



HYPERSOFT

TECHNOLOGIES LIMITED

**TWENTY-EIGHTH ANNUAL REPORT
2010-2011**



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HYPERSOFT TECHNOLOGIES LIMITED

BOARD OF DIRECTORS

D.R. Bhote
Chairman, Whole -time Director

F.R. Bhote
Managing Director

N. Gowri Shankar
Director

VinayVir
Director

REGISTERED OFFICE

28, Goyal Society, Moti Valley
Tirmulgherry
Secunderabad - 500 015. A.P. India.
Phone: 040- 27744413/27744754
Email: info@hypersoftindia.net
Website: www.hypersoftindia.net

BRANCH

Mumbai

DEPOSITORY REGISTRARS & SHARE TRANSFER AGENTS

M/s. Sathguru Management
Consultants (P) Limited
Plot No. 15, Hindi Nagar
Punjagutta, Hyderabad - 500 034.
Phone No. 040 - 23356507 / 23350586
Fax No: 040 - 23354042
Email sta@sathguru.com

AUDITORS

M/s. Ramanatham & Rao
Chartered Accountants
Secunderabad.

BANKERS

HDFC Bank Limited
Sainikpuri Branch
Hyderabad.

Oriental Bank of Commerce
Secunderabad

LISTING

The Pune Stock Exchange Ltd
Ahmedabad Stock Exchange Ltd



NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the members of M/s. Hypersoft Technologies Limited will be held on Friday, the 30th Day of September, 2011 at 4.00 p.m. at the Registered office of the Company at 29, Goyal Society, Moti Valley, Tirumalgerry, Secunderabad - 500015 to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Profit & Loss Account for the year ended on 31 st March, 2011 and Balance Sheet as on that date together with Schedules and Annexures thereto and the Report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Gowrishankar Narayanaswamy who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Ramanatham & Rao (Membership No.24363), Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authorize the Board to fix their remuneration.

For and on behalf of Board of Directors

Place: Secunderabad
Date : 29-07-2011

(D.R.Bhote)
Chairman



NOTES FOR MEMBERS' ATTENTION:

1. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective should be lodged not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 27th September, 2011 to 30th September, 2011 (Both days inclusive).
4. Members / Proxies should bring duly filled attendance slips along with the copy of annual report to the Annual General Meeting.
5. In case of joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address or Bank mandates to the depository Participants with whom they are maintaining their demat accounts. Members Holding shares in physical form are requested to advise any change of address immediately to the Company / Registrar and share transfer Agents.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are therefore requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts, members holding shares in physical form can submit their PAN details to the Company.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
9. Members holding shares in single name and physical form are advised to make nominations in respect of their shareholding in the Company. The shareholders willing to avail this facility may make nomination in Form 2B.
10. Members who hold shares in physical form in multiple folio's in identical names or joint holdings in the same order of names are requested to send their share certificates to M/s. Sathguru Management Consultants(P) Limited.
11. Non-Resident Indian members are requested to inform M/s. Sathguru Management Consultants (P) Limited immediately of :
 - a) change in their residential status on return to India for permanent settlement.
 - b) particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code, if not furnished earlier.
12. Pursuant to the requirement of Corporate Governance code under the Listing Agreement entered into by the Company, a statement containing the required details relating to the re-appointment of the retiring Director is given in the next page as Additional information and also form part of the Directors' Report on Corporate Governance.

For and on behalf of Board of Directors

Place: Secunderabad
Date : 29-07-2011

(D.R.Bhote)
Chairman



Additional Information

- (As per Clause 49 of the listing agreement)

As required under the Listing Agreement, the particulars of Director who seeks re-appointment are given below:

Name of the Director	Date of last Appointment on the Board	Qualification	Names of other companies in which the person holds directorship or membership of committee of the Board	Number of shares held in Hypersoft Technologies Limited
Mr. Gowrishankar Narayanaswamy	24-08-2006	Bachelors Degree in Commerce	1. Gowri Shanker & Co. Stock Brokers Pvt. Ltd. 2. Zen Forex & Management P.Ltd. 3. Zen Insurance Brokers P.Ltd.	43,300

For and on behalf of Board of Directors

Place: Secunderabad
Date : 29-07-2011

(D.R.Bhote)
Chairman



DIRECTORS' REPORT

Dear Shareholders,

Your Directors are happy to present Twenty-Eighth Annual Report and the Financial Results for the year ended on 31 st March, 2011.

I) Financial Results

(Rs. in lacs)

Particulars	2010-2011	2009-2010
Income from operations	72.65	91.49
Other Income	3.94	2.11
Total Income	76.59	93.60
Total Expenditure before depreciation	82.43	89.79
Profit/ (Loss) before depreciation	(5.84)	3.81
Depreciation	24.82	23.71
Extra-ordinary & Non-recurring items	Nii	Nil
Prior period adjustments	Nil	Nil
Net Profit/ (Loss) before Taxation	(30.66)	(19.89)
Provision for Taxation	-	-
Deferred Tax	(2.87)	(1.93)
Net Profit/ (Loss) after Taxation	(27.79)	(17.96)

II) Management Discussion & Analysis (M D&A):

Industry Structure and developments:

The Company has been working on new product lines and has launched some new products in this year namely Fixed Assets Management and Tracking, Cooperative Society Accounting, PDA based Restaurant management Systems, Know your Customer On-line digital record management product among others. These products have shown good acceptance in the market and sales activity is picking up. The Company has also been empanelled as an "Enrollment Agency" for the UIDAI Project.

Opportunities and threats:

The Company is a major player in back office accounting solution for stock broking and commodities broking operations in India. The markets are growing and our market share is steadily increasing and the flagship product have gained widespread acceptance in the market. However, there is saturation in the market which is a reason for sale slowdown.

Segment wise or product - wise performance:

The Company now operates in one major segment, which is software products, both our own as well as from our Partners. This year we are expanding into the services segment which will reflect in the next year accounts.



Outlook:

The market for software products is growing and the Company is poised to take advantage of the market developments. In addition to product design and development, the Company also provides services like legacy maintenance, offshore development and implementation services and support services from India.

Risks and concerns:

There is some pressure on profitability due to large legacy losses of the Company which are being slowly depleted.

internal control systems and their adequacy:

The Company has adequate internal controls commensurate with its activity and size of operations.

Discussion on financial performance with respect to operational performance:

During the year under review, your Company made a Turnover of Rs. 76.59 Lakhs as against Rs. 93.60 Lakhs and incurred a loss of Rs. 27.79 Lakhs as against a loss of Rs. 17.96 Lakhs for the previous year.

Material Development in Human Resources/Industrial relations :

There are no significant developments in human resources and number of people employed. However, all our efforts were made to retain the talent and improve the productivity.

III) Fixed Deposits

The Company has not accepted any Deposits from the public during the year pursuant to Section 58A of the Companies Act, 1956.

IV) Personnel

None of the employees of the Company were in receipt of remunerations as required to be disclosed under Section 217(2A) of the Companies Act, 1956.

V) Directors

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. Gowrishankar Narayanaswamy is liable to retire by rotation at the ensuing Annual General Meeting. He is eligible for re-appointment.

Mr. C. Sitapati Rao, Director has resigned from the board w. e. f. 28th July, 2010. The Board placed on record its deep sense of appreciation for the valuable contribution made by him during his Tenure as Director of the Company.

VI) Auditors

The auditors, M/s. Ramanatham & Rao (Membership No.24363), Chartered Accountants of the Company who retire at the conclusion of the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if reappointed. The Company has also received a confirmation from them under Section 224 (1B) of the Companies Act, 1956.

In response to the qualification made by the auditors in clause 7 of the Annexure to the Auditors' Report, the management has been taking appropriate steps to have an internal audit system.



VII) Compliance Certificate:

According to the proviso to Section 383A (1) of the Companies Act, 1956 read with Companies (Compliance Certificate) Rules, 2001, every Company having a paid up capital of Rs 10.00 Lakhs or more and less than Rs. 5.00 Crores is required to file with the Registrar of Companies the Compliance Certificate obtained from a Whole time Practicing Company Secretary to the effect that the Company has complied with the provisions of the Companies Act, 1956. The Compliance Certificate for the financial year 1st April, 2010 to 31st March, 2011 has been obtained from M/s. R & A Associates, Company Secretaries, Hyderabad.

VIII) Corporate Governance:

Pursuant to the provisions of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, a report on the Corporate Governance, which inter alia, includes the composition and construction of Audit Committee, is featuring as a part of Annual Report. Your Company will continue to adhere in letter and spirit to the good corporate governance policies. Pursuant to the provision of Clause 49(VII)(1) of the Listing Agreement, a certificate from the auditors of the Company on the compliance of the Clause is enclosed.

IX) CEO's Declaration:

Pursuant to the provisions of Clause 49(I)(D)(ii) of the Listing Agreement, a declaration by the Managing Director and CEO of the Company declaring that all the members of the Board and the Senior Personnel of the Company have affirmed compliance with the Code of Conduct of the Company is enclosed. The same can be viewed on the website of the Company at www.hypersoftindia.net.

X) Directors' Responsibility Statement:

In accordance with the provisions of the section 217(2AA) of the Companies Act, 1956 and based on the information provided by the management your directors state that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year ended on that date;
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts of the company have been prepared on a going concern basis.

XI) Dividend:

The Directors expresses their inability to recommend dividend during the year due to the loss incurred by the Company.



XII) Section 217 (1)(e) of the Companies Act, 1956:

As required u/s. 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in respect of the Board of Directors) Rules, 1988 the relevant information is given below:

Particulars of Employees and other Additional Information

There are no employees in the Company whose particulars are to be given pursuant to Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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

A. Conservation of Energy:

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

B. Technology Absorption: Research and Development (R & D):

1. Specific areas in which R & D carried out by the Company:

The Company continues to focus and invest in R & D activities for developing and improving the quality and enhancing the benefits of its software products. The Company is a product oriented Company and the continuous development of newer products and the existing products is an on going exercise.

2. Benefits derived as a result of the R & D:

Research and development of new products & processes will continue to be of importance to your Company. Products although have a longer gestation, are of higher benefit to the Company and its profitability in the long run.

3. Future plan of Action:

The Company continues to strive for development and innovation of new products and improving the existing ones in order to meet the changing requirements and to cater to customer needs.

4. Expenditure on R & D:

-NIL-

Technology Absorption, Adaptation and Innovation:

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



G) Foreign Exchange Earnings & Outgo :

(in Rs.)

	2010-2011	2009-2010
a. Foreign Exchange Earnings	2,82,000	Nil
b. Foreign Exchange Outgo		
Purchase of Software	13,02,463	2,66,498
Expenses	NIL	NIL

XIII) Appreciation :

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

For and on behalf of Board of Directors

Place : Secunderabad

(D.R. Bhole)

Date : 29-07-2011

Chairman



REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2010-2011

Company's Philosophy :

The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in efficient conduct of its business and in meeting its obligations to stakeholders.

Board of Directors :

The Company has Executive Chairman. The Board of Directors comprises of Four(4) Directors including two (2) Non-Executive Independent Directors.

a) Composition and category of Directors as on 31 st March, 2011

SI No.	Name of the Director	Category
1.	Mr. D.R.Bhote	Promoter Executive Director
2.	Mr. F.R. Bhote	Promoter Managing Director
3.	Mr. N. Gowri Shankar	Non-Executive & Independent Director
4.	*Mr. C. Sitapati Rao	Non-Executive & Independent Director
5.	Mr. Vinay Vir	Non-Executive & Independent Director

*Mr. C. Sitapati Rao, Director has resigned from the board w. e. f. 28th July, 2010.

b) Attendance of each director at the Board Meetings held during the year 2010-2011 and at the last Annual General Meeting:

Name of the Director	Board Meetings held during the year	Meetings attended	Last AGM
Mr.F.R.Bhote	5	5	Present
Mr.D.R.Bhote	5	5	Present
Mr.N.Gowri Shankar	5	5	Present
Mr.C.Sitapati Rao	5	2	Absent
Mr.Vinay Vir	5	4	Absent

*Mr. C. Sitapati Rao, Director has resigned from the board w. e. f. 28th July, 2010.

Nope of the directors of the Company are members in more than 10 committees or act as Chairman of more than five committees across all Companies in which he is a Director.



Audit Committee :

The Audit Committee was constituted in terms of Section 292A of the Companies Act, 1956 and the provisions of the Clause 49 of the Listing Agreement.

a) Brief description of terms of reference:

The term of reference of the Audit Committee is in conformity with the provisions of Sub Clause II of Clause 49 of the Listing Agreements, which inter alia, includes the following:

- * Oversight of Company's financial reporting process.
- * Recommending appointment and removal of external auditors and fixing of their fees.
- * Reviewing with management the quarterly, half-yearly and annual financial results/statements with special emphasis on accounting policies and practices, compliance's with accounting standards and other legal requirements concerning financial statements.
- * Reviewing the adequacy of the Audit and compliance functioning including their polices, procedures, techniques and other regulatory requirements.
- * Reviewing the adequacy of internal control systems and significant audit findings.
- * Discussion with external auditors regarding nature and scope of audit.

b) Composition, name of members and Chairman:

The Audit Committee comprises of the following directors:

- | | | |
|-------------------------|---|----------|
| 1. Mr. D.R. Bhote | - | Chairman |
| 2. Mr. N. Gowri Shankar | - | Member |
| 3. Mr. VinayVir | - | Member |
| 4. *Mr. C. Sitapati Rao | - | Chairman |

c) Meetings and attendance during the year 2010-2011:

Name of the Member	Meetings held during the year	Meetings attended
*Mr. C. Sitapati Rao	4	3
Mr. N. Gowri Shankar	4	4
Mr. VinayVir	4	3
Mr. D. R. Bhote	4	1

*Mr. C. Sitapati Rao, Director has resigned from the board w. e. f 28th July, 2010.

Remuneration Committee:

1. Brief description of terms of reference:

This committee was constituted primarily to evaluate compensation and benefits given to Executive Directors.



2. Composition, name of members and Chairperson:

The Remuneration Committee comprises of the following Directors:

1. *Mr. C. Sitapati Rao - Chairman
2. Mr. N. Gowri Shankar - Member
3. Mr. VinayVir - Member

3. Meetings and Attendance during the year 2010-2011:

Name of the Member	Meetings held during the year	Meetings attended •
*Mr.C.Sitapati Rao	1	T
Mr.N.Gowri Shankar	1	1
*Mr.Cyrus Irani	1	1

*Mr. C. Sitapati Rao, Director has resigned from the board w. e. f 28th July, 2010.

d) Details of remuneration to all the directors:

(in Rs.)

Particulars	Mr. F.R. Bhote Managing Director	Mr. D.R. Bhote whole-time Director
Salary	6,36,000	4,77,000
Perquisites	18,672	17,229
Provident Fund	54,720	41,040

The Non-Executive Directors are not eligible for commission and they have been paid sitting fee only.

Shareholders / Investors Grievance Committee

a) Terms of reference :

The Committee was constituted to specifically look into the redressing of shareholders and investor complaints like transfer of shares, non-receipt of balance-sheet etc.

b) Composition, name of members and Chairperson :

The Committee comprises of the following directors

- (i) Mr. N. Gowri Shankar - Chairman
- (ii) Mr. D. R. Bhote - Member
- (iii) Mr.Vinay Vir - Member

c) Name and Designation of Compliance Officer :

Mr. F.R. Bhote, Managing Director has been appointed as the Compliance Officer of the Company.

d) No. of Shareholders Complaints received during the year 2010-11:

During the year 2010-11, no complaints were received from the investors.



e) No. of complaints not solved to the satisfaction of shareholders :

The Company has not received any complaints during the year 2010-11, so question of complaints not solved to the satisfaction of shareholders does not arise.

General Body Meetings :

a) Details of last three Annual General Meetings (AGM) :

The information about the last three general body meetings are given below:

Financial Year	AGM	Venue	Time & Date of AGM
2007-2008	25th AGM	Registered Office	4.00 p.m. on 27th September, 2008
2008-2009	26th AGM	Registered Office	4.00 p.m. on 26th September, 2009
2009-2010	27th AGM	Registered Office	4.00 p.m. on 18th September, 2010

b) Special Resolution passed through postal ballot system during the year and person who conducted the postal ballot exercise:

No special resolution was required to be put through postal ballot system last year.

c) Whether any special resolution proposed to be conducted through postal ballot:

No special resolution is proposed to be conducted through postal ballot system.

Certification of Financial reporting and Internal Controls:

In accordance with clause 49V of the Listing agreement, a certificate confirming the correctness of the financial statements, adequacy of internal control measures and matters to be reported to the audit committee was taken on record at the board meeting convened for approval of Annual Financial Results of the Company for year under review.

Disclosures:

The Company had disclosed the Related Party transactions with the key management personnel in Notes to Accounts. None of the transactions with any of the related parties were in conflict with the interests of the Company.

There has been no non-compliance by the Company of the regulations imposed by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last 4 years.

Means of Communication:

- * Financial results of the Company (Quarterly, half-yearly and Annual) have been approved by the Board and intimated to the Stock Exchanges and are published in Business Standard and Andhra Bhoomi.
- * The Management Discussion and Analysis Report forms part of the Annual Report.



General Shareholder information:

a) Date, Time & Venue of the present Annual General Meeting:

On Friday, the 30th Day of September, 2011 at 4.00 p.m. at the Registered office of the Company at 28, Goyal Society, Moti Valley, Tirumalgerry, Secunderabad-500015.

b) Financial Calendar for 2011-2012 (tentative):

Quarter ending on	Reporting on
30th June, 2011	Last week of July, 2011 (Completed)
30th September, 2011	Last week of October, 2011
31st December, 2011	Last week of January, 2012
31st March, 2012	Last week of April, 2012

c) Date of Book Closure:

The Register of Members and Share Transfer Books of the Company will be closed from 27th September, 2011 to 30th September, 2011 (Both days inclusive).

d) Listing on Stock Exchanges :

- (i) The Pune Stock Exchange Limited
- (ii) The Ahmedabad Stock Exchange Limited

e) Market price data :

There was no trading of the shares during the financial year.

f) Registrar and Transfer Agents :

M/s. Sathguru Management Consultants Private Limited
Plot No. 15, Hindi Nagar, Punjagutta,
Hyderabad - 500034 (AP)
Phone No. 040 - 23356507 / 23350586
Fax No: 040 - 23354042
Email: sta@sathguru.com



g) Share Transfer System :

The Company's Share transfers are taken care by M/s. Sathguru Management Consultants Private Limited, Depository Registrars and Share Transfer Agents appointed by the Company. Transfers which are received in physical form are processed and the share certificates are returned within a period of 30 days from the date of receipt, subject to documents being valid and complete in all respects.

h) Distribution of Shareholding as on 30th June, 2011:

Sl No.	Category		No. of Share holders	Percentage of Share holders	No. of Equity Shares	Percentage of Share holding
1	1	5000	76	23.10	20,300	0.48
2	5001	10000	43	13.07	40,050	0.94
3	10001	20000	25	7.60	42,000	0.99
4	20001	30000	58	17.63	1,47,500	3.47
5	30001	40000	12	3.65	44,900	1.06
6	40001	50000	32	9.73	1,56,600	3.68
7	50001	100000	42	12.77	3,33,450	7.84
8	100001	Above	41	12.46	34,66,900	81.54
	TOTAL		329	100.00	42,51,700	100.00

i) Dematerialization of Shares :

The Company's shares are available for holding / transfer in depository system of both Central Depository Services (India) Limited and National Securities Depository Limited. The members have the option of holding the shares in physical or dematerialized form. The processing activities with respect to the requests received for dematerialization are generally completed within 15 days from the date of receipt of request.

The ISIN No allotted for the equity shares of the Company - INE 039D01014.

As on 30th June, 2011 a total no of 7,66,700 equity shares of the Company stand dematerialized constituting 18.03% of the paid-up share capital of the Company.

j) j) Outstanding GDRs / ADRs / Warrants / Convertible Debentures during the year 2010-2011:

The Company has not issued any GDRs / ADRs / Warrants / Convertible Debentures during the year 2010-11.

k) Plant Locations :

The Company doesn't have manufacturing facilities. However, the Company has the Software Development facilities, the particulars of which are given below:

**Development facilities/Branch:**

Hyderabad

Mumbai

Location:

28, Goyal Society, Moti Valley, Tirmulgherry,
Secunderabad - 500 015.

309-B, Commerce House, Nagindas Master Road,
Fort, Mumbai - 400023.

I) Address for correspondence :**i) For any query in Demat & Physical : M/s. Sathguru Management Consultants Pvt. Ltd.
Shares**

Plot No. 15, Hindi Nagar, Punjagutta, -

Hyderabad - 500034 (AP)

Phone # 23356507, 23350586

Fax # 23354042.

Email: sta@sathguru.com

ii) For any other queries:**Registered Office of the Company**

28, Goyal Society, Moti Valley, Tirmulgherry
Secunderabad - 500 015.

Phone # 2774 4413 / 27744754

E-mail: info@hypersoftindia.net

Website: www.hypersoftindia.net



CEO'S DECLARATION

I, F. R. Bhote, Managing Director do hereby declare that pursuant to the provisions of Clause 49(I)(D) of the Listing Agreement, all the members of the Board and Senior Management Personnel of the Company have furnished their affirmation of compliance with the Code of Conduct of the Company.

Place: Secunderabad
Date: 29-07-2011

F.R. Bhote
Managing Director



CERTIFICATE

To
The Members of M/s. HyperSoft Technologies Limited
Secunderabad

We have examined the compliance of conditions of Corporate Governance by M/s. HyperSoft Technologies Limited for the year ended 31 st March, 2011, as stipulated in clause 49 of the listing agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the condition of the Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us: We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month, against the Company as per the records maintained by the shareholder/investors' Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For RAMANATHAM & RAO
Chartered Accountants
FRN: S-2934

(C. Kameswara Rao)
Partner
M.No. 24363

Place: Secunderabad
Date : 29-07-2011



REPORT OF THE AUDITORS

THE MEMBERS OF HYPERSOFT TECHNOLOGIES LIMITED

We have audited the attached Balance Sheet of HYPERSOFT TECHNOLOGIES LIMITED, as at 31 st March, 2011, and the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to Obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section 4A of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above we report that:

- 1) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- 2) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- 3) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- 4) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with Companies (Accounting Standards) Rules 2006 referred to in sub-section 3C of Section 211 of the Companies Act, 1956, except AS-15 'Employee benefits' as per note No. 3 of the Notes on Accounts.

On the basis of written representations received from the directors, as on 31st March, 2011, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31 st March, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of Balance Sheet, of the state of affairs of the Company as at 31 st March, 2011;
- b) In the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

For RAMANATHAM & RAO
Chartered Accountants

Place : Secunderabad
Date : 27-05-2011

(C.KAMESWARA RAO)
Partner M.No:24363
F.R.N : S-2934



ANNEXURE TO THE REPORT OF THE AUDITORS

REFERRED TO IN THE REPORT OF EVEN DATE ON THE ACCOUNTS OF HYPERSOFT TECHNOLOGIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2011

- 1.1 The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2 All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- 2.1 The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- 2.2 The procedures of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
- 2.3 The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- 3.1 During the year the company had not taken loan from companies or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- 3.2 During the year the company had not given any loan to companies or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion, and according to the information available and explanations given to us there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. According to the information available and explanations given to us, we are of the opinion that there are no transactions with parties listed in the register maintained under section 301 of the Companies Act, 1956.
6. The company has not taken any deposits and as such provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.
7. *The company does not have an internal audit system.*
- 8 The Company is not required to maintain cost records under section 209 (1) (d) of the Companies Act 1956.



- 9.1 The company is regular in depositing with appropriate authorities undisputed Statutory dues including Provident Fund, Service Tax, Income Tax, Value Added Tax, Sales Tax, Professional Tax and other material statutory dues applicable to it.
- 9.2 According to the information available and explanations given to us, no undisputed amounts are payable in respect of Income Tax, Service Tax, Value Added Tax, Sales Tax, Professional Tax as at the end of the year for a period of more than six months from the date they became payable.
- 9.3 According to the information available and explanation given to us, there are no disputes in respect of Income Tax, Service Tax, Value Added Tax, Sales Tax, Professional Tax and other statutory dues.
10. In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has incurred cash losses of Rs. 5,83,847/- during the financial year covered by our audit, and it has not incurred cash losses in the immediately preceding financial year.
- 11 In our opinion and according to the information available and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
- 12 The Company has not obtained any term loans during the year.
- 13 According to the information available and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- 14 According to the information available and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.
- 15 Clauses 4 (xii), (xiii), (xiv), (xv), (xviii), (xix) and (xx) of the Companies (Auditor's Report) Order, 2003, are not applicable to the company.

For RAMANATHAM & RAO
Chartered Accountants

Place : Secunderabad
Date : 27 - 05 - 2011

(C.KAMESWARA RAO)
Partner M.No:24363
F.R.N : S-2934



HYPERSOFT TECHNOLOGIES LIMITED
BALANCE SHEET AS AT 31 ST MARCH 2011

		Sch	31st March 2011		31st March 2010	
			Rs.	Rs.	Rs.	Rs.
A.	SOURCES OF FUNDS					
1	Share Holders Funds					
	Share Capital	1	44,921,750		44,921,750	
	Reserves & Surplus	2	7,062,500	51,984,250	7,062,500	51,984,250
	TOTAL			51,984,250		51,984,250
3.	APPLICATION OF FUNDS					
1	FIXED ASSETS	3				
	Gross Block		45,913,337		45,863,187	
	Less : Depreciation		28,817,546	17,095,791	26,335,323	19,527,864
2	INVESTMENTS	4		6,200,000		5,547,051
3	CURRENT ASSETS					
	LOANS AND ADVANCES	5	3,583,745		6,644,166	
	Less : Current Liabilities & Provisions	6	456,955		2,230,430	
	NET CURRENT ASSETS			3,126,790		4,413,736
4	DEFERRED TAX			858,572		571,492
5	PROFIT & LOSS ACCOUNT (LOSS)			24,703,097		21,924,107
	TOTAL			51,984,250		51,984,250
	Significant Accounting Policies	10				
	Notes on Accounts	11				

Per our report of even date

For and on behalf of the board

For **RAMANATHAM & RAO**
Chartered Accountants

(C. KAMESWARA RAO)
PARTNER

(F. R. BHOTE)
Managing Director

Place: Secunderabad
Date : 27th May 2011

(D.R. BHOTE)
Executive Director



HYPERSOFT TECHNOLOGIES LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 ST MARCH 2011

	Particulars	Sch	31st March 2011		31st March 2010	
			Rs.	Rs.	Rs.	Rs.
A	INCOME					
	Income from Operations		8,105,833		10,314,537	
	Less : Taxes		840,533		1,165,762	
	Other Income	7		7,265,300		9,148,775
				394,166		210,997
				7,659,466		9,359,772
B	EXPENDITURE					
	Consumption of Software			750,045		1,208,042
	Staff Cost	8		5,280,559		5,460,464
	Administrative & Other Expenses	9		2,212,709		2,310,499
	Depreciation	3		2,482,223		2,370,730
				10,725,536		11,349,735
C	PROFIT FROM OPERATIONS BEFORE TAX			(3,066,070)		(1,989,963)
D	PROVISION FOR TAXATION					
	Current Tax(FBT)					
	Deferred Tax		(287,080)	(287,080)	(193,523)	(193,523)
E	PROFIT AFTER TAX			(2,778,990)		(1,796,440)
F	EARNINGS PER SHARE			(0.65)		(0.42)
	Equity Shares - Par Value Rs. 10					
G	LOSS B/F FROM PREVIOUS YEAR			21,924,107		20,127,667
H	LOSS CARRIED TO BALANCE SHEET			24,703,097		21,924,107
	Significant Accounting Policies	10				
	Notes on Accounts	11				

Per our report of even date

For and on behalf of the board

For RAMANATHAM & RAO
Chartered Accountants

(C. KAMESWARA RAO)
PARTNER

(F. R. BHOTE)
Managing Director

Place: Secunderabad
Date : 27th May 2011

(D.R. BHOTE)
Executive Director



SCHEDULES FORMING PART OF THE BALANCE SHEET

Particulars	31st March 2011 Rs.	31st March 2010 Rs.
SHARE CAPITAL		<u>SCHEDULE 1</u>
AUTHORISED		
60,00,000 Equity Shares of Rs.10/- Each	<u>60,000,000</u>	<u>60,000,000</u>
ISSUED, SUBSCRIBED & PAID UP		
42,51,700 Equity Shares of Rs.10/- each Fully Paid`	42,517,000	42,517,000
Add : Forfeited Shares	2,404,750	2,404,750
	<u>44,921,750</u>	<u>44,921,750</u>
RESERVE & SURPLUS		<u>SCHEDULE 2</u>
Capital Reserve	3,787,500	3,787,500
Share Premium	3,275,000	3,275,000
	<u>7,062,500</u>	<u>7,062,500</u>

FIXED ASSETS & DEPRECIATION

SCHEDULE - 3

		GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As on 01.04.2010	Addi- tions	Dele- tions	As on 31.03.2011	As on 01.04.2010	For the Year	Dele- tions	As on 31.03.2011	As on 31.03.2010
1	Goodwill	2,346,867	-	-	2,346,867	1,887,496	234,687	-	2,112,183	469,371
2	Building	13,625,105	-	-	13,625,105	138,239	222,089	-	360,328	13,486,866
3	Plant & Machinery	1,775,135	-	-	1,775,135	1,775,135	-	-	1,775,135	-
4	Computers	2,142,529	50,160	-	2,192,679	1,988,620	40,261	-	2,020,863	161,927
5	Technology	17,125,060	-	-	17,125,000	13,700,000	1,712,500	-	15,412,500	3,425,000
6	Software	4,670,521	-	-	4,670,521	4,670,521	-	-	4,670,521	-
7	Electrical Installations	330,760	-	-	330,760	278,596	15,711	-	294,307	52,164
8	Office Equipment	1,135,405	-	-	1,135,405	426,079	53,932	-	480,011	709,326
9	Furniture & Fixtures	1,048,904	-	-	1,048,904	553,730	66,396	-	620,126	495,174
10	Vehicles	1,662,961	-	-	1,662,961	934,926	136,647	-	1,071,573	728,035
	Total	45,863,187	50,160	-	45,913,337	26,335,323	2,482,223	-	28,817,546	17,095,791
	<i>Previous Year</i>	<i>33,189,783</i>	<i>-</i>	<i>-</i>	<i>45,863,187</i>	<i>23,964,593</i>	<i>2,370,730</i>	<i>-</i>	<i>26,335,323</i>	<i>9,225,191</i>



SCHEDULES FORMING PART OF THE BALANCE SHEET (Contd..)

PARTICULARS	31st March 2011	31st March 2010
	Rs.	Rs.
INVESTMENTS :		<u>SCHEDULE-4</u>
Fixed Deposits in Scheduled Banks	6,200,000	5,547,051
 CURRENT ASSETS, LOANS & ADVANCES		<u>SCHEDULE-5</u>
CASH & BANK BALANCES :		
Cash on Hand	7,774	8,620
Cash with Scheduled Banks	<u>421,197</u>	<u>2,764,036</u>
(In Current A/c.)	428,971	2,772,656
 INVENTORIES	1,450,330	1,523,246
SUNDRY DEBTORS :		
(Unsecured-Considered good)		
Outstanding for: more than 6 months	162,690	-
less than 6 months	348,916	515,864
Deposits	50,120	224,362
Tax Deducted at Source	901,092	1,080,958
Other Advances (Unsecured & Considered good)	143,170	402,163
Prepaid Expenses	98,458	124,917
	<u>3,583,745</u>	<u>6,644,166</u>
 CURRENT LIABILITIES & PROVISIONS :		<u>SCHEDULE-6</u>
Sundry Creditors	60,271	1,030,562
Outstanding Liabilities	348,244	1,110,939
Directors Remuneration payable	48,440	88,929
	<u>456,955</u>	<u>2,230,430</u>

**SCHEDULES FORMING PART OF THE BALANCE SHEET (Contd..)**

	31st March 2011	31st March 2010
	Rs.	Rs.
OTHER INCOME		<u>SCHEDULE-7</u>
Interest on Deposits (TDS Rs. 38.485 - P/Y Rs. 7.361)	258,648	45,304
Interest on RECL Bonds	-	159,540
Other Income	32,595	6,153
Interest Received from others	62,423	-
Rent Received	40,500	-
	<u>394,166</u>	<u>210,997</u>
STAFF COST		<u>SCHEDULE-8</u>
Salaries	4,768,644	4,951,556
Performance Incentive	153,750	90,250
Provident Fund	233,822	259,278
Welfare Expenses	124,343	159,380
	<u>5,280,559</u>	<u>5,460,464</u>



SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT (Contd.)

ADMINISTRATIVE & OTHER EXPENSES

SCHEDULE - 9

	31st March 2011	31st March 2010
	Rs.	Rs.
Advertisement	24,834	24,528
Audit Fee	35,000	35,000
Bank Charges	10,834	4,507
Building Maintenance Charges	87,400	56,168
Telephones	89,495	99,987
Conveyance & Vehicle Expenses	450,936	443,644
Postage & Courier	10,463	10,900
Insurance	33,406	38,241
Interest Paid	7,921	10,638
Internet Charges	99,903	113,051
Legal & Professional Charges	123,500	116,000
Listing Fee	23,200	23,200
Marketing Expenses	164,928	168,633
Meeting Expenses	1,500	12,000
Office Expenses	51,682	33,906
Other Expenses	3,222	26,022
Electricity charges	256,360	293,478
Printing & Stationery	29,714	24,371
Rates & Taxes	18,715	14,210
Rent	108,000	213,870
Repairs & Maintenance	163,076	115,423
Subscription & Membership Fee	41,956	59,690
Travelling - Inland	159,561	251,425
Gratuity	92,308	23,364
Foreign Exchange Fluctuation	122,005	-
Taxes Paid	2,790	98,243
	<u>2,212,709</u>	<u>2,310,499</u>



HYPERSOFT TECHNOLOGIES LTD

SIGNIFICANT ACCOUNTING POLICIES

SCHEDULE - 10

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

1. Balance Sheet and Profit and Loss Account are prepared in conformity with Companies (Accounting Standards) Rules, 2006 under sub-section (3C) of section 211 of the Companies Act, 1956.
2. The Accounts have been drawn up on historical cost convention in accordance with generally accepted Accounting principles and provisions of the Companies Act, 1956 as adopted consistently by the company.
3. The company generally follows mercantile system of Accounting and recognizes significant items of income and expenditure on accrual basis.

B. FIXED ASSETS :

1. Fixed Assets are disclosed at historical cost of acquisition or as revalued.

C. DEPRECIATION :

1. Depreciation is charged at the rates and the manner specified in Schedule XIV of the Companies Act, 1956 under Straight Line Method in respect of tangible assets.
2. Depreciation on acquired Software is provided at 16.21% on Straight Line Method.
3. Depreciation is provided on tangible fixed assets on values arrived at after revaluation or on historical cost, as the case may be.
4. Intangible Assets are amortised in ten years in accordance with Accounting Standard 26.

D INVESTMENTS :

Investments are disclosed at cost. Income on investments is accounted on accrual basis.

E INVENTORIES :

Software inventory is valued at cost. Inventories are verified and certified by the management.

F TERMINAL BENEFITS TO EMPLOYEES :

No provision for gratuity and leave encashment has been made. The company intends to account for the same on cash basis.

G PRIOR PERIOD/PRE-PAID EXPENSES :

Expenditure less than Rs.10,000/- are not classified into Prior Period Expenditure or Prepaid Expenses in view of the fact that they are not material in nature.

H TAXES AND DUTIES :

1. Value Added Tax paid on purchase of fixed Assets and other material is at Net value.
2. Sales are disclosed at gross of Taxes.
3. Sales Tax paid in excess of collection is treated as expenditure.
4. Service Tax is accounted for net of CEN VAT.



NOTES ON ACCOUNTS

SCHEDULE – 11

- 1 Forfeited shares represents 9,61,900 Equity shares of Rs.10/- each forfeited on 20th June, 1998 against which the company had received Rs.2.50 on each share.
- 2 Current liabilities do not include any amounts outstanding to small-scale industrial units.
3. The Company is accounting for Gratuity and Leave Encashment on cash basis, and this is not in accordance with the Accounting Standard - 15 'Employee Benefits'.
- 4 Previous year figures are regrouped or reclassified wherever necessary- to confirm to the presentation of the current year.

5 RELATED PARTY DISCLOSURES

- a) Parties with whom the Company had transactions
- b) Key Management Personnel:

Mr. D.R. Bhote Executive Director

Mr. F.R. Bhote Managing Director

	31.03.2011	31.03.2010
	Rs.	Rs.
c) Remuneration to Key Management Personnel:	1,244,661	1423,989

6 DEFERRED TAX ON INCOME :

Deferred Taxes are disclosed at net values

Deferred Tax Asset

On Timing Differences of Depreciation	858,572	571,492
---------------------------------------	---------	---------

7 EARNINGS PER SHARE:

(Basic and Diluted)	31.03.2011	31.03.2010
	Rs.	Rs
Net Profit / (Loss)	(2,778,990)	(1,796,440)
No. of Equity Shares - Fully Paid	4,251,700	4,251,700
Earnings Per Share (Par Value Rs.10)	(0.65)	(0.42)

Contd..2



8 SEGMENT REPORTING:

- a) The Company has only one segment i.e., Software. It has been Identified in India and global as two Geographic Segments.

GEOGRAPHIC SEGMENTATION :

(Segment Revenue)

	Rs.
India	7,265,300
Global	-
	<u>7,265,300</u>

9 Additional Information required Under Para 3 & 4 of Part II of Sch.VI to the Companies Act, 1956.

A REMUNERATION TO DIRECTORS :

	31.03.2011 Rs.	31.03.2010 Rs
1) Mr. D.R. Bhote - Executive Director :		
Remuneration	477,000	636,000
Perquisites	17,229	20,560
Provident Fund	41,040	54,720
	<u>535,269</u>	<u>711,280</u>
2) Mr. F. R. Bhote - Managing Director :		
Remuneration	636,000	636,000
Perquisites	18,672	21,989
Provident Fund	54,720	54,720
	<u>709,392</u>	<u>712,709</u>

B. AUDITOR'S REMUNERATION

Audit Fee	35,000	35,000
Certification Fee	3,500	5,000
	<u>38,500</u>	<u>40,000</u>

C. CONSUMPTION OF SOFTWARE

	31.03.2011		31.03.2010	
	Value Rs	%	Value Rs	%
(I) Indigenous	-	-	-	-
(II) Imported	750,044	100	1,208,041	100
	<u>750,044</u>	<u>100</u>	<u>1,208,041</u>	<u>100</u>



D FOREIGN EXCHANGE EARNING AND OUTGO :

	31.03.2011	31.03.2010
	Rs.	Rs
a) Foreign Exchange Earnings	282,000	
b) Foreign Exchange Outgo :		
Purchase	1,302,463	266,498
Expenses	-	-

Per our report of even date

For and on behalf of the board

For RAMANATHAM & RAO
Chartered Accountants

(C. KAMESWARA RAO)
PARTNER

Place: Secunderabad
Date : 27th May 2011

(F. R. BHOTE)
Managing Director

(D.R. BHOTE)
Executive Director



HYPERSOFT TECHNOLOGIES LIMITED
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I Registration Details

Registration Number	3912	State Code	01
Balance Sheet Date	31.03.2011		

II Capital Raised during the Year: (Amount in Rs. Thousands)

Public Issue	-	Right Issue	-
Bonus Issue	-	Private Issue	-

III Position of Mobilisation and Deployment of Funds(Amount in Rs. Thousands)

Total Liabilities	51,984	Total Assets	51,984
Source of Funds :		Application of Funds :	
Paid up Capital	44,922	Net Fixed Assets	17,096
Reserves and Surplus	7,062	Investments	6,200
		Net Current Assets	3,127
		Deferred Tax	859
		Accumulated Losses	24,703

IV Performance of Company (Amount in Rs. Thousands) :

Turnover	7,659	Total Expenditure	10,726
Profit Before Tax	(3,066)	Profit after Tax	(2,779)
Earning Per Share Rs.	(0.65)	Divident Rate %	Nil

**V Generic Names of Principal Products / Services of Company
(As per Monetary Terms) :**

Item Code No. : 85249009.10	Product Description : Computer Software
(ITC Code)	

Per our report of even date

For and on behalf of the board

For RAMANATHAM & RAO
Chartered Accountants

(C. KAMESWARA RAO)
PARTNER

(F. R. BHOTE)
Managing Director

Place: Secunderabad
Date : 27th May 2011

(D.R. BHOTE)
Executive Director



HYPERSOFT TECHNOLOGIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011

(Amounts in Rs. Thousands)

	31st March 2011	31st March 2010
Cash Flow From Operating Activities		
Net Profit/ (Loss) Before Tax	(3,066)	(1,990)
Adjustments for		
Loss on sale of Fixed Assets	-	-
Depreciation	2,482	2,371
Interest Paid	8	11
Interest received	(259)	(205)
Current Tax Paid	-	-
Prior Period Adjustment	-	-
Operating Profit/ (Loss) before working capital change	(834)	187
Adjustments for		
Inventories	73	59
Sundry Debtors	4	19
Loans and Advances	640	1,250
Current Liabilities and Provisions	(1,773)	1,115
Cash from Operations	(1,057)	2,443
Net Cash From Operating Activities	(1,891)	2,630
Cash Flow from Investing Activities		
Purchase of fixed assets	(50)	(12,673)
Proceeds on sale of fixed assets	-	-
Investment	(653)	10,732
Interest received	259	205
Cash flow used in Investing activities	(444)	(1,736)
Cash flow from Financing activities		
Loans received from Bank	-	-
Interest Paid	(8)	(11)
Interest Received	-	-
Cash flow from Financing activities	(8)	(11)
Net Increase/(Decrease) in Cash and Cash equivalents	(2,343)	882
Cash and Cash equivalents at the beginning of the year	2,773	1,890
Cash and Cash equivalents at the end of the year	429	2,773

Per our report of even date

For and on behalf of the board

For RAMANATHAM & RAO
Chartered Accountants

(C. KAMESWARA RAO)
PARTNER

(F. R. BHOTE)
Managing Director

Place: Secunderabad
Date : 27th May 2011

(D.R. BHOTE)
Executive Director



**HYPERSOFT TECHNOLOGIES LIMITED
TWENTY-EIGHTH ANNUAL GENERAL MEETING**

**Registered Office: 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad-500 015
PROXY FORM**

Folio No.:

DP ID :

Client id :

I/We _____ of _____ being Member/
Members of Hypersoft Technologies Limited, hereby appoint Mr./Ms. _____ of
_____ or failing him/ her, Mr./ Ms. _____ of
_____ as my/our proxy to attend and vote for me/us on my/our behalf at the
Twenty Eighth Annual General Meeting of the Company to be held on Friday, the 30th day of
September 2011 at 4.00 p.m. at the Registered Office at 28, Goyal Society, Moti Valley, Tirmulgherry,
Secunderabad - 500 015 and at any adjournment thereof.

As witness my / our hand (s) this _____ day of _____ of 2011

Affix Rs 0.15 ps

Signed by the said _____

Revenue Stamp

Date :

Signature

Note: The Proxy form duly completed must be deposited at the registered office of the Company
not less than 48 hours before the time for holding the meeting. A proxy need not be a member.

HYPERSOFT TECHNOLOGIES LIMITED

**Registered Office: 28, Goyal Society, Moti Valley, Tirmulgherry, Secunderabad- 500 015
ATTENDANCE SLIP**

I hereby record my presence at the Twenty-Eighth Annual General Meeting of the Company at
the registered office on

Date

Venue

Time

30th September, 2011

28, Goyal Society, Moti Valley,
Tirumalgerry, Secunderabad-500015

4.00 p.m.

Name of the Shareholder / Proxy	Folio No. / DP ID Client I.D.	No. of shares

I certify that I am a registered Shareholder of the Company and hold _____ Shares.

Member's/Proxy signature

Note: Shareholder / Proxy holder wishing to attend the meeting must bring the Admission Slip
and hand over at the entrance duly signed.

NO GIFT WILL BE DISTRIBUTED AT THE AGM.

BOOK - POST



If undelivered please return to :
HyperSoft Technologies Limited
28, Goyal Society, Moti Valley,
Tirmulgherry, Secunderabad- 500 015 A.P India.