                                                                                                                            | 7 <sup>th</sup> April, 2025                                                 | Monday    | 7 <sup>th</sup> April, 2025     | Monday    |
| Filing of draft letter of offer with SEBI along with soft copies of Public Announcement and detailed Public Statement                                                             | 16 <sup>th</sup> April, 2025                                                | Wednesday | 16 <sup>th</sup> April, 2025    | Wednesday |
| Last date for a competing offer                                                                                                                                                   | 2 <sup>nd</sup> May, 2025                                                   | Friday    | 2 <sup>nd</sup> May, 2025       | Friday    |
| Last date for receipt of comments from SEBI on the draft Letter of Offer (in the event SEBI has not sought clarification or additional information from the Manager to the Offer) | 9 <sup>th</sup> May, 2025                                                   | Friday    | 1 <sup>st</sup> October, 2025** | Wednesday |
| Identified Date*                                                                                                                                                                  | 14 <sup>th</sup> May, 2025                                                  | Wednesday | 6 <sup>th</sup> October, 2025   | Monday    |
| Last date for dispatch of the Letter of Offer to the public shareholders of the Target Company as on the identified Date                                                          | 21 <sup>st</sup> May, 2025                                                  | Wednesday | 13 <sup>th</sup> October, 2025  | Monday    |
| Last date for upward revision of the Offer Price and / or the Offer Size                                                                                                          | 26 <sup>th</sup> May, 2025                                                  | Monday    | 16 <sup>th</sup> October, 2025  | Thursday  |
| Last date by which the recommendation of the committee of independent directors of the Target Company will be published.                                                          | 23 <sup>rd</sup> May, 2025                                                  | Friday    | 15 <sup>th</sup> October, 2025  | Wednesday |
| Date of public announcement for opening of the Offer in the newspapers where the DPS has been published.                                                                          | 27 <sup>th</sup> May, 2025                                                  | Tuesday   | 17 <sup>th</sup> October, 2025  | Friday    |
| Date of Commencement of tendering period                                                                                                                                          | 28 <sup>th</sup> May, 2025                                                  | Wednesday | 20 <sup>th</sup> October, 2025  | Monday    |
| Date of Closing of tendering period                                                                                                                                               | 10 <sup>th</sup> June, 2025                                                 | Tuesday   | 4 <sup>th</sup> November, 2025  | Tuesday   |
| Last date of communicating rejection/acceptance and payment of consideration for accepted tenders/return of unaccepted Equity Shares.                                             | 24 <sup>th</sup> June, 2025                                                 | Tuesday   | 19 <sup>th</sup> November, 2025 | Wednesday |

*(\*) Identified date is only for the purpose of determining the names of the shareholders as on such date to whom the Letter of Offer would be sent. All shareholders (registered or unregistered) of equity shares of the Target Company (except Acquirer, allottees in the public category pursuant to the preferential issue and Other Promoter) are eligible to participate in the Offer any time before the closure of the Offer.*

*(\*\*) Actual date of receipt of SEBI Comments*

## **RISK FACTORS**

The risk factors set forth below pertain to the underlying transaction, this Open Offer and are not intended to be a complete analysis of all risks in relation to this Open Offer or in association with the Acquirer or the Target Company, but are only indicative. The risk factors set forth below do not relate to the present or future business or operations of the Target Company and any other related matters. These are neither exhaustive nor intended to constitute a complete analysis of the risks involved in participation or otherwise by a Public Shareholder in this Open Offer, but are merely indicative. Public Shareholders are advised to consult their stock brokers, tax advisers and/ or investment advisers/consultants, for analyzing all the risks with respect to their participation in this Open Offer.

### **Relating to the Transaction and Open Offer:**

- a. On 28<sup>th</sup> March, 2025 the Board of Directors of Target Company in its meeting considered and approved the preferential allotment of 1,20,00,000 (One Crore Twenty Lakhs) equity shares at a price of Rs. 10/- per equity share, wherein Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd., in lieu of which is issuing as consideration 1,20,00,000 Equity Shares by way of share swap to Mr. Narra Purna Babu (Acquirer)(83,95,000 shares), Mr. Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Mr. Nikesh Ballapu (2,500 shares). The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd and Nikesh Ballapu will be in the capacity of public shareholders of Hypersoft.
- b. To the best of the knowledge and belief of the Acquirer, no statutory or regulatory approvals are required by the Acquirer to complete this Open Offer except approval of BSE (Designated Stock Exchange) and Shareholder's approval for the Preferential issue of Equity Shares. The Preferential issue of Equity Shares by the Target Company was approved by the shareholders in the Extraordinary General meeting held on 26th April, 2025 and the Target Company has received the in-principle approval from the Designated Stock Exchange- BSE Limited where shares of the Target Company are Listed ("BSE") on 08th August, 2025 and Trading Approval on 24th September, 2025. However, in case of any statutory or regulatory approvals being required by the Acquirer at a later date, this Open Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. In case of delay in receipt of any such statutory or regulatory approvals, as per Regulation 18(11) and 18(11A) of the SEBI SAST Regulations, SEBI may, if satisfied, that non-receipt of such approvals was not attributable to any willful default, failure or neglect on the part of the Acquirer to diligently pursue such approvals, grant an extension of time for the purpose of completion of this Open Offer, subject to the Acquirer agreeing to pay interest to the Public Shareholders for delay beyond 10<sup>th</sup> Working Day from the date of Closure of Tendering Period, at such rate as may be specified by SEBI. Where the statutory or regulatory approvals extend to some but not all the Public Shareholders, the Acquirer shall have the option to make payment of the consideration to such Public Shareholders in respect of whom no statutory or regulatory approvals are required in order to complete this Offer in respect of such Public Shareholders.
- c. The acquisition of the Offer Shares from NRIs and erstwhile OCBs is subject to the approval or exemption from the RBI. Where any such statutory or regulatory approval or exemption extends to some but not all of the Public Shareholders, the Acquirer shall have the option to make payment to such Public Shareholders in respect of whom no statutory or regulatory approvals or exemptions are required in order to complete this Offer. Notwithstanding the RBI approval sought by the Acquirer, any NRIs and OCBs may also choose to apply for all requisite approvals required to tender their respective Offer Shares and submit such approvals along with the Form of Acceptance-cum-Acknowledgement and other documents required to accept this Offer.
- d. In the event that either (a) the statutory or regulatory approvals, if any required, are not received in a timely manner (b) there is any order of a governmental authority or litigation leading to a stay/injunction on the Open Offer or that restricts/restrains the Acquirer from performing its obligations hereunder, or

- (c) SEBI instructing the Acquirer not to proceed with the Open Offer, then the Open Offer process may be delayed beyond the schedule of activities indicated in this Letter of Offer. Consequently, the payment of consideration to the Public Shareholders of Target Company, whose Equity Shares have been accepted in the Open Offer as well as the return of Equity Shares not accepted by the Acquirer in the Open Offer, may be delayed.
- e. Public Shareholders who have lodged their acceptance to this Open Offer shall not be entitled to withdraw such acceptance during the Tendering Period, even if the acceptance of the Equity Shares in this Open Offer and dispatch of consideration is delayed.
  - f. The Equity Shares tendered in the Offer and documents will be held in the pool account of the broker/ in trust by the Clearing Corporation/Registrar to the Offer, till the process of acceptance of tenders and the payment of consideration is completed. The Public Shareholders will not be able to trade in such Equity Shares during such period. During such period, there may be fluctuations in the market price of the Equity Shares. The Acquirer makes no assurance with respect to the market price of the Equity Shares both during the period that the Offer is open and upon completion of the Offer and disclaims any responsibility with respect to any decision by the Public Shareholders on whether or not to participate in the Offer.
  - g. This Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. Recipients of this Letter of Offer resident in jurisdictions outside India should inform themselves of and observe any applicable legal requirements. This Open Offer is not directed towards any person or entity in any jurisdiction or country where the same would be contrary to the applicable laws or regulations or would subject the Acquirer or the Manager to the Offer to any new or additional registration requirements. This is not an offer for sale, or a solicitation of an offer to buy in the United States of America and cannot be accepted by any means or instrumentality from within the United States of America.
  - h. Public Shareholders are advised to consult their respective stockbroker, legal, financial, tax, investment or other advisors and consultants of their choosing, if any, for assessing the tax liability pursuant to this Open Offer, or in respect of other aspects such as the treatment that may be given by their respective assessing officers in their case and further risks with respect to their participation in the Open Offer, and related transfer of Equity Shares to the Acquirer, and the appropriate course of action that they should take. The Acquirer and the Manager to the Offer do not accept any responsibility for the accuracy or otherwise of the tax provisions set forth in this Letter of Offer, and all shareholders should independently consult their respective tax advisors.
  - i. The Acquirer and the Manager to the Offer accepts no responsibility for statements made otherwise than in the PA, the DPS, Draft Letter of Offer and this Letter of Offer or in any advertisement or any materials issued by or at the instance of the Acquirer. Any persons placing reliance on any other source of information (not released by the Acquirer or the Manager to the Offer) will be doing so at his/her/their own risk.
  - j. This Offer is subject to completion risks as would be applicable to similar transactions.

**Relating to the Acquirer:**

- a. The Acquirer and Manager to the Offer makes no assurances with respect to their investment/divestment decisions relating to their proposed shareholding in the Target Company.
- b. The Acquirer and Manager to the Offer makes no assurances with respect to the continuation of the past trend in the financial performance or the future performance of the Target Company.
- c. The Acquirer and Manager to the Offer makes no assurances with respect to the market price of the Equity Shares before, during or after the Offer and expressly disclaims any responsibility or obligation of any kind (except as required under applicable law) with respect to any decision by any Public Shareholder on whether to participate or not to participate in the Offer.
- d. If the public shareholding in the Target Company falls below the prescribed minimum level required for continued listing as a result of the Open Offer and/or the underlying transaction, the Acquirer is required to take appropriate action in compliance with applicable securities laws in India to ensure compliance with the conditions of the SCRR and the SEBI LODR Regulations. Any failure to do so could have an adverse effect on the price of the Equity Shares of the Target Company.
- e. For the purpose of disclosures in the PA, Corrigendum to the PA or DPS or Draft Letter of Offer or this Letter of Offer in relation the Target Company and/or the Seller, the Acquirer has relied on the information published or provided by the Target Company and/or the Seller, as the case may be, or publicly available sources and have not independently verified the accuracy of details of the Target Company and/or the Seller. The Acquirer does not accept any responsibility with respect to any misstatement by the Target Company and/or the Seller in relation to such information.

**THE RISK FACTORS SET FORTH ABOVE ARE NOT A COMPLETE ANALYSIS OF ALL RISKS IN RELATION TO THE UNDERLYING TRANSACTION, THE OFFER OR IN ASSOCIATION WITH THE ACQUIRER AND ARE ONLY INDICATIVE IN NATURE.**

**Currency of Presentation:**

- a. In this Letter of Offer, all references to “Rs.” / “Rupees” / “INR” / “₹” are references to Indian Rupee(s), the official currency of India.
- b. In this Letter of Offer, any discrepancy in any table between the total and sums of the amounts listed are due to rounding off and/or regrouping.

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## 1. DEFINITIONS AND ABBREVIATIONS

| Term                                                                                        | Definition/Abbreviation                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Acquirer or The Acquirer                                                                    | Mr. Narra Purna Babu (Hereinafter referred to as “Acquirer”)                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Board of Directors                                                                          | The Board of Directors of the Target Company                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Book Value                                                                                  | Book Value of each Equity Share as on the date referred to                                                                                                                                                                                                                                                                                                                                                                                                                             |
| BSE                                                                                         | BSE Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Buying Broker                                                                               | Stock broker appointed by the Acquirer for the purpose of this Open Offer i.e. CIL Securities Limited, having registered office at 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad- 500001, Telangana, India                                                                                                                                                                                                                                                              |
| CDSL                                                                                        | Central Depository Services (India) Limited                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Closure of Tendering Period                                                                 | The day on which the tendering by the public shareholders closes                                                                                                                                                                                                                                                                                                                                                                                                                       |
| CIN                                                                                         | Corporate Identification Number                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| Companies Act                                                                               | The Companies Act, 1956, as amended and the Companies Act, 2013, as amended, as the case may be                                                                                                                                                                                                                                                                                                                                                                                        |
| Clearing Corporation                                                                        | Clearing Corporation of Stock Exchanges                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Detailed Public Statement or DPS                                                            | Detailed Public Statement of the Open Offer made by the Acquirer, which appeared in the newspapers as mentioned in para 3.2.2                                                                                                                                                                                                                                                                                                                                                          |
| Depositories                                                                                | CDSL and NSDL                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Designated Stock Exchange                                                                   | BSE Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| DIN                                                                                         | Director Identification Number                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| DP                                                                                          | Depository Participant                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Draft Letter of Offer/DLOF                                                                  | The Draft Letter of Offer dated 16 <sup>th</sup> April, 2025                                                                                                                                                                                                                                                                                                                                                                                                                           |
| Eligible Person(s) / Eligible Shareholder(s) for the Offer/Public Shareholders              | All shareholders / beneficial owners (registered or otherwise) of the shares of the Target Company except the Acquirer, allottees in the public category pursuant to the preferential issue and the other Promoter.                                                                                                                                                                                                                                                                    |
| EPS                                                                                         | Earnings per Equity Share                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Escrow Account                                                                              | The account opened with Escrow Bank under the name and title “FMSL_HYPERSOFT_OPEN OFFER ESCROW ACCOUNT” bearing Account No. 000405162875                                                                                                                                                                                                                                                                                                                                               |
| Escrow Agreement                                                                            | Escrow Agreement dated 28 <sup>th</sup> March, 2025, entered amongst the Acquirer, Escrow Bank and Manager to the Offer.                                                                                                                                                                                                                                                                                                                                                               |
| Escrow Bank                                                                                 | ICICI Bank Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Equity Shares                                                                               | Fully paid-up equity share of the Target Company of face value Rs. 10/- each                                                                                                                                                                                                                                                                                                                                                                                                           |
| Expanded capital/Emerging fully diluted voting Equity share capital/Emerging Voting Capital | The total shares of the Target Company as of the 10 <sup>th</sup> Working day from the closure of tendering period after considering all the potential increases in the number of outstanding shares during the offer period contemplated as of the date of the public announcement. The expanded capital comprises of Existing Equity Share Capital as on the Public Announcement date i.e., 42,51,700 shares and Shares allotted in the Preferential Issue i.e., 1,20,00,000 shares. |
| FEMA                                                                                        | Foreign Exchange Management Act, 1999, as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                   |
| FII                                                                                         | Foreign Institutional Investor registered with SEBI                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Finshore/FMSL/Manager to the Offer/MB/Merchant Banker                                       | Finshore Management Services Limited, the Merchant Banker appointed by the Acquirer pursuant to Regulation 12 of the SEBI SAST Regulations, 2011 having registered office at Anandlok Block A, Room-207, 227, AJC Bose Road, Kolkata-700020                                                                                                                                                                                                                                            |
| Form of Acceptance/FOA                                                                      | Form of Acceptance cum Acknowledgement                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| FY                                                                                          | Financial Year                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Hypersoft Technologies Limited/Hypersoft/ Target Company                                    | A company incorporated under the Companies Act, 1956 and having its 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, 500081.”                                                                                                                                                                                                                                |

|                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Identified Date                                                                                   | The date, falling on the 10 <sup>th</sup> Working Day prior to the commencement of the Tendering Period, for the purpose of determining the names of shareholders as on such date to whom the Letter of Offer will be sent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Income Tax Act                                                                                    | The Income Tax Act, 1961 as amended.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| KYC                                                                                               | Know Your Client                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| Listing Agreement                                                                                 | Equity Listing Agreement with each of the stock exchanges in India, as amended from time to time.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Letter of Offer                                                                                   | This Letter of Offer dated 6 <sup>th</sup> October, 2025                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| NAV                                                                                               | Net Asset Value per Equity Share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| NRIs                                                                                              | Non-Resident Indians and Persons of Indian origin residing abroad                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| NSDL                                                                                              | National Securities Depository Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Offer /Open Offer                                                                                 | This Open Offer, being made by the Acquirer to the public shareholders of the Target Company, to acquire upto 42,25,442 <sup>*1</sup> fully paid-up equity shares of face value of Rs. 10/-each, representing 26% of the expanded capital <sup>*2</sup> of the Target Company.<br><sup>*1</sup> Includes 22,17,160 existing public shareholders as on the Public Announcement date.<br><sup>*2</sup> Includes 36,05,000 shares allotted to allottees in the public category pursuant to the preferential issue which has been locked-in for a period of six months from the date of trading approval in accordance with Regulation 167(2) of the SEBI (ICDR) Regulations and are not permitted to be tendered in the open offer in accordance with regulation 167(2) of SEBI ICDR Regulations and if tendered, shall not be accepted in the open offer |
| Offer Price                                                                                       | Rs. 11/- (Rupees Eleven only) per fully paid-up equity share of Rs. 10/- each.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Offer Period                                                                                      | Period from the date of Public Announcement to make Open offer to the date on which the payment of consideration to the shareholders whose Equity Shares are accepted in this Open Offer, is made, or the date on which this Open Offer is withdrawn, as the case may be.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| PA /Public Announcement                                                                           | Public Announcement of the Open Offer issued by the Manager to the Offer, on behalf of the Acquirer on 28 <sup>th</sup> March, 2025 (read along with the Corrigendum to PA dated 4 <sup>th</sup> April, 2025).                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| PAN                                                                                               | Permanent Account Number                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| PAT                                                                                               | Profit after Tax                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| PBDIT                                                                                             | Profit Before Depreciation, Interest and Tax                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| PBT                                                                                               | Profit Before Tax                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Promoters                                                                                         | Mr. Narra Purna Babu and Mr. Sudhakara Varma Yarramraju                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Public Shareholders                                                                               | All equity shareholders of the Target Company other than members of the Promoter and Promoter Group of the Target Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| RBI                                                                                               | Reserve Bank of India.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Registrar/ Registrar to the Offer                                                                 | CIL Securities Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Regulations / SEBI SAST Regulations, 2011/ SEBI SAST Regulations/ SAST Regulations/ Takeover Code | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereof.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Rs. or Rupees or INR or ₹                                                                         | Indian Rupees.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| RTGS                                                                                              | Real Time Gross Settlement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| SCRR                                                                                              | Securities Contract (Regulations) Rules, 1957 and subsequent amendments thereto.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| SEBI                                                                                              | Securities and Exchange Board of India                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| SEBI Act                                                                                          | Securities and Exchange Board of India Act, 1992 and subsequent amendments thereto.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

|                       |                                                                                                                                                                       |
|-----------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| SEBI LODR Regulations | Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subsequent amendments thereof                         |
| SEBI SAST Regulations | Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and subsequent amendments thereof                         |
| Selling Broker        | Respective stock brokers of all Shareholders who desire to tender their Equity Shares under the Open Offer                                                            |
| Stock Exchange        | BSE Limited                                                                                                                                                           |
| Tendering period      | Period within which shareholders may tender their shares in acceptance of this open offer i.e. from 20 <sup>th</sup> October, 2025 to 4 <sup>th</sup> November, 2025. |
| TRS                   | Transaction Registration Slips                                                                                                                                        |
| Working Day           | A working day of SEBI, as defined in the SEBI SAST Regulations                                                                                                        |

Note: All terms beginning with a capital letter used in this Letter of Offer, but not otherwise defined herein, shall have the meaning ascribed thereto in the SEBI SAST Regulations unless specified.

## 2. DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT FILING OF LETTER OF OFFER WITH SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED, VETTED OR APPROVED BY SEBI. THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI FOR A LIMITED PURPOSE OF OVERSEEING WHETHER THE DISCLOSURES CONTAINED THEREIN ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI SAST REGULATIONS. THIS REQUIREMENT IS TO FACILITATE PUBLIC SHAREHOLDERS OF HYPERSOFT TECHNOLOGIES LIMITED TO TAKE AN INFORMED DECISION WITH REGARD TO THE OFFER. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR FINANCIAL SOUNDNESS OF THE ACQUIRER OR FOR THE COMPANY WHOSE SHARES/CONTROL IS PROPOSED TO BE ACQUIRED OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE ACQUIRER PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS LETTER OF OFFER, THE MANAGER TO THE OFFER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ACQUIRER DULY DISCHARGES ITS RESPONSIBILITY ADEQUATELY. IN THIS BEHALF, AND TOWARDS THIS PURPOSE, THE MANAGER TO THE OFFER, FINSHORE MANAGEMENT SERVICES LIMITED HAS SUBMITTED A DUE DILIGENCE CERTIFICATE DATED 16<sup>TH</sup> APRIL, 2025 TO SEBI IN ACCORDANCE WITH THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENT(S) THEREOF. THE FILING OF THE LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ACQUIRER FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER.”

## 3. DETAILS OF THE OFFER

### 3.1 Background to the Offer

3.1.1 This mandatory offer (the “Offer” or “Open Offer”) is being made by the Acquirer to the equity shareholders of Hypersoft Technologies Limited in compliance with Regulations 3(1), 3(2) and 3(3) of SEBI (SAST) Regulations as a result of a direct substantial acquisition of Equity Shares and voting rights in the Target Company by the Acquirer, pursuant to the Preferential Allotment of Equity shares for consideration other than cash.

- (a) On 28<sup>th</sup> March, 2025 the Board of Directors of Target Company in its meeting considered and approved the preferential allotment of 1,20,00,000 (One Crore Twenty Lakhs) equity shares at a price of Rs. 10/- per equity share, wherein Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd. in lieu of which is issuing as consideration 1,20,00,000 Equity Shares by way of share swap to Narra Purna Babu (Acquirer)(83,95,000 shares), Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares). The preferential issue made to Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd and Nikesh Ballapu is in the capacity of public shareholders of Hypersoft.

The price per common stock of NX Global Pte. Ltd. whose shares are purchased by Hypersoft is determined as per Internationally accepted valuation methodology on arm’s length basis by Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004 and the Value derived is Rs. 2.50/- per common Stock as per the valuation Report dated 28<sup>th</sup> March, 2025.

Based on the report of Registered Valuer, Hypersoft will Issue 1 (One) share for every 4 (Four) shares of NX Global Pte. Ltd.

NX Global Pte. Ltd. is registered in Singapore and has its office at 105 Cecil Street, #22-88, The Octagon, Singapore- 069534. The said transaction will result in NX Global Pte. Ltd. becoming 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. shall become step down subsidiary of Hypersoft Technologies Limited.

#### Shareholding pattern of NX Global Pte. Ltd.

| Name                                                | Number of shares held in NX Global Pte. Ltd | %      |
|-----------------------------------------------------|---------------------------------------------|--------|
| Mr. Narra Purna Babu                                | 3,35,80,000                                 | 69.96% |
| Mr. Piyush Bhandari                                 | 10,000                                      | 0.02%  |
| Valueforge Innovations Pte. Ltd                     | 96,00,000                                   | 20.00% |
| Vertexiq Pte. Ltd.                                  | 40,00,000                                   | 8.33%  |
| Voyager Partners Global Management Advisors Pte Ltd | 8,00,000                                    | 1.67%  |
| Mr. Nikesh Ballapu                                  | 10,000                                      | 0.02%  |

BSE vide its letter dated 8<sup>th</sup> August, 2025 accorded in principal approval for the Preferential issue. BSE has also given Trading approval vide its approval dated 24<sup>th</sup> September, 2025. The 1,20,00,000 (One Crore Twenty Lakhs) equity shares allotted pursuant to preferential issue has been kept in the share escrow account. The said shares has been locked in as below:

Narra Purna Babu (Acquirer)(83,95,000 shares) : 32,50,340 shares are locked-in till 31-03-2027 (18 months), and 51,44,660 shares are locked in till 31-03-2026 (6 months).

Piyush Bhandari (2,500 shares), Valueforge Innovations Pte. Ltd. (24,00,000 shares), Vertexiq Pte. Ltd. (10,00,000 shares), Voyager Partners Global Management Advisors Pte. Ltd (2,00,000 shares), Nikesh Ballapu (2,500 shares)- Shares are locked in till 31-03-2026 (6 months).

The Acquirer in the Open Offer, hereby undertake and confirm that, except for Mr. Piyush Bhandari being a common shareholder with him holding 10,000 shares constituting 0.02% of the total shareholding in NX Global Pte. Ltd. there exists no direct or indirect relationship between him and the Ultimate Beneficial Owners (UBOs) of the entities given below:

UBOs of Valueforge Innovations Pte Ltd, Vertexiq Pte. Ltd, Voyager Partners Global Management Advisors Pte. Ltd are as follows:

| Name of the entity                                   | UBO                                                                                                |
|------------------------------------------------------|----------------------------------------------------------------------------------------------------|
| Valueforge Innovations Pte. Ltd.                     | Guduri Venkata Sesha Rao                                                                           |
| Vertexiq Pte. Ltd.                                   | Shiji Ponnempalath Upendranath                                                                     |
| Voyager Partners Global Management Advisors Pte. Ltd | i. Piyush Bhandari<br>ii. Anurag Kamlesh Bangad<br>iii. Vivek Kumar Tapdia*<br>iv. Kavita Tapadia* |

\*Voyager Partners Management Advisors Pte. Ltd holds 45% in Voyager Partners Global Management Advisors Pte. Ltd. VKT Advisors LLP holds 100% of Voyager Partners Management Advisors Pte. Ltd. UBO of VKT Advisors LLP are Vivek Kumar Tapdia and Kavita Tapadia.

Pursuant to Regulation 22(2)(A) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Equity Shares so allotted to the preferential allottees pursuant to the Preferential Issue has been kept in a separate Shares Escrow Account opened for that purpose and shall not be transferred to the account of the Preferential allottees till the completion of the Open Offer. Further, the allottees shall not exercise any voting rights over such shares kept in the escrow account till the completion of the Open Offer.

3.1.2 The Acquirer holds 10,53,385 Equity Shares in the Target Company as on date of Public Announcement. Subsequently, on 13<sup>th</sup> August 2025, 83,95,000 shares were allotted to the Acquirer pursuant to the preferential issue, which has been deposited into the demat escrow account.

3.1.3 The Acquirer is on the board of directors of the Target Company as on the date of this LOF and does not intend to reconstitute the Board of Directors of the Target Company.

3.1.4 The Acquirer has not been prohibited by SEBI from dealing in securities, in terms of direction under section 11B of the SEBI Act or under any of the Regulations made under the SEBI Act.

3.1.5 As per Regulations 26(6) and 26(7) of the SEBI SAST Regulations, the Board of Directors of the Target Company is required, upon receipt of the Detailed Public Statement, to constitute a Committee of Independent Directors to provide their reasoned recommendations on the Offer. The reasoned recommendations are required to be published in the same newspapers in which the Detailed Public Statement was published by no later than 15<sup>th</sup> October, 2025 and simultaneously a copy of such recommendations is required to be sent to SEBI, the Stock Exchange and to the Manager to the Offer.

3.1.6 The Acquirer is Promoter of Target Company.

3.1.7 This Offer is not pursuant to any open market purchase or a global acquisition resulting in indirect acquisition of the Target Company.

## 3.2 Details of the Proposed Offer

3.2.1 The PA announcing the Open Offer, under Regulations 3(1), 3(2), 3(3) read with Regulation 15(1) of the SEBI SAST Regulations, was made on 28<sup>th</sup> March, 2025 to the Stock Exchange and a copy thereof was also filed with SEBI and sent to the Target Company. The corrigendum to Public Announcement was sent to Stock Exchange and a copy thereof was also filed with SEBI and sent to the Target Company on 4<sup>th</sup> April, 2025.

3.2.2 A Detailed Public Statement as per Regulation 14(3) of SEBI SAST Regulations, 2011 pursuant to Public Announcement made by the Acquirer has appeared in the following newspapers, on 7<sup>th</sup> April, 2025:

| Name of the Newspaper | Language | Edition                |
|-----------------------|----------|------------------------|
| Financial Express     | English  | English National Daily |
| Jansatta              | Hindi    | Hindi National Daily   |
| Pratahkal             | Marathi  | Mumbai                 |
| Prabhatha Velugu      | Telugu   | Hyderabad              |

The DPS was also submitted to SEBI and the Stock Exchange and sent to the Target Company on 7<sup>th</sup> April, 2025.

3.2.3 A copy of the PA, Corrigendum to PA and DPS for the Open Offer is also available on the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in))

3.2.4 This Offer is being made by the Acquirer, in accordance with Regulation 3(1), 3(2) and 3(3) of the SEBI SAST Regulations, to the Public Shareholders of the Target Company, to acquire up to 42,25,442<sup>1</sup> Equity Shares ("**Offer Shares**"), constituting 26% of the expanded capital<sup>2</sup> at a price of Rs. 11/- (Rupees Eleven only) ("**Offer Price**") aggregating to Rs. 4,64,79,862/- (Rupees Four Crores Sixty Four Lakhs Seventy Nine Thousand Eight Hundred and Sixty-Two Only) ("**Offer Consideration**"). The Offer Price will be payable in cash by the Acquirer, in accordance with the provisions of Regulation 9(1)(a) of the SEBI SAST Regulations. <sup>1</sup>Includes 22,17,160 existing public shareholders as on the Public Announcement date. <sup>2</sup>Includes 36,05,000 shares allotted to allottees in the public category pursuant to the preferential issue which has been locked-in for a period of six months from the date of trading approval in accordance with Regulation 167(2) of the SEBI (ICDR) Regulations and are

not permitted to be tendered in the open offer in accordance with regulation 167(2) of SEBI ICDR Regulations and if tendered, shall not be accepted in the open offer

- 3.2.5 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations and there is no competing offer.
- 3.2.6 The Open Offer is unconditional and not subject to any minimum level of acceptance from the shareholders of the Target Company, in terms of Regulation 19(1) of the SEBI SAST Regulations.
- 3.2.7 The Acquirer confirms that, there are no persons acting in concert with it in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI SAST Regulations and the equity shares tendered and accepted pursuant to the Offer will be acquired by the Acquirer only.
- 3.2.8 The Manager to the Offer, Finshore Management Services Limited does not hold any Equity Shares in the Target Company as at the date of PA. The Manager to the Offer further declares and undertakes that it will not deal on its own account in the Equity Shares of the Target Company during the Offer Period.
- 3.2.9 The Acquirer vide letter dated 6<sup>th</sup> October, 2025, has confirmed that he has not acquired any Equity Shares of the Target Company after the date of PA i.e 28<sup>th</sup> March, 2025 and up to the date of this Letter of Offer except the shares allotted under preferential issue which are deposited in escrow account and are locked-in in terms of SEBI (ICDR) Regulations
- 3.2.10 Details of penalties levied by SEBI on the Manager to the Offer are as follows:

| Sl. No | Regulator | Details of penalties                                                                                                                                                              | Implication      | Current status of such actions and details of penalty paid                                                |
|--------|-----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------------------------------------------------------------------------------------------|
| 1      | SEBI      | Penalty under Section 15HB of the SEBI Act pursuant to inspection for the period April 01, 2021 to March 31, 2022                                                                 | Monetary Penalty | Rs. 4 Lakhs paid on June 04, 2024 as per SEBI A.O. No. Order/PB/UR/2024-25/30378-30377 dated May 30, 2024 |
| 2      | SEBI      | Penalty under Section 15A(a) of the SEBI Act pursuant to inspection for the period April 01, 2021 to March 31, 2022                                                               |                  | Rs. 1 Lakh paid on June 04, 2024 as per SEBI A.O. No. Order/PB/UR/2024-25/30378-30377 dated May 30, 2024  |
| 3      | SEBI      | Penalty under section 15HB of the SEBI Act for failure to carry out adequate due diligence with respect to veracity and adequacy of disclosures in the offer document /prospectus |                  | Rs. 2 Lakhs paid on May 26, 2025 as per SEBI A.O. No. Order/AK/RK/2025-26/31410 dated May 19, 2025        |

- 3.2.11 The Equity Shares of the Target Company acquired by the Acquirer shall be free from all liens, charges and encumbrances together with all rights attached thereto, including the right to all dividends, bonus and rights offer declared hereafter.
- 3.2.12 All Equity Shares validly tendered by the Public Shareholders will be acquired by the Acquirer in accordance with the terms and conditions contained in the DPS and this Letter of Offer.
- 3.2.13 Upon completion of the Offer, assuming full acceptances in the Offer, the Acquirer shall hold 1,16,65,545 Equity Shares constituting 71.78% of the emerging fully diluted voting equity share capital of the Target Company. As per Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 19A of the Securities Contract (Regulation) Rules, 1957, as amended ("SCRR"), the

Target Company is required to maintain at least 25% public shareholding, on a continuous basis for listing. If, pursuant to this Open Offer, the public shareholding in the Target Company reduces below the minimum level required as per the listing agreement entered into by the Target Company with BSE Limited and read with Rule 19A of the SCRR, the Acquirer hereby undertakes that his shareholding in the Target Company will be reduced, within the time period specified in the SCRR, such that the Target Company complies with the required minimum level of public shareholding.

### **3.3 Object of the Acquisition**

- 3.3.1 The Offer is being made under Regulations 3(1), 3(2) and 3(3) of the SEBI SAST Regulations to comply with the applicable requirements of the SEBI (SAST) Regulations with respect to the substantial acquisition of shares/voting rights of the Target Company.
- 3.3.2 The prime objective of the Acquirer for undertaking the Underlying Transaction is as stated below: Hypersoft's acquisition of NX Global Pte. Ltd. along with its subsidiaries is set to establish an immediate international presence, particularly in the USA and Asia-Pacific regions, thereby expanding Hypersoft's global footprint. This acquisition allows for the diversification of Hypersoft's service portfolio by combining NX Global's IT and business consulting expertise with its own offerings, leading to a more comprehensive range of services. Additionally, the transaction aims to achieve operational efficiencies through streamlined processes, shared technology platforms, and optimized resource utilization, resulting in cost savings and enhanced service delivery. By leveraging NX Global's skilled talent pool, Hypersoft enhances its capacity to undertake complex projects while boosting financial performance through diversified revenue streams, existing client contacts, and the establishment of a dedicated Offshore Delivery Center and Global Capability Center under Hypersoft.
- 3.3.3 After the completion of this Open Offer and pursuant to the aforesaid Preferential Issue, the Acquirer will hold majority Equity Shares in the Target Company.
- 3.3.4 The Acquirer proposes to do the business as permitted in the object clause of the Target Company and may diversify its business activities in future with prior approval of the shareholders of the Target company and such statutory and/or regulatory authority, as may be applicable in due compliance with the applicable laws. The Acquirer reserves the right to modify the present structure of the business in a manner which is useful to the larger interest of the shareholders. Any change in the structure that may be carried out, will be in accordance with the laws applicable.
- 3.3.5 The Acquirer has no plans to alienate any significant assets of the Target Company for a period of two years except in the ordinary course of business. The Target Company's future policy for disposal of its assets, if any, for two years from the completion of Offer will be decided by its Board of Directors, subject to the applicable provisions of the law and subject to the approval of the shareholders through Special Resolution passed by way of postal ballot in terms of Regulation 25(2) of SEBI SAST Regulations.

## **4. BACKGROUND OF THE ACQUIRER**

- 4.1 Mr. Narra Purna Babu (hereinafter referred to as "Acquirer") is Non-Resident Indian aged about 46 years having PAN AECPN9608R and having Indian residence at Kongapadu, Kongapadu Village, Addanki South Addanki (South) (U), Prakasam, Andhra Pradesh- 523201, India and Singapore residence at 124A Rivervale Drive, #05-193, Singapore- 541124. His Mobile number is 9100432479 and his email id is purna@hypersoftindia.com.
- 4.2 Acquirer has done Bachelor of Commerce from Nagarjuna University and has over 21 years of extensive experience in Information Technology and Business Management.

- 4.3 He is associated with Hypersoft Technologies Limited as a Promoter and the Managing Director and with NX Global Pte Ltd and Nexus Innovate Pte Ltd as a Director. Further, he is associated with Vision Cold Storage (Partnership Firm), as a Partner. His DIN is 10674419. The Acquirer does not hold any directorships in other listed companies.
- 4.4 Acquirer has confirmed that he is not categorized as a wilful defaulter in terms of Regulation 2(1)(ze) of the SEBI SAST Regulations and is not debarred by SEBI from accessing the capital markets or from dealing in securities in terms of the provisions of Section 11B of the SEBI Act, 1992 or under any other Regulation of the SEBI Act, 1992.
- 4.5 Acquirer has not been declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- 4.6 Acquirer holds 10,53,385 equity shares in the Target Company as on date of PA. Subsequently, on 13th August 2025, 83,95,000 shares were allotted to the Acquirer pursuant to the preferential issue, which have been deposited into the demat escrow account and are under lock-in as per SEBI ICDR Regulations, 2018. He is Promoter and Managing Director of the Target Company and does not have any other interest or relationship with the Target Company or its other Promoter, Directors or its Key Managerial Personnel except being spouse of Mrs. Naga Malleswari Narra, Non - Executive Non -Independent Director of the Company.
- 4.7 Acquirer undertakes not to sell the Equity Shares of the Target Company held by him during the "Offer Period" in terms of Regulation 25(4) of the Takeover Regulations.
- 4.8 M/s. G M K & Co LLP, Chartered Accountants, (FRN: S200357) signed by its Partner Mr. Gottipalli Rajdeep Lawrence (Membership No. 242206) having office at 8-3-314/1/2, 1<sup>st</sup> Floor, Edsel Home, Maruthi Nagar, Yousufguda, Hyderabad- 500045, Telangana, India has certified vide certificate dated 28<sup>th</sup> March, 2025 that the Net worth of Narra Purna Babu as on 27<sup>th</sup> March, 2025 is Rs. 17,77,35,718/- (Rupees Seventeen Crores Seventy-Seven Lakhs Thirty-Five Thousand Seven Hundred and Eighteen only).
- 4.9 Acquirer does not belong to any group.
- 4.10 There are no penalties levied by SEBI/RBI or other regulator and stock exchanges against the Acquirer during the last eight financial years.
- 4.11 The Acquirer is not associated with any of the public shareholders of the Target Company.
- 4.12 The Acquirer intend to retain the listing status of the Target Company and no delisting offer is proposed to be made.
- 4.13 Acquirer shall not exercise any voting rights with respect to the shares kept in the escrow account, in compliance with Regulation 22(2A) of the SEBI (SAST) Regulations, 2011.

## **5. BACKGROUND OF THE TARGET COMPANY, AS CONFIRMED BY THE TARGET COMPANY**

- 5.1 Hypersoft Technologies Limited (CIN: L62010TG1983PLC003912)\* was incorporated originally as V.V. Circuits Private Limited on 18<sup>th</sup> April, 1983 as a Private Limited Company under the Indian Companies Act, 1956. The name of the Company was changed to V.V. Circuits Limited under Section 21 of the Companies Act, 1956 with effect from 20<sup>th</sup> February, 1996 upon conversion from Private to Public Company. The name was further changed to Hypersoft Technologies Limited with effect from 17<sup>th</sup> February, 2000.

\*Please note that the Corporate Identification Number (CIN) of the Company has been changed from L29309TG1983PLC003912 to L62010TG1983PLC003912, pursuant to alteration in the object of the Company as approved by the shareholders through a resolution passed on 10<sup>th</sup> March, 2025. A Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) was received on 1<sup>st</sup> April, 2025.

- 5.2 The registered office of Hypersoft is situated 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.
- 5.3 Currently, The Target Company's business as per the objects in MOA is Software development, IT and support services.
- 5.4 The Authorized Share Capital of Hypersoft as on date is Rs. Rs.18,00,00,000/- (Rupees Eighteen Crores Only) comprising of 1,80,00,000 (One Crore Eighty Lakhs) equity shares of Face Value Rs.10/- each. The issued, subscribed, paid-up and voting share capital of Target Company is Rs. 16,25,17,000 (Sixteen Crores Twenty-Five Lakhs Seventeen Thousand) comprising of 1,62,51,700 (One Crore Sixty-Two Lakhs Fifty-One Thousand Seven Hundred)) fully paid-up equity shares of Face Value of Rs. 10/- each.
- 5.5 The Equity shares of Hypersoft are currently listed on BSE Limited ("BSE")(Scrip Symbol: HYPERSOFT; Scrip Code: 539724). The ISIN of Equity Shares is INE039D01014. Previously, the shares of Hypersoft were also listed on Ahmedabad Stock Exchange Ltd, Pune Stock Exchange Ltd and Hyderabad Stock Exchange Ltd.
- 5.6 There are currently no outstanding partly paid-up shares or any other instruments convertible into Equity Shares of the Target Company at a future date.
- 5.7 The equity shares of Hypersoft are infrequently traded on BSE in terms of Regulation 2(1)(j) of SEBI SAST Regulations.
- 5.8 The Share Capital of the Target Company is as follows: -

| <b>Paid up Equity shares of Target Company</b> | <b>No. of shares/ voting rights</b> | <b>% of shares/ voting rights</b> |
|------------------------------------------------|-------------------------------------|-----------------------------------|
| Fully Paid-up equity Shares                    | 1,62,51,700                         | 100                               |
| Partly Paid-up equity shares                   | -                                   | -                                 |
| Total paid up equity shares                    | 1,62,51,700                         | 100                               |
| <b>Total Voting rights in Target Company</b>   | <b>1,62,51,700</b>                  | <b>100</b>                        |

- 5.9 The Board of Target Company as on the date of this Letter of Offer, comprises of 4(Four) Directors.

| <b>Name &amp; Designation</b>                                      | <b>DIN</b> | <b>Date of Appointment</b>      |
|--------------------------------------------------------------------|------------|---------------------------------|
| Narra Purna Babu<br>(Managing Director)                            | 10674419   | 14 <sup>th</sup> November, 2024 |
| Naga Malleswari Narra<br>(Non- Executive Non-Independent Director) | 10819020   | 14 <sup>th</sup> November, 2024 |
| Ramesh Babu Kommineni<br>(Non-Executive Independent Director)      | 10811021   | 14 <sup>th</sup> November, 2024 |
| Manjula Aleti<br>(Non-Executive Independent Director)              | 07563104   | 14 <sup>th</sup> November, 2024 |

- 5.10 Details of all other directorships held by Promoters are as follows:

| <b>Name of Promoter</b>    | <b>Other Directorships</b>                                                                                                                   |
|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Narra Purna Babu           | 1. NX Global Pte Ltd<br>2. Nexus Innovate Pte Ltd.                                                                                           |
| Sudhakara Varma Yarramraju | 1. Itstanneer Private Limited<br>2. NX Global Private Limited<br>3. Roboxa Consulting Private Limited<br>Roboxa Technologies Private Limited |

5.11 There was no merger/demerger, spin off during last three years involving the Target Company.

5.12 The trading of Equity Shares of the Target Company has not been suspended on the BSE where Equity Shares of the Target Company are listed in last three years.

5.13 Brief audited financials for the years ending March 31, 2025, 2024 and 2023 and unaudited financials (subject to limited review) for three months ended 30th June, 2025 are as follows: -

**Profit & Loss Account**

**(Amount in Lakhs)**

| Particulars                                                                    | For the Financial<br>year ended 30 <sup>th</sup> June,<br>2025 | For the Financial<br>year ended 31 <sup>st</sup><br>March, 2025 | For the<br>Financial year<br>ended 31 <sup>st</sup><br>March, 2024 | For the<br>Financial year<br>ended 31 <sup>st</sup><br>March, 2023 |
|--------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                                                | [Limited Reviewed]                                             | [Audited]                                                       | [Audited]                                                          | [Audited]                                                          |
| Income from Operations                                                         | 992.86                                                         | 804.75                                                          | 82.67                                                              | 86.95                                                              |
| Other Income                                                                   | 2.87                                                           | 5.99                                                            | 10.4                                                               | 9.05                                                               |
| <b>Total Income</b>                                                            | <b>995.73</b>                                                  | <b>810.73</b>                                                   | <b>93.07</b>                                                       | <b>96</b>                                                          |
| <b>Other Financial Data</b>                                                    | <b>0</b>                                                       | <b>0</b>                                                        | <b>-</b>                                                           | <b>-</b>                                                           |
| <b>Dividend (%)</b>                                                            | <b>0</b>                                                       | <b>0</b>                                                        | <b>-</b>                                                           | <b>-</b>                                                           |
| Total Expenditure (excluding<br>Depreciation, Interest and<br>Tax)             | 882.51                                                         | 762.15                                                          | 115.62                                                             | 99.14                                                              |
| <b>Earning per Share</b>                                                       | <b>1.96</b>                                                    | <b>0.49</b>                                                     | <b>-1.57</b>                                                       | <b>-0.26</b>                                                       |
| <b>Profit/(Loss) before<br/>Depreciation</b>                                   | <b>113.22</b>                                                  | <b>48.58</b>                                                    | <b>-22.55</b>                                                      | <b>-3.14</b>                                                       |
| <b>Return on Net worth</b>                                                     | <b>NA</b>                                                      | <b>0.085</b>                                                    | <b>-0.302</b>                                                      | <b>-0.035</b>                                                      |
| <b>Book Value Per Share</b>                                                    | <b>NA</b>                                                      | <b>5.70</b>                                                     | <b>5.21</b>                                                        | <b>7.60</b>                                                        |
| Depreciation                                                                   | 0.10                                                           | 0.67                                                            | 1.88                                                               | 4.74                                                               |
| Finance Costs (Interest)                                                       | 0.23                                                           | 0.59                                                            | 0.58                                                               | 0.49                                                               |
| <b>Profit before Tax, and<br/>extraordinary<br/>exceptional items</b>          | <b>112.89</b>                                                  | <b>47.32</b>                                                    | <b>-25.01</b>                                                      | <b>-8.37</b>                                                       |
| Extraordinary and<br>Exceptional Items                                         | 0                                                              | 0                                                               | 39.55                                                              | 0                                                                  |
| <b>Profit before Tax and after<br/>extraordinary and<br/>exceptional items</b> | <b>112.89</b>                                                  | <b>47.32</b>                                                    | <b>-64.56</b>                                                      | <b>-8.37</b>                                                       |
| Current Tax                                                                    | 29.35                                                          | 12.52                                                           | 2.93                                                               | 0                                                                  |
| Deferred Tax                                                                   | 0.01                                                           | 6.31                                                            | -0.53                                                              | 2.86                                                               |
| Income Tax - Earlier Years                                                     | 0                                                              | 7.85                                                            |                                                                    |                                                                    |
| <b>Profit/(loss) after tax</b>                                                 | <b>83.53</b>                                                   | <b>20.64</b>                                                    | <b>-66.96</b>                                                      | <b>-11.23</b>                                                      |

Note: Following the change in management pursuant to the completion of the previous open offer, the Company actively engaged in its business operations and made them fully functional. As a result, a significant increase in income from operations, total expenditure, and profit has been recorded during Q4'25.

**Balance Sheet**
**(Amount in Lakhs)**

| Particulars                                        | For the Financial year ended 31 <sup>st</sup> March, 2025 [Audited] | For the Financial year ended 31 <sup>st</sup> March, 2024 [Audited] | For the Financial year ended 31 <sup>st</sup> March, 2023 [Audited] |
|----------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|
| Paid up Equity Share Capital                       | 449.22                                                              | 449.22                                                              | 449.22                                                              |
| Reserves & Surplus (excluding revaluation reserve) | -206.95                                                             | -227.59                                                             | -126.25                                                             |
| <b>Net Worth</b>                                   | <b>242.27</b>                                                       | <b>221.63</b>                                                       | <b>322.97</b>                                                       |
| Secured loans                                      | 0.00                                                                | 1.60                                                                | 13.89                                                               |
| Unsecured loans                                    | 0.00                                                                | 0.00                                                                | 0.00                                                                |
| Provisions                                         | 0.00                                                                | 37.92                                                               | 22.7                                                                |
| <b>Total</b>                                       | <b>242.27</b>                                                       | <b>223.23</b>                                                       | <b>336.86</b>                                                       |
| Net Fixed Assets                                   | 3.24                                                                | 3.24                                                                | 187.16                                                              |
| Investments                                        | 0.00                                                                | 0.00                                                                | 0.00                                                                |
| Deferred Tax Assets (Net)                          | 0.00                                                                | 6.28                                                                | 5.65                                                                |
| Other Non-Current Asset                            | 3.09                                                                | 3.46                                                                | 3.62                                                                |
| Net Current Assets                                 | 235.94                                                              | 210.25                                                              | 140.43                                                              |
| <b>Total</b>                                       | <b>242.27</b>                                                       | <b>223.23</b>                                                       | <b>336.86</b>                                                       |

\*24.05 Lakhs in Net worth represents amount received from forfeited shares (9,61,900 equity shares of Rs.10/- each forfeited on 20th June, 1988 against which the company has received Rs. 2.50 per share).

# Restricted to information available on the public domain

5.14 Pre and post offer shareholding pattern of the Hypersoft is as per the following table: -

| Shareholders' Category                               | Shareholding & voting rights prior to the agreement/ acquisition and offer |               | Shareholding & Voting Rights acquired through Preferential Issue which triggered the open offer |              | Shares/Voting rights to be acquired in open offer (assuming full acceptances) |              | Shareholding / voting rights after the acquisition and offer |               |
|------------------------------------------------------|----------------------------------------------------------------------------|---------------|-------------------------------------------------------------------------------------------------|--------------|-------------------------------------------------------------------------------|--------------|--------------------------------------------------------------|---------------|
|                                                      | (A)                                                                        |               | (B)                                                                                             |              | (C)                                                                           |              | (A)+(B)+(C)=(D)                                              |               |
|                                                      | No.                                                                        | %             | No.                                                                                             | %            | No.                                                                           | %            | No.                                                          | %             |
| <b>(1) Promoter and Promoter group</b>               |                                                                            |               |                                                                                                 |              |                                                                               |              |                                                              |               |
| a. Acquirer (Narra Purna Babu)                       | 10,53,385                                                                  | 24.78         | 83,95,000                                                                                       | 51.66        | 22,17,160                                                                     | 13.64        | 1,16,65,545                                                  | 71.78         |
| b. Promoter other than (a) above                     | 9,81,155                                                                   | 23.08         | -                                                                                               | -            | -                                                                             | -            | 9,81,155                                                     | 6.04          |
| <b>Total 1 (a + b)</b>                               | <b>20,34,540</b>                                                           | <b>47.85</b>  | <b>83,95,000</b>                                                                                | <b>51.66</b> | <b>22,17,160</b>                                                              | <b>13.64</b> | <b>1,26,46,700</b>                                           | <b>77.82</b>  |
| <b>(2) Parties to agreement other than (1) above</b> | -                                                                          | -             | -                                                                                               | -            | -                                                                             | -            | -                                                            | -             |
| <b>(3) Public (other than parties to 1 and 2)</b>    |                                                                            |               |                                                                                                 |              |                                                                               |              |                                                              |               |
| a. FIs/MFs/FIIs/Banks, SFIs (Indicate names)         | -                                                                          | -             | -                                                                                               | -            | -                                                                             | -            | -                                                            | -             |
| b. Others                                            | 22,17,160                                                                  | 52.15         | 36,05,000                                                                                       | 22.18        | -22,17,160                                                                    | -13.64       | 36,05,000                                                    | 22.18         |
| <b>GRAND TOTAL (1+2+3)</b>                           | <b>42,51,700</b>                                                           | <b>100.00</b> | <b>1,20,00,000</b>                                                                              | <b>73.84</b> | <b>-</b>                                                                      | <b>-</b>     | <b>1,62,51,700</b>                                           | <b>100.00</b> |

Note: 26% of Expanded Capital i.e., 1,62,51,700 shares is 42,25,442 shares which includes existing Public shareholders holding 22,17,160 shares and the balance pertains to shares allotted to public shareholders in the preferential issue which are locked-in for a period of six months from the date of trading approval in accordance with Regulation 167(2) of the SEBI (ICDR) Regulations and are not permitted to be tendered in the open offer in accordance with regulation 167(2) of SEBI ICDR Regulations and if tendered, shall not be accepted in the open offer.

5.15 The number of shareholders in Hypersoft in public category is 873 as on 30<sup>th</sup> June, 2025.

#### 5.16 Compliance Officer

Pandi Manohar Reddy  
 Company Secretary cum Compliance Officer  
 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, 500081  
 Mob. No. +91 8143858084  
 Email: info@hypersoftindia.com;  
 Website: www.hypersoftindia.com

5.17 There have been instances where the stock exchange has levied fines against the Target Company under SEBI (LODR) Regulations, 2015. The details of the fines levied on the Target Company are provided below:

| Sr. No. | Competent Authority | Regulatory Charges                                                                                                       | Date of Order                | Regulatory actions                                                                                                                                                                                                                                         | Further developments                                                                                                                                                 |
|---------|---------------------|--------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.      | BSE                 | Delayed submission of Annual Report for the year ended 31 <sup>st</sup> March, 2024                                      | 31 <sup>st</sup> March, 2024 | Imposed Fine of Rs. 9,440                                                                                                                                                                                                                                  | On 28 <sup>th</sup> March, 2025 the Target Company has paid the fine of Rs. 9,440 towards the fine levied.                                                           |
| 2.      | BSE*                | Did not submit Financial Results for the quarter ended 31 <sup>st</sup> March, 2019                                      | 31 <sup>st</sup> March, 2019 | Imposed Fine of Rs.1,06,200                                                                                                                                                                                                                                | Not appearing in the list for the quarter ended 30-Jun-2019                                                                                                          |
| 3.      | BSE*                | Did not submit Corporate Governance Report for the quarter ended 31 <sup>st</sup> March, 2016                            | 31 <sup>st</sup> March, 2016 | Put up on BSE website for public                                                                                                                                                                                                                           | Not appearing in the list for the quarter ended 30 <sup>th</sup> June, 2016                                                                                          |
| 4.      | BSE*                | Violated SEBI (Delisting of Equity Shares) Regulations 2009                                                              | 09 <sup>th</sup> May, 2018   | Restrained from accessing securities market from 11 <sup>th</sup> May, 2018 to 10 <sup>th</sup> May, 2028 pursuant to Compulsory Delisting Order (passed against Allsoft Corporation Limited of which Target Company was part of Promoter/ Promoter group) | Direction to restrain from accessing the securities market revoked on the basis of clarification received from SEBI vide its email dated 19 <sup>th</sup> July, 2018 |
| 5.      | BSE                 | Regulation 31A(3)(a) Non-compliance pertaining to delay in submission of reclassification application to stock exchanges | 17 <sup>th</sup> April, 2025 | Imposed Fine of Rs.5,900                                                                                                                                                                                                                                   | On 23 <sup>rd</sup> April, 2025 the Target Company has paid the fine of Rs. 5,900 towards the fine levied.                                                           |

\*Source: [www.watchoutinvestors.com](http://www.watchoutinvestors.com)

Note: 1. Following the completion of the previous open offer, there was a delay in filing the application for reclassification by the erstwhile promoters. However, the application for reclassification was submitted and the same was approved by BSE vide its letter dated 13<sup>th</sup> June, 2025.

2. As per BSE website, the company was SDD Non-Compliant, however as per the information received from the company, they are now compliant and have intimated BSE about the same.

5.18 Details of delayed/non-compliances by the Promoters of the Target Company in terms of SEBI (SAST) Regulations, 2011 after the previous open offer which was made on 7<sup>th</sup> June, 2024 is given below:

| Regulation | Financial Year | Date of Acquisition/ Disposal    | Due date for Compliance          | Actual compliance date          | Delay, if any | Status of Compliance |
|------------|----------------|----------------------------------|----------------------------------|---------------------------------|---------------|----------------------|
| 29(1)      | 2024-25        | 12 <sup>th</sup> September, 2024 | 16 <sup>th</sup> September, 2024 | 27 <sup>th</sup> February, 2025 | 164 days      | Delayed Compliance   |

Further, as on date of this LOF, there are no penal actions against the promoters/directors of the Target Company under SEBI (LODR) Regulations, 2015.

5.19 As on date, the Target Company is in compliance with LODR Regulations.

5.20 As on date, there are no directions subsisting or proceedings pending against Target Company and its Promoters & Directors under SEBI Act, 1992 and regulations made there under or by any other Regulator or Stock exchanges

5.21 No complaint has been received by the Target Company or Merchant Banker in relation to the Open Offer or valuation.

5.22 Based on the available records and information provided by the Target Company, during the last eight financial years, there were no instances that necessitated filing under Regulation 10(7) of the SEBI (SAST) Regulations, 2011, concerning the target company. No acquisition has been undertaken that would attract exemption under Regulation 10 of the SEBI (SAST) Regulations, 2011.

**5.23 Details of the previous open offer:**

| Particulars                                                             | 2024                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of Manager to the Offer                                            | CIL Securities Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Transaction triggering the open offer                                   | This Open Offer was triggered pursuant to the execution of the Share Purchase Agreement ("SPA") on 7 <sup>th</sup> June, 2024, between the Acquirers and Sellers agreeing to sell in aggregate up to 20,34,440 Equity Shares representing 47.85% of the fully paid up equity share capital and control over the Target Company for an aggregate consideration of INR 2,23,78,840 (Two Crore Twenty Three Lakhs Seventy Eight Thousand Eight Hundred and Forty Only) at a price of INR 11 per Equity Share.                                                                                                |
| Object of the transactions triggering the open offer and for open offer | The Object of the acquisition was substantial acquisition of Shares/Voting Rights of the Target Company and to take control over the management of the Target Company.                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Open offer price                                                        | Rs. 11/- per Equity Share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Sellers                                                                 | <ol style="list-style-type: none"> <li>1. Dadabhoy Russi Bhote</li> <li>2. Feroz Russi Bhote</li> <li>3. Kashmira Dadabhoy Bhote</li> <li>4. Rustam Dadabhoy Bhote</li> <li>5. Urmez Feroz Bhote</li> <li>6. Ranjit Malik</li> <li>7. Ashu Verma</li> <li>8. Savio Pinto</li> <li>9. Rohinton Soli Jambusarwalla</li> <li>10. Pratap Kantheti</li> <li>11. Gandhi Kantheti</li> <li>12. Zen Securities Limited</li> <li>13. Hanumaiah S Kakuru</li> <li>14. Hufreez Rohinton Jambusarwalla</li> <li>15. Saam Astad Chinoy</li> <li>16. Ashish Saam Chinoy</li> <li>17. Laxmi Narayana Mamidala</li> </ol> |
| Acquirers                                                               | Mr. Narra Purna Babu and Mr. Sudhakara Varma Yarramraju                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |

The previous open offer was completed on 8<sup>th</sup> October, 2024 and changes in holdings of promoter and promoter group from the date of closure of previous open offer is as below:

- 10,53,285 shares (i.e., 24.77%) and 9,81,155 shares (i.e., 23.08%) were acquired by Mr. Narra Purna Babu and Mr. Sudhakara Varma Yarramraju respectively pursuant to SPA dated 07<sup>th</sup> June, 2024.
- 100 shares (i.e., 0.002%) tendered in the previous open offer were acquired by Mr. Narra Purna Babu.

5.24 None of the following entities are categorized as a wilful defaulter or fugitive economic offender:

| Name                           | Designation                             |
|--------------------------------|-----------------------------------------|
| Hypersoft Technologies Limited | Target Company                          |
| Narra Purna Babu               | Promoter & Managing Director & Acquirer |
| Sudhakara Varma Yarramraju     | Promoter                                |
| Naga Malleswari Narra          | Non-Executive Director                  |
| Manjula Aleti                  | Independent Director                    |
| Ramesh Babu Kommineni          | Independent Director                    |

5.25 Hypersoft Technologies Limited (Target Company) is not a promoter of any other listed company.

5.26 None of Promoters/directors of the Target Company are associated/related with the public shareholders of target company.

## 6. OFFER PRICE AND FINANCIAL ARRANGEMENTS

### 6.1 Justification of offer price

6.1.1 The equity shares of the Target Company are listed on BSE Limited.

6.1.2 The trading turnover in the equity shares of the Target Company on BSE, during the twelve calendar months preceding the month in which the PA was issued (i.e., 1<sup>st</sup> March 2024 to 28<sup>th</sup> February, 2025) is given below: -

| Name of the Exchange | Number of equity shares of the Target Company traded during the Twelve Months period ("A") | Total Number of Equity Shares listed ("B") | Total Turnover (%) (A/B) |
|----------------------|--------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------|
| BSE                  | 2,11,075                                                                                   | 42,51,700                                  | 4.96%                    |

(Source: [www.bseindia.com](http://www.bseindia.com))

Based on the above, the equity shares are infrequently traded in terms of Regulation 2(1)(j) of the SEBI SAST Regulations, 2011.

6.1.3 • Market price of TC as on date of PA - Nil.

- Market Price of shares just before the PA i.e., 24/03/2025 - Rs. 20.31/-
- Market price of TC immediately after PA Date i.e., 07/04/2025 - Rs. 20.31/-

6.1.4 The Offer Price of Rs. 11/- per equity share is justified in terms of Regulation 8(2) of the SEBI SAST Regulations, 2011 being the highest of the following:

|     |                                                                                                                                                  |                |
|-----|--------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| (a) | The Negotiated Price under the Agreement.                                                                                                        | Not Applicable |
| (b) | The volume-weighted average price paid or payable for acquisition, by the Acquirer during the 52 weeks immediately preceding the date of the PA. | 11/-*          |

|     |                                                                                                                                                                     |                |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| (c) | The highest price paid or payable for any acquisition, by the Acquirer, during the 26 weeks immediately preceding the date of the PA.                               | 11/-*          |
| (d) | The volume-weighted average market price of the equity shares of the Target Company for a period of 60 trading days immediately preceding the date of the PA on BSE | Not Applicable |
| (e) | Other financial parameters as at                                                                                                                                    |                |
|     | Return on networth (%) (as on 31 <sup>st</sup> December 2024)                                                                                                       | (57.82%)       |
|     | Book value per share (Rs.) (as on 31 <sup>st</sup> December 2024)                                                                                                   | 3.30/-         |
|     | Value per share as per Profit Earning capacity method (as on 31 <sup>st</sup> December 2024)                                                                        | (8.03/-)       |

As per CA A. N. Gawade, Registered Valuer, Regn no: IBBI/RV/05/2019/10746 having its office at 7, Saraswati Heights, Behind café Goodluck, Deccan Gymkhana, Pune-411004, the fair value per equity share of Target Company is Rs. 8.31/- per share.

\* As per the Price offered by the Acquirer in the previous open offer of Hypersoft Technologies Limited as per the Public Announcement dated 7<sup>th</sup> June, 2024.

- 6.1.4. In view of the parameters considered and presented in table above, in the opinion of the Acquirer and Manager to the Offer, the Offer Price of Rs. 11/- (Rupees Eleven only) per fully paid-up equity share is justified in terms of Regulation 8 of the SEBI SAST Regulations.
- 6.1.5 As on date, there is no revision in Offer Price or Offer Size. In case of any revision in the Offer Price or Offer Size, the Acquirer shall comply with Regulation 18 and all the provisions of SEBI SAST Regulations which are required to be fulfilled for the said revision in the Offer Price or Offer Size.
- 6.1.6 There have been no corporate actions in the Target Company warranting adjustment of relevant price parameters.
- 6.1.7 If the Acquirer acquire equity shares of the Target Company during the period of twenty-six weeks after the tendering period at the price higher than the Offer Price, then the Acquirer shall pay the difference between the highest acquisition price and the Offer Price, to all shareholders whose shares have been accepted in the Offer within sixty days from the date of such acquisition. However, no such difference shall be paid in the event that such acquisition is made under an open offer under the SEBI SAST Regulations or pursuant to SEBI (Delisting of Equity Shares), Regulations, 2021 or open market purchases made in the ordinary course on the stock exchange, not being negotiated acquisition of shares of the Target Company in any form.
- 6.1.8 If the Acquirer acquires or agrees to acquire any equity shares or voting rights in the Target Company during the offer period, whether by subscription or purchase, at a price higher than the Offer Price, the Offer Price pursuant to future purchases / competing offers shall stand revised to the highest price paid or payable for any such acquisition in terms of regulation 8(8) of SEBI SAST Regulations. Provided that no such acquisition shall be made after the third working day prior to the commencement of the tendering period and until the expiry of the tendering period.

## 6.2 Details of Financial Arrangements:

- 6.2.1 The maximum consideration payable by the Acquirer to acquire 22,17,160 fully paid-up equity shares at the Offer Price of Rs. 11/- (Rupees Eleven only) per equity share, assuming full acceptance of the Offer would be Rs. 2,43,88,760/- (Rupees Two Crores Forty Three Lakhs Eighty Eight Thousand Seven Hundred Sixty only). Note: 26% of Expanded Capital is 42,25,442 shares but since the shares allotted to public share holders allotted in the preferential issue are not permitted to tender hence the Acquirer can acquire only the shares held by the public share holders on the PA date.
- 6.2.2 The Acquirer confirms that he has made firm financial arrangements for fulfilling the payment obligations under this Offer in terms of Regulation 25(1) of the SEBI SAST Regulations and he can implement this Offer. M/s. G M K & Co LLP, Chartered Accountants, (FRN: S200357) signed by its Partner Mr. Gottipalli Rajdeep

Lawrence (Membership No. 242206) having office at 8-3-314/1/2, 1st Floor, Edsel Home, Maruthi Nagar, Yousufguda, Hyderabad- 500045, Telangana, India has certified vide certificate dated 28<sup>th</sup> March, 2025 that the Acquirer has made firm financial arrangements to meet the financial obligations under the Offer.

- 6.2.3 In accordance with Regulation 17 of the SEBI SAST Regulations, the Acquirer, Manager to the Offer and ICICI Bank Limited ("Escrow Banker") have entered into an escrow agreement on 28<sup>th</sup> March, 2025. Pursuant to the escrow agreement the Acquirer have opened an Escrow Account under the name and style of "FMSL\_HYPERSOFT\_OPEN OFFER ESCROW ACCOUNT" bearing account number 000405162875 with ICICI Bank Limited, Mumbai and made therein a cash deposit of Rs. 1,17,10,000/- (Rupees One Crore Seventeen Lakhs Ten Thousand only) being more than 25% of the total consideration payable in the Open Offer.
- 6.2.4 The Acquirer has authorized the Manager to the Offer to operate the Escrow Account in terms of the SEBI SAST Regulations.
- 6.2.5 Based on the aforesaid financial arrangements and on the confirmations received from the Escrow Banker and the Chartered Accountant, the Manager to the Offer is satisfied about the ability of the Acquirer to implement the Offer in accordance with the SEBI SAST Regulations.
- 6.2.6 In case of any upward revision in the Offer Price or the size of the Open Offer, the corresponding increase to the escrow amounts as mentioned above shall be made by the Acquirer in terms of Regulation 17(2) of the SEBI SAST Regulations, prior to effecting such revision.

## **7.0 TERMS AND CONDITIONS OF THE OFFER**

- 7.1.1 The Offer is not subject to any minimum level of acceptances from shareholders.
- 7.1.2 This Open Offer is not a competing offer in terms of Regulation 20 of the SEBI SAST Regulations.
- 7.1.3 The Letter of Offer along with Form of Acceptance cum Acknowledgement will be mailed to all those shareholder(s) of the Target Company (except the Acquirer) whose name appear on the Register of Members and whose names appear on the beneficial records of the Depository Participant, at the close of business hours on Monday, 6<sup>th</sup> October, 2025. ("Identified Date").
- 7.1.4 The Offer is subject to the terms and conditions set out in the Letter of Offer, the Form of Acceptance cum Acknowledgement, the PA, the corrigendum to PA, the DPS and any other Public Announcements that may be issued with respect to the Offer.
- 7.1.5 The acceptance of this Offer by the Shareholders must be absolute and unqualified. Any acceptance of this Offer which is conditional or incomplete in any respect will be rejected without assigning any reason whatsoever.
- 7.1.6 Eligible persons can write to the Registrar to the Offer/Manager to the Offer requesting for the copy of the Letter of Offer. Alternatively, the Letter of Offer would also be available at SEBI's website, [www.sebi.gov.in](http://www.sebi.gov.in).
- 7.1.7 Accidental omission to dispatch the Letter of Offer to any member entitled to this Open Offer or non-receipt of this Letter of Offer by any member entitled to this Open Offer shall not invalidate the Open Offer in any manner whatsoever.
- 7.1.8 The shareholders to whom the Open Offer is being made are free to offer their Equity Shares in whole or in part while accepting the Open Offer.
- 7.1.9 The Public Shareholders who tender their Equity Shares under the Open Offer shall ensure that the Equity Shares are free and clear from all liens, charges, equitable interests and encumbrances and are tendered

together with all rights attached thereto, including the rights to all dividends, bonus and rights offers, if any, declared thereafter and the tendering Public Shareholder shall have obtained any necessary consents (including any statutory approvals, if required) for it to sell the Equity Shares on the foregoing basis.

7.1.10 In terms of Regulation 18(9) of the SEBI SAST Regulations, the shareholders who have accepted this Open Offer by tendering the Equity Shares held by them and requisite documents in terms of the PA, Corrigendum to the PA DPS and Letter of Offer are not entitled to withdraw such acceptance during the Tendering Period for this Open Offer

7.1.11 The instructions, authorizations and provisions contained in the Form of Acceptance cum Acknowledgment constitute part of the terms of the Offer.

## 7.2 Locked in shares

The equity shares of the Target Company are not subject to lock-in, except for 10,53,385 pre-preferential shares held by Mr. Narra Purna Babu which has been locked in till 31<sup>st</sup> March, 2026 in compliance with SEBI ICDR Regulations and the 1,20,00,000 equity shares issued under the preferential allotment, which are subject to lock-in as under:

**Narra Purna Babu (Acquirer)** – 83,95,000 shares

- 32,50,340 shares locked-in till **31st March 2027** (18 months)
- 51,44,660 shares locked-in till **31st March 2026** (6 months)

**Allottees in Public Category** – 36,05,000 shares (including Piyush Bhandari, Valueforge Innovations Pte. Ltd., Vertexiq Pte. Ltd., Voyager Partners Global Management Advisors Pte. Ltd., and Nikesh Ballapu), all locked-in till **31st March 2026** (6 months).

## 7.3 Persons eligible to participate in the Offer

All the owners of the equity shares of the Target Company, registered or unregistered are eligible to participate in this Open Offer, at any time during the Tendering Period for this Open Offer except the Acquirer, the allottees under the preferential issue in the public category and other Promoter.

7.4 There has been no revision in the Offer Price as of the date of this Letter of Offer. Further revisions in the Offer Price for any reason including competing offers shall be done prior to the commencement of the last one working day before the commencement of the tendering period and will be notified to the Shareholders by (i) notification to the Stock Exchange, SEBI and the Target Company at its registered office, and (ii) public announcement in the same newspapers in which the DPS has been published. Such revision would be done in compliance with other formalities prescribed under the SEBI SAST Regulations, 2011.

## 7.5 Statutory and Other Approvals

7.5.1 The shareholders, at their meeting held on 26th April 2025, approved the preferential issue of shares. Subsequently, BSE, vide its letter dated 8th August 2025, granted in-principle approval for the preferential issue and thereafter, on 24th September 2025, accorded trading approval. As on the date of this Letter of Offer, no statutory or other approvals are required for implementing the Offer. However, if any further approvals, consents, permissions and/or sanctions from statutory, regulatory or other authorities (including the RBI) become applicable prior to completion of the Offer, the Offer shall be subject to receipt of such approvals.

7.5.2 As of the date of this LOF, to the best of the knowledge of the Acquirer, there are no statutory approvals required by the Acquirer to acquire the equity shares tendered pursuant to this Offer other than an approval of the Reserve Bank of India, if any, for the acquisition of the Equity Shares from the non-resident shareholders (Non-Resident Indians (“NRIs”) or Overseas Corporate Bodies (“OCBs”)/Foreign Shareholders) of the Target Company. NRI and OCB holders of Equity Shares, if any, must obtain all requisite approvals required to tender the Equity Shares held by them pursuant to this Offer (including without limitation, the approval from the RBI) and submit such approvals, along with the other documents required in terms of the Letter of Offer. Further, if holders of the Equity Shares who are not persons resident in India (including NRIs, OCBs and FIIs)

had required any approvals (including from the RBI or the FIPB) in respect of the Equity Shares held by them, they will be required to submit the previous approvals that they would have obtained for holding the Equity Shares, to tender the Equity Shares held by them pursuant to this Offer, along with the other documents required to be tendered to accept this Offer. In the event such approvals are not submitted, the Acquirer reserves the right to reject such Equity Shares tendered in this Offer. However, in case of any statutory approvals being required by the Acquirer at a later date before the closure of the Tendering Period, this Offer shall be subject to such approvals and the Acquirer shall make the necessary applications for such approvals. The Acquirer will not proceed with the Offer in the event such statutory approvals are refused in terms of Regulation 23 of the SEBI SAST Regulations.

- 7.5.3 In case of delay in receipt of any statutory approval(s) becoming applicable prior to completion of the Offer, SEBI has the power to grant extension of time to Acquirer for payment of consideration to the public shareholders of the Target Company who have accepted the Offer within such period, subject to Acquirer agreeing to pay interest for the delayed period if directed by SEBI in terms of Regulation 18(11) and 18(11A) of the SEBI SAST Regulations. Provided where the statutory approvals extend to some but not all equity shareholders, the Acquirer has the option to make payment to such shareholders in respect of whom no statutory approvals are required in order to complete this Open Offer. Further, in case the delay occurs on account of willful default by the Acquirer in obtaining any statutory approvals in time, the amount lying in the Escrow Account will be liable to be forfeited and dealt with in the manner provided in clause (e) of sub-regulation (10) of Regulation 17 of SEBI SAST Regulations.

## **8. PROCEDURE FOR ACCEPTANCE AND SETTLEMENT**

- 8.1 All the shareholders, registered or unregistered, of the Target Company, except the Acquirer, allottees in the public category pursuant to the preferential issue and other promoter in terms of regulation 7(6) of SEBI SAST Regulations owning equity shares any time before the date of Closure of the Offer, are eligible to participate in the Offer.
- 8.2 The Offer is made to the Public Shareholders as defined in this Letter of Offer. While the Letter of Offer shall be dispatched to the Public Shareholders of the Target Company whose name appears in the register of members of the Target Company as of the Identified Date, all Public Shareholders holding Equity Shares in dematerialized or physical form are eligible to participate in the Offer at any time during the Tendering Period.
- 8.3 The Open Offer will be implemented by the Acquirer through a stock exchange mechanism made available by Stock Exchange in the form of a separate window ("**Acquisition Window**") as provided under the SEBI SAST Regulations, 2011 and SEBI circular SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 and such other terms and conditions as may be permitted by law from time to time. Please refer Chapter 4 of SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 for the Procedure for tendering of shares and settlement through stock exchange.
- 8.4 BSE shall be designated stock exchange for the purpose of tendering Equity Shares in the Open Offer.
- 8.5 The facility for acquisition of shares through Stock Exchange Mechanism pursuant to the Offer shall be available on the BSE in the form of Acquisition Window.
- 8.6 The Acquirer has appointed CIL Securities Limited ("**Buying Broker**") for the Open Offer through whom the purchases and settlement of Open Offer shall be made during the Tendering Period. The Contact details of the Buying Broker are as mentioned below:

### **CIL Securities Limited**

**Address: 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad- 500001, Telangana, India**

**Email ID: advisors@cilsecurities.com, Website: www.cilsecurities.com,**

**Investor Grievance Id: complaints@cilsecurities.com, Contact Person: Krishna Kumar Maheshwari**

**Tel No: 040-69011158, SEBI Registration No: INZ000169535**

8.7 All Public Shareholders who desire to tender their Shares under the Open Offer would have to approach their respective stock brokers ("**Selling Broker**"), during the normal trading hours of the secondary market during the Tendering Period. The Acquisition Window will be provided by the Stock Exchange to facilitate placing of sell orders.

**8.8. Procedure for tendering shares held in Dematerialized Form.**

- a) Public Shareholders who desire to tender their Equity Shares in the electronic/dematerialized form under the Offer would have to do so through their respective Selling Broker by giving the details of Equity Shares they intend to tender under the Offer.
- b) Public Shareholders shall submit delivery instruction slip ("**DIS**") duly filled in specifying the appropriate market type in relation to the "Open Offer" and execution date along with all other details to their respective Selling Broker so that the shares can be tendered in the Offer.
- c) The Selling Broker would be required to place an order/bid on behalf of the Public Shareholders who wish to tender Equity Shares in the Offer using the Acquisition Window of BSE. Before placing the order/bid, the Public Shareholder would be required to make early pay-in as per the mechanism prescribed by the BSE or the Clearing Corporation, prior to placing the order/bid by the Selling Broker. As per SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 a lien shall be marked against the shares of the shareholders participating in the tender offers. Upon finalization of the entitlement, only accepted quantity of shares shall be debited from the demat account of the shareholders. The lien marked against unaccepted shares shall be released. The detailed procedure for tendering and settlement of shares under the revised mechanism is specified in the Annexure to the said circular. All other procedures shall remain unchanged. The shareholders are advised to refer to the above circular of SEBI for placing of Orders. Upon placing the order, the Selling Broker shall provide TRS generated by the Stock Exchange bidding system to the holder of the Equity Shares. Please refer Chapter 4 of SEBI Master Circular No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023 for the Procedure for tendering of shares and settlement through stock exchange.
- d) modification/cancellation of orders will not be allowed during the Tendering Period of the Offer.
- e) For custodian participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the custodian. The custodians shall either confirm or reject orders not later than close of trading hours on the last day of the Offer Period. Thereafter, all unconfirmed orders shall be deemed to be rejected.
- f) The details of settlement number for early pay-in of Equity Shares shall be informed in the issue opening circular that will be issued by the Stock Exchange/ Clearing Corporation, before the opening of the Offer.
- g) Upon placing the order, the Selling Broker(s) shall provide TRS generated by the Exchange bidding system to the shareholder. TRS will contain details of order submitted like Bid ID No., DP ID, Client ID, No. of equity shares tendered etc.
- h) The public shareholders will have to ensure that they keep the depository participant ("**DP**") account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to prorated Open Offer.
- i) The cumulative quantity tendered shall be made available on the website of the BSE throughout the trading session and will be updated at specific intervals during the tendering period.
- j) All non-resident Public Shareholders (i.e. Public Shareholders not residing in India including NRIs, OCBs and FPIs) are mandatorily required to fill the Form of Acceptance. The non-resident Public

Shareholders holding Equity Shares in demat mode, directly or through their respective Selling Brokers, are required to send the Form of Acceptance along with the required documents to the Registrar to the Offer at its address given on the cover page of the LOF. The envelope should be super scribed as “**Hypersoft Technologies Limited Open Offer**”. The detailed procedure for tendering Equity Shares will be included in the Form of Acceptance.

**The Public Shareholders holding Equity Shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement unless required by their respective Selling Broker.**

**8.9. Procedure to be followed by the registered Shareholders holding Equity Shares in physical form:**

As per the provisions of Regulation 40(1) of the SEBI (LODR) Regulations and SEBI’s press release dated December 3, 2018, bearing reference no. PR 49/2018, requests for transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository with effect from April 1, 2019. However, in accordance with the Chapter 7 of SEBI Master circular issued by SEBI bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023, shareholders holding securities in physical form are allowed to tender shares in an open offer. Such tendering shall be as per the provisions of the SEBI (SAST) Regulations. Accordingly, the procedure for tendering to be followed by the Public Shareholders holding Equity Shares in the physical form is as detailed below:

- a) Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder’s PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable.
- b) In addition, if the address of the Public Shareholder has undergone a change from the address registered in the ‘Register of Members’ of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.
- c) Based on these documents, the Selling Broker shall place the bid on behalf of the Public Shareholder holding Equity Shares in physical form who wishes to tender Equity Shares in the Open Offer, using the acquisition window of BSE. Upon placing the bid, the Selling Broker shall provide a Transaction Registration Slip (“TRS”) generated by the BSE bidding system to the Public Shareholder. The TRS will contain the details of the order submitted like folio number, share certificate number, distinctive number of Equity Shares tendered etc.
- d) The Selling Broker/ Public Shareholder has to deliver the original share certificate(s) and documents (as mentioned above) along with the TRS either by registered post / speed post or courier or hand delivery to the Registrar to the Offer i.e., CIL Securities Limited (at the following address: 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500001, Telangana, India) so as to reach them within 2 (two) working days of offer closing date i.e. by 7<sup>th</sup> November, 2025 (by 5.00 p.m. (IST)). The envelope should be super scribed as “Hypersoft Technologies Limited Open Offer”. It is advisable to first email scanned copies of the original documents mentioned in the Letter of Offer to the Registrar to the Offer and then send physical copies to the address of the Registrar to the Offer as provided in the LOF. 1 (one) copy of the TRS will be retained by the Registrar and it will provide acknowledgement of the same to the Selling Broker / Public Shareholder.

- e) The Public Shareholders holding Equity Shares in physical form should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the Equity Shares in physical form shall be subject to verification as per the SEBI (SAST) Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the Stock Exchange shall display such bids as 'unconfirmed physical bids'. Once the Registrar confirms the bids, they will be treated as 'confirmed bids'.
- f) All documents as mentioned above, shall be enclosed with the Form of Acceptance, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other company's equity share certificate(s) enclosed with the Form of Acceptance instead of the Equity Share certificate(s) of the Target Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Public Shareholders; (iii) If the Public Shareholders tender Equity Shares but the Registrar to the Offer does not receive the Equity Share certificate(s); (iv) In case the signature on the Form of Acceptance and Form SH-4 does not match as per the specimen signature recorded with Target Company / registrar of the Target Company.
- g) In case any Public Shareholder has submitted Equity Shares in physical form for dematerialization, such Public Shareholders should ensure that the process of having the Equity Shares dematerialized is completed well in time so that they can participate in the Open Offer before the Offer Closing Date.

**The Public Shareholders holding Equity Shares in physical mode will be required to fill the respective Form of Acceptance-cum-Acknowledgement. Detailed procedure for tendering Equity Shares has been included in the Form of Acceptance-cum-Acknowledgement.**

#### **8.10. Procedure for Tendering the Shares in case of Non-Receipt of the Letter of Offer:**

- a) Persons who have acquired Equity Shares but whose names do not appear in the register of members of the Target Company on the Identified Date, or unregistered owners or those who have acquired Equity Shares after the Identified Date, or those who have not received the Letter of Offer, may also participate in this Offer.
- b) A Shareholder may participate in the Offer by approaching their broker/Selling Broker and tender Shares in the Open Offer as per the procedure mentioned in this Letter of Offer or in the relevant Form of Acceptance cum Acknowledgement Form.
- c) The Letter of Offer alongwith Form of Acceptance cum Acknowledgement Form will be dispatched to all the Eligible Public Shareholders of the Target Company as appearing in the list of members of the Target Company as on the Identified Date. A Public Shareholder receiving the LOF along with the Form of Acceptance through electronic mode will be entitled to be furnished with a physical copy of the said documents upon receipt of requisition, if any, by e-mail at [rta@cilsecurities.com](mailto:rta@cilsecurities.com) or by a letter addressed to the Registrar to the Offer. In case of non-receipt of the Letter of Offer, such Eligible Public Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares. Alternatively, you can download the soft copy from the registrar's website [www.cilsecurities.com](http://www.cilsecurities.com).
- d) Alternatively, in case of non-receipt of the Letter of Offer, the Shareholders holding the Equity Shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder(s), stating name, address, number of Equity Shares held, client ID number, DP name, DP ID number, number of Equity Shares tendered and other relevant documents as mentioned in the Letter of Offer. Such Shareholders have to ensure that their order is entered in the electronic platform of BSE which will be made available by BSE before the closure of the Tendering Period.

### **8.11. Acceptance of Equity Shares**

- a) Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.
- b) In the event that the number of Equity Shares validly tendered by the Shareholders under this Offer is more than the number of Offer Shares, the Acquirer shall accept those Equity Shares validly tendered by the Shareholders on a proportionate basis in consultation with the Manager, taking care to ensure that the basis of acceptance is decided in a fair and equitable manner and does not result in non-marketable lots, provided that acquisition of Equity Shares from a Shareholder shall not be less than the minimum marketable lot.

### **8.12. Settlement Process**

- a) On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchange to facilitate settlement on the basis of Shares transferred to the Clearing Corporation.
- b) The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.
- c) Selling Brokers should use the settlement number to be provided by the Clearing Corporation to transfer the shares in favor of Clearing Corporation.
- d) For Equity Shares accepted under the Offer, the Clearing Corporation will make direct funds payout to respective eligible Shareholders. If relevant Shareholders' bank account details are not available or if the funds transfer instruction are rejected by RBI / relevant bank due to any reason, then such funds will be transferred to the concerned Selling Broker settlement bank account for onward transfer to their respective shareholders.
- e) In case of certain client types viz. NRI, foreign clients etc. (where there are specific RBI and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay-out would be given to their respective Selling Broker's settlement accounts for onwards releasing the same to the relevant Shareholder's account. For this purpose, the client type details would be collected from the Registrar to the Offer.
- f) The Public Shareholders will have to ensure that they keep the DP account active and unblocked to receive credit in case of return of Equity Shares, due to rejection or due to non-acceptance of the Equity Shares under the Offer. Excess demat Equity Shares or unaccepted demat Equity Shares, if any, tendered by the Shareholders would be returned to them by the Clearing Corporation.
- g) Public Shareholders who intend to participate in the Offer should consult their respective Selling Broker for any cost, applicable taxes, charges and expenses (including brokerage) that may be levied by the Selling Broker upon the selling shareholders for tendering Equity Shares in the Offer (secondary market transaction). The Offer consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Acquirer and the Manager to the Offer accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders.
- h) Buying Broker would also issue a contract note to the Acquirer for the Equity Shares accepted under the Offer.
- i) Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of Equity Shares to the Acquirer. The Buying Broker will transfer the funds pertaining to the Offer to the Clearing Corporation's bank account as per the prescribed schedule.
- j) In case of delay in receipt of any statutory approval(s), SEBI may, if satisfied that such delay in receipt of the statutory approval(s) was not attributable to any wilful default, failure or neglect on the part of the Acquirer to diligently pursue such approval, and subject to such terms and conditions as specified by SEBI (including payment of interest in accordance with Regulation 18(11) & 18 (11A) of the SEBI SAST Regulations, 2011 grant an extension of time to the Acquirer pending receipt of such statutory approval(s) to make the payment of the consideration to the Shareholders whose Equity Shares have been accepted in the Offer.

## 9. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection to the public shareholders of Target Company at the office of the Manager to the Offer, Finshore Management Services Limited, Kolkata on any day (except Saturdays, Sundays and public holidays) between 10.30 a. m. to 2.00 p.m. during the period from the Date of Commencement of the Tendering Period till the Date of Closing of the Tendering Period and also Shareholders can inspect the above mentioned documents online through the following link: <https://finshoregroup.com/docsforinspection> by entering their DP ID – Client ID or FOLIO Number along with PAN during the above-mentioned tendering period.

1. Certificate of Incorporation, Memorandum and Articles of Association of the Target Company
2. Audited Financials of Hypersoft Technologies Limited for the year ended 31<sup>st</sup> March, 2025, 2024 and 2023 and unaudited financials (subject to limited review) for the period ended 30<sup>th</sup> June, 2025.
3. Networth certificate dated 28<sup>th</sup> March, 2025 for Acquirer issued by M/s. G M K & Co LLP, Chartered Accountants, (FRN: S200357) signed by its Partner Mr. Gottipalli Rajdeep Lawrence (Membership No. 242206) having office at 8-3-314/1/2, 1st Floor, Edsel Home, Maruthi Nagar, Yousufguda, Hyderabad-500045, Telangana, India.
4. Valuation Reports issued by Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune-411004.
5. Memorandum of Understanding dated 28<sup>th</sup> March, 2025 between Lead Manager i.e. Finshore Management Services Limited and the Acquirer.
6. Copy of Escrow Agreement amongst the Acquirer, ICICI Bank Limited and Finshore Management Services Limited dated 28<sup>th</sup> March, 2025.
7. Copy of Letter dated 29<sup>th</sup> March, 2025 from ICICI Bank Limited confirming the cash deposit of Rs. 67,10,000/- (Rupees Sixty-Seven Lakhs Ten Thousand only) in the escrow account. Copy of Letter dated 25<sup>th</sup> September, 2025 from ICICI Bank Limited confirming further cash deposit of Rs. 50,00,000/- (Rupees Fifty Lakhs only) in the escrow account.
8. Copy of the Public Announcement dated 28<sup>th</sup> March, 2025 (including the corrigendum to it dated 4<sup>th</sup> April, 2025) and published copy of the Detailed Public Statement dated 7<sup>th</sup> April, 2025.
9. Copy of the recommendation made by Committee of Independent Directors of the Target Company, as required under Regulation 26(7) of SEBI SAST Regulations, 2011.
10. SEBI Observation Letter dated October 01, 2025, bearing reference number SEBI/HO/CFD/CFD-RAC-DCR1/P/OW/2025/25802/1.

## 10. DECLARATION BY THE ACQUIRER

10.1 Acquirer accepts full responsibility for the information contained in this LOF (other than information regarding the Target Company and information compiled from publicly available sources or provided by the Target Company, which has not been independently verified by the Acquirer or the Manager to the Offer).

The Acquirer also accepts full responsibility for his obligations under the Open Offer and shall be responsible for the fulfillment of obligation as laid down in the SEBI SAST Regulations.

10.2 The information contained in this Letter of Offer is as of the date of this Letter of Offer, unless expressly stated otherwise.

**For and on behalf of Acquirer**

|                  |
|------------------|
| <b>Acquirer</b>  |
| Narra Purna Babu |
| Sd/-             |

Date: 6<sup>th</sup> October, 2025

Place: Kolkata

**Encl.:**

1. Form of Acceptance-cum-Acknowledgement
2. Form No. SH-4 -Securities Transfer Form

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT**

*(Capitalised terms and expressions used herein but not defined shall have the same meaning as ascribed to them in the Letter of Offer)*

*(Please send this Form with TRS generated by selling broker and enclosures to Registrar to the Offer, CIL Securities Limited, at their address given in the Letter of Offer as per the mode of delivery mentioned in the Letter of Offer)*

|                 |  |
|-----------------|--|
| <b>From</b>     |  |
| <b>Name:</b>    |  |
| <b>Address:</b> |  |
| <b>Tel. No.</b> |  |
| <b>Fax:</b>     |  |
| <b>Email:</b>   |  |

| TENDERING PERIOD FOR THE OFFER |                                  |
|--------------------------------|----------------------------------|
| OFFER OPENS ON                 | : 20 <sup>th</sup> October, 2025 |
| OFFER CLOSES ON                | : 4 <sup>th</sup> November, 2025 |

To,  
**The Acquirer (Mr. Narra Purna Babu)**  
**C/o. CIL Securities Limited**  
Unit: Hypersoft Technologies Limited – Open Offer  
"214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad, Telangana, 500001, India  
Tel. : 040- 69011158

Dear Sir/Madam,

**Sub: Open Offer for acquisition of upto 42,25,442# Equity Shares, constituting 26% of the expanded capital# of Hypersoft Technologies Limited ("Target Company") from the Public Shareholders of the Target Company by Mr. Narra Purna Babu ("Acquirer") under the SEBI SAST Regulations, 2011 (" Offer").**  
**# Refer LOF for the detailed explanation on the shares that can be tendered.**

I/ We refer to the Letter of Offer dated 6<sup>th</sup> October, 2025 for acquiring the Equity Shares held by me in **M/s. Hypersoft Technologies Limited.**

I acknowledge and confirm that all the particulars/statements given herein are true and correct.

| <b>NAME (in BLOCK LETTERS)</b>                                                                | <b>HOLDER</b>             | <b>NAME OF THE SHAREHOLDER(S)</b> | <b>PERMANENT ACCOUNT NUMBER (PAN)</b> |
|-----------------------------------------------------------------------------------------------|---------------------------|-----------------------------------|---------------------------------------|
| (Please write names of the joint holders in the same order as appearing in the demat account) | Sole/First                |                                   |                                       |
|                                                                                               | Second                    |                                   |                                       |
|                                                                                               | Third                     |                                   |                                       |
| Contact Number(s) of the First Holder                                                         | Tel. No. (with STD Code): |                                   | Mobile No.:                           |
| Full address of the First Holder with pin code                                                |                           |                                   |                                       |
| Email address of the First Holder:                                                            |                           |                                   |                                       |

I /We, the undersigned, have read PA, DPS and the Letter of Offer and understood its contents including the terms and conditions as mentioned therein.

I /We, unconditionally Offer to sell to the Acquirer the following equity shares in Target Company held by me at a price of Rs. 11/- (Rupees Eleven only) per fully paid-up equity share.

I /We, confirm that the Equity Shares which are being tendered herewith by me/ us under this Open Offer, are free from liens, charges, equitable interests and encumbrances and are being tendered together with all rights attached thereto, including all rights to dividends, bonuses and rights offers, if any, declared hereafter and that I have obtained any necessary consents to sell the Equity Shares on the foregoing basis.

I /We, confirm that I am not a person acting in concert with the Acquirer.

I /We also note and understand that the obligation on the Acquirer to pay the purchase consideration arises only after verification of the certification, documents and signatures submitted along with this Form of Acceptance-cum-Acknowledgment.

I /We, confirm that there are no taxes or other claims pending against us which may affect the legality of the transfer of Equity Shares under the Income Tax Act, 1961. I am not debarred from dealing in Equity Shares.

I /We, confirm that in the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/to be provided by me, I will indemnify the Acquirer for such income tax demand (including interest, penalty, etc.) and provide the Acquirer with all information/documents that may be necessary and co-operate in any proceedings before any income tax/appellate authority.

I /We, note and understand that the Equity Shares will be held in trust for me by the Registrar to the Offer/Clearing Corporation until the time the Acquirer pays the purchase consideration as mentioned in the Letter of Offer.

I /We, note and understand that the Equity Shares would lie with the Clearing Corporation until the time the Acquirer make payment of purchase consideration as mentioned in the Letter of Offer. I authorize, the Acquirer to accept the Equity Shares so offered or such lesser number of Equity Shares which they may decide to accept in consultation with the Manager to the Offer and the Registrar to the Offer and in terms of the Letter of Offer and I further authorize the Acquirer to return to me, Equity Shares in respect of which the Open Offer is not found valid/not accepted without specifying the reasons thereof.

I /We, confirm that my status as a shareholder is ("✓" whichever is applicable)

|                                                |                                                    |                                                       |                                                |                                                           |
|------------------------------------------------|----------------------------------------------------|-------------------------------------------------------|------------------------------------------------|-----------------------------------------------------------|
| <input type="checkbox"/> Individual            | <input type="checkbox"/> Foreign Company           | <input type="checkbox"/> FII/FPI - Corporate          | <input type="checkbox"/> FII/FPI - Others      | <input type="checkbox"/> FVCI                             |
| <input type="checkbox"/> Foreign Trust         | <input type="checkbox"/> Private Equity Fund / AIF | <input type="checkbox"/> Pension/ Provident Fund      | <input type="checkbox"/> Sovereign Wealth Fund | <input type="checkbox"/> Partnership/ Proprietorship Firm |
| <input type="checkbox"/> Financial Institution | <input type="checkbox"/> NRIs/PIOs repatriable     | <input type="checkbox"/> NRIs/ PIOs - non Repatriable | <input type="checkbox"/> OCB                   | <input type="checkbox"/> QFI                              |
| <input type="checkbox"/> Domestic Company      | <input type="checkbox"/> Domestic Trust            | <input type="checkbox"/> Insurance Company            | <input type="checkbox"/> Banks                 | <input type="checkbox"/> Others - please Specify          |

**FOR NRIs/ OCBs/ FIIs AND SUB-ACCOUNTS/ OTHER NON-RESIDENT SHAREHOLDERS:**

I /We, confirm that my investment status is (please provide supporting documents and “✓” whichever is applicable)

- ☐ FDI Route
- ☐ PIS Route
- ☐ Any other - please specify \_\_\_\_\_

I /We, confirm that the Offer Shares tendered by me are held on (“✓” whichever is applicable)

- ☐ Repatriable basis
- ☐ Non - repatriable basis

I /We, confirm that (“✓” whichever is applicable)

- ☐ No RBI or other regulatory approval was required by me for holding Offer Shares that have been tendered in this Open Offer and the Offer Shares are held under general permission of the RBI.
- ☐ Copies of all approvals required by me for holding Offer Shares that have been tendered in this Open Offer are enclosed herewith.
- ☐ Copy of RBI Registration letter taking on record the allotment of shares to me/us is enclosed herewith.

I /We, confirm that (“✓” whichever is applicable)

- ☐ No RBI or other regulatory approval is required by me for tendering the Offer Shares in this Open Offer.
- ☐ Copies of all approvals required by me for tendering Offer Shares in this Open Offer are enclosed herewith.

**BANK DETAILS**

|                                          |  |
|------------------------------------------|--|
| Name of the Bank                         |  |
| Branch                                   |  |
| Account Number                           |  |
| IFSC Code                                |  |
| MICR Code                                |  |
| Savings/Current/(Others: Please specify) |  |

Shareholders holding Equity Shares in dematerialised form, the bank account details for the purpose of interest payment, if any, will be taken from the record of the Depositories.

In case of interest payments, if any, by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.

Yours faithfully,

Signed & Delivered:

|                   | Full Name | PAN | Signature |
|-------------------|-----------|-----|-----------|
| First/Sole Holder |           |     |           |
| Joint Holder 1    |           |     |           |
| Joint Holder 2    |           |     |           |
| Joint Holder 3    |           |     |           |

**Note:** In case of joint holdings, all must sign. In case of body corporate, the common seal should be affixed and necessary Board resolutions should be attached.

Place:

Date:

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**Acknowledgement Receipt – Hypersoft Technologies Limited - Open Offer**

Received from Mr./Ms./M/s \_\_\_\_\_

Address: \_\_\_\_\_

Form of Acceptance-cum-Acknowledgement for Hypersoft Technologies Limited - Open Offer as per details below:

Copy of delivery instruction to depository participant of DP ID / Client ID \_\_\_\_\_ for \_\_\_\_\_  
Equity Shares

Date of Receipt:

Place of Receipt:

Stamp of Selling Broker:

Signature of Official:

## INSTRUCTIONS

**PLEASE NOTE THAT NO EQUITY SHARES / FORMS SHOULD BE SENT DIRECTLY TO THE ACQUIRER, THE TARGET COMPANY OR THE MANAGER TO THE OFFER**

1. This Form should be filled in English.
2. All queries pertaining to this Offer may be directed to the Registrar to the Offer.
3. Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Offer would have to do so through their respective selling broker by indicating the details of Equity Shares they intend to tender under the Offer.
4. In case of Equity Shares held in joint names, names should be filled in the same order in this Form as the order in which they hold the Equity Shares, and should be duly witnessed. This order cannot be changed or altered nor can any new name be added for the purpose of accepting this Offer.
5. If the Equity Shares are rejected for any reason, the Equity Shares will be returned to the sole/first named Shareholder(s) along with all the documents received at the time of submission.
6. All Shareholders should provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of which the acceptance is being sent.
7. All documents/remittances sent by or to the Shareholders will be at their own risk. Shareholders are advised to adequately safeguard their interests in this regard.
8. Public Shareholders who are holding Equity Shares in physical form and intend to participate in the Open Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out, including the (i) original share certificate(s), (ii) valid share transfer form(s), i.e Form SH-4, duly filled and signed by the transferors (i.e., by all registered shareholders in same order and as per the specimen signatures registered with the Target Company) and duly witnessed at the appropriate place, (iii) self-attested copy of the shareholder's PAN Card, (iv) Form of Acceptance duly completed and signed in accordance with the instructions contained therein, by sole/ joint Public Shareholders whose name(s) appears on the share certificate(s) in the same order in which they hold Equity Shares, and (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/ specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. Public Shareholders holding physical shares should note that such Equity Shares will not be accepted unless the complete set of documents is submitted. In addition, if the address of the Public Shareholder has undergone a change from the address registered in the 'Register of Members' of the Target Company, the Public Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar card, (ii) voter identity card; or (iii) passport.
9. ***Procedure for tendering the Equity Shares in case of non-receipt of Letter of Offer:***  
Shareholders may participate in the Offer by confirming their consent to participate in this Offer on the terms and conditions of this Offer as set out in the PA, the DPS and the Letter of Offer. Such holders of Equity Shares may also apply on the Form of Acceptance-cum-Acknowledgment in relation to this Offer, which may be obtained from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or from Registrar to the Offer.
10. The Procedure for Acceptance and Settlement of this Offer has been mentioned in the Letter of Offer at Paragraph 8.
11. The Letter of Offer along with the Form of Acceptance-cum-Acknowledgment would also be available at SEBI's website, ([www.sebi.gov.in](http://www.sebi.gov.in)), and shareholders can also apply by downloading such forms from the said website.
12. The Letter of Offer along with Form of Acceptance-cum-Acknowledgment will be dispatched/ sent through electronic mail to all the Shareholders as on the Identified Date. In case of non-receipt of the Letter of Offer, such Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares.
13. The Tender Form and TRS is not required to be submitted to the Acquirer, Manager to the Offer or the Target Company. Shareholders holding shares in demat mode are not required to fill any Form of Acceptance-cum-Acknowledgment unless required by their respective Selling Broker. Equity Shares under lock-in will be required to fill the respective Forms of Acceptance-cum-Acknowledgment.

14. Interest payment, if any: In case of interest payments by the Acquirer for delay in payment of Offer consideration or a part thereof, the Acquirer will deduct taxes at source at the applicable rates as per the Income Tax Act.
15. If the resident and non-resident Shareholders require that no tax is to be deducted on the interest component or tax is to be deducted at a rate lower than the prescribed rate, in such cases the following documents are required to be submitted to the Registrar to the Offer.

For resident Shareholders:

- Self-attested copy of PAN card
- Certificate from the income tax authorities under Section 197 of the Income Tax Act, wherever applicable, in relation to payment of interest, if any, for delay in payment of Offer Price (certificate for deduction of tax at lower rate)
- Self-declaration in Form 15G / Form 15H (in duplicate), if applicable.  
For specified entities under Section 194A(3)(iii) of the Income Tax Act, self-attested copy of relevant registration or notification (applicable only for interest payment, if any)

For non-resident Shareholders:

- Self-attested copy of PAN card;
- Certificate under Section 195(3) or Section 197 of the Income Tax Act, wherever applicable (certificate for deduction of tax at lower rate) from the income tax authorities under the Income Tax Act, indicating the amount of tax to be deducted by the Acquirer before remitting the amount of interest;
- Tax Residency Certificate and a no 'permanent establishment' / business connection declaration;
- name, e-mail id, contact number;
- address in the country or specified territory outside India of which the shareholder is a resident;
- Form 10F;
- Tax Identification Number/ Unique Identification Number of the shareholder;
- Such other information and documentation as may be required depending upon the specific terms of the relevant DTAA read with the provisions of MLI, including but not limited to a declaration of not having a permanent establishment in India;
- Certificate of lower or NIL withholding tax issued by income-tax authorities indicating the TDS rate/amount of tax to be deducted by the Acquirer;
- Self-attested declaration in respect of status of shareholder (e.g. individual, firm, company, trust, or any other – please specify) and residential status as per IT Act; and
- SEBI registration certificate for FII and FPI.

In an event of non-submission of aforesaid documents as may be applicable, tax will be deducted at the maximum rate applicable to the relevant category to which the Public Shareholder belongs, by the Acquirer.

In an event of non-submission of certificate for deduction of tax at nil / lower rate, tax will be deducted at the maximum marginal rate as may be applicable to the relevant category, to which the Shareholder belongs, by the Acquirer.

**FOR DETAILED PROCEDURE IN RESPECT OF TENDERING EQUITY SHARES IN THIS OFFER, PLEASE REFER TO THE LETTER OF OFFER**

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**Form No. SH-4 - Securities Transfer Form**  
**[Pursuant to Section 56 of the Companies Act, 2013 and Sub-Rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]**

Date of execution: \_\_\_\_/\_\_\_\_/\_\_\_\_

**FOR THE CONSIDERATION** stated below the "Transferor(s)" named do hereby transfer to the "Transferee(s)" named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

|      |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| CIN: | L | 6 | 2 | 0 | 1 | 0 | T | G | 1 | 9 | 8 | 3 | P | L | C | 0 | 0 | 3 | 9 | 1 | 2 |
|------|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|

Name of the company (in full): **HYPERSOFT TECHNOLOGIES LIMITED**

Name of the Stock Exchange where the company is listed, (if any): BSE Limited

**DESCRIPTION OF SECURITIES:**

| Kind/ Class of securities<br>(1) | Nominal value of each<br>unit of security (2) | Amount called up per<br>unit of security (3) | Amount paid up per<br>unit of security (4) |
|----------------------------------|-----------------------------------------------|----------------------------------------------|--------------------------------------------|
| Equity Shares                    | INR 10/-                                      | INR 10/-                                     | INR 10/-                                   |

| No. of Securities being Transferred |          | Consideration received (Rs) |            |
|-------------------------------------|----------|-----------------------------|------------|
| In figures                          | In words | In words                    | In figures |
|                                     |          |                             |            |

| Distinctive<br>Number | From |  |  |  |
|-----------------------|------|--|--|--|
|                       | To   |  |  |  |

| Corresponding<br>Certificate Nos. |  |  |  |
|-----------------------------------|--|--|--|
|-----------------------------------|--|--|--|

**Transferor's Particulars**

Registered Folio Number: \_\_\_\_\_

| Name(s) in full | PAN No. | Signature(s) |
|-----------------|---------|--------------|
| 1. _____        | _____   | _____        |
| 2. _____        | _____   | _____        |
| 3. _____        | _____   | _____        |

I, hereby confirm that the transferor has signed before me.

Signature of the Witness: \_\_\_\_\_

Name of the Witness: \_\_\_\_\_

Address of the Witness: \_\_\_\_\_

Pincode: \_\_\_\_\_

| Transferee's Particulars   |                                        |               |
|----------------------------|----------------------------------------|---------------|
| Name in full (1)           | Father's/ Mother's / Spouse's Name (2) | Address (3)   |
|                            |                                        |               |
| Occupation (4)<br>Business | Existing Folio No., if any (5)         | Signature (6) |
|                            |                                        | 1. _____      |
|                            |                                        | 2. _____      |
|                            |                                        | 3. _____      |

| Folio No. of Transferee | Specimen Signature of Transferee(s) |
|-------------------------|-------------------------------------|
| _____                   | 1. _____                            |
| _____                   | 2. _____                            |
| _____                   | 3. _____                            |

**Declaration:**

☐ Transferee is not required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares; or

☐ Transferee is required to obtain the Government approval under the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares and the same has been obtained and is enclosed herewith

**Value of Stamp affixed:** \_\_\_\_\_

**Enclosures:**

**Stamps**

1. Certificate of shares or debentures or other securities
2. If no certificate is issued, Letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, \_\_\_\_\_

| For Office Use Only                                                        |
|----------------------------------------------------------------------------|
| Checked by _____                                                           |
| Signature Tallied by _____                                                 |
| Entered in the Register of Transfer on _____                               |
| _____ vide Transfer no _____                                               |
| Approval Date _____                                                        |
| Power of attorney / Probate / Death certificate / Letter of Administration |
| Registered on _____ at _____                                               |
| No _____                                                                   |

|  |
|--|
|  |
|--|