

PUBLIC ANNOUNCEMENT UNDER REGULATIONS 13(1) AND 15 (1) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, AS AMENDED (“SEBI SAST REGULATIONS”)

Open Offer for acquisition of 22,17,160*(Twenty-Two Lakhs Seventeen Thousand One Hundred and Sixty Only) fully paid-up equity shares of Rs. 10/- each from equity shareholders of Hypersoft Technologies Limited (hereinafter referred to as “Target Company” or “Hypersoft”) representing 100% of the existing Public Shareholding, being the eligible shareholders of the target company for cash at a price of ₹11/- per equity share by the “Acquirer” pursuant to issuance of 83,95,000 (Eighty Three Lakhs Ninety Five Thousand Only) Equity Share on Preferential Basis to Mr. Narra Purna Babu (“Acquirer”) in accordance with Regulations 3(2) and 4 SEBI SAST Regulations.**

*Public Shareholders hold 22,17,160 Shares. However, 26% of the expanded capital (considering all the potential increases in the number of outstanding shares) is 42,25,442 which exceeds the existing public holding, hence restricted to 100% of total public holding i.e., 22,17,160.

** Total Preferential Issue is for 1,20,00,000 Equity Shares of Hypersoft, wherein –

Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd. and in consideration is issuing 1,20,00,000 shares of the Company to the proposed allottees 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) who are the shareholders of NX Global Pte. Ltd. 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.

1. OFFER DETAILS

- 1.1 **Size:** The Acquirer is hereby making a mandatory Open Offer in terms of SEBI SAST Regulations to the equity shareholders of the Target Company, to acquire up to 22,17,160 (Twenty-Two Lakhs Seventeen Thousand One Hundred and Sixty Only) fully paid-up equity shares (“**Offer Size**”) bearing a face value of Rs.10/- each representing 100% (Hundred percent) shareholding of the existing public shareholders of Hypersoft.
- 1.2 **Price/ consideration:** An offer price of Rs. 11/- (Rupees Eleven Only) per fully paid-up equity share of the face value of Rs. 10/- each of the Target Company (hereinafter referred to as “**Offer Price**”) will be offered to the equity shares tendered in the Offer. Assuming full acceptance, the total consideration payable by the Acquirer will be Rs. 2,43,88,760 (Rupees Two Crores Forty-Three Lakhs Eighty-Eight Thousand Seven Hundred and Sixty Only) (hereinafter referred to as “**Offer Consideration**”).
- 1.3 **Mode of payment (cash/ security):** The Offer Price will be paid in cash, in accordance with Regulation 9(1) (a) of the SEBI SAST Regulations.
- 1.4 **Type of offer (Triggered offer, voluntary offer/ competing offer, etc.):** This offer is a Triggered offer made in compliance with Regulation 3(2) and 4 of the SEBI SAST Regulations.

2. **Transaction which has triggered the Open Offer obligations**

Details of the underlying transaction						
Type of Transaction (Direct/ Indirect)	Mode of Transaction (Agreement/ Proposed Allotment/ Market Purchase)	Shares/Voting rights acquired/proposed to be acquired		Total Consideration for shares/ Voting Rights (VR) proposed to be acquired (In Rs.)	Mode of Payment (Cash/ Securities)	Regulation which has triggered
		Number	% vis a vis total Issued, Subscribed, and Voting capital*			
Direct Acquisition	The Board of Directors of the Target Company at the Board Meeting held on 28 th March, 2025, approved the issue of 83,95,000* Equity Shares to Mr. Narra Purna Babu ("Acquirer"), on a preferential basis under section 62 and other applicable provisions of the Companies Act, 2013 and in terms of SEBI (ICDR) Regulations, 2018, subject to shareholders and other statutory / regulatory approvals. And the balance 36,05,000 shares to the proposed public shareholders.	83,95,000 Equity Shares at a price of Rs 8.31/-per share	*51.66% of Expanded, Issued, Subscribed, and Voting Capital	Rs. 9,97,20,000 (Rupees Nine Crores Ninety-Seven Lakhs Twenty Thousand Only)	*Securities	Regulations 3(2) and 4 of the SEBI Takeover Regulations

The percentage of shares proposed to be acquired is calculated on the basis of Emerging Fully Diluted Voting Equity share Capital (or expanded, issued, subscribed, and voting capital) after taking into account the preferential allotment of equity shares. The 'Emerging Fully Diluted Voting Equity Share Capital' is 1,62,51,700 (One Crore Sixty-Two Lakhs Fifty-One Thousand Seven Hundred Only) Equity Shares of face value Rs. 10.00 (Rupees Ten Only) each.

*The Board of Directors of Hypersoft in their meeting held on 28th March, 2025 approved the issuance of 1,20,00,000 Equity Shares on a Preferential basis, wherein Hypersoft is purchasing 4,80,00,000 shares of NX Global Pte. Ltd., in lieu of issuance of 1,20,00,000 Equity Shares by way of share swap to Narra Purna Babu ("Acquirer") (83,95,000 Equity 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 will be in the capacity of public shareholders of Hypersoft.

NX Global Pte. Ltd. is registered in the 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.

3. **Acquirer**

Details	Acquirer
Name of the Acquirer/ PAC(s)	Narra Purna Babu
Address/ Registered Office	Kongapadu, Kongapadu Village, Addanki South Addanki (South) (U), Prakasam, Andhra Pradesh- 523201 (Indian Residence) 124A Rivervale Drive, #05-193, Singapore- 541124 (Singapore Residence)
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/PAC are companies	Not Applicable
Name of the Group, if any, to which the Acquirer/PAC belongs to	Not Applicable
Pre-Transaction shareholding <ul style="list-style-type: none"> • Number • % of issued, subscribed share capital and voting capital 	10,53,385 24.78%
Proposed shareholding after the acquisition of shares that triggered the Open Offer (not taking into account the equity shares validly accepted in the Open Offer, if any)	94,48,385 Equity Shares(Prior holding and Shares to be acquired through Preferential Issue)
Any other interest in the Target Company	The Acquirer is Promoter and Managing Director of the Target Company. He is also spouse of Mrs. Naga Malleswari Narra, Non - Executive Non -Independent Director of the Target Company.

4. **Details of Selling shareholders-** Not Applicable

5. **Target Company**

5.1 **Name:** Hypersoft Technologies Limited (CIN: L29309TG1983PLC003912) was incorporated originally as V.V. Circuits Private Limited on 18th 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 20th February, 1996 upon conversion from Private to Public Company. The name was further changed to Hypersoft Technologies Limited with effect from 17th February, 2000.

5.2 **Exchange where equity shares of Target Company are listed:** BSE Limited (Scrip Symbol: HYPERSOFT; Scrip Code: 539724). The ISIN of Equity Shares is INE039D01014.

6. **Other details**

6.1 A Detailed Public Statement (“DPS”) specifying the detailed terms and conditions of this Offer will be published as per Regulation 14(3) of SEBI SAST Regulations, 2011 on or before 7th day of April, 2025.

6.2 The Acquirer hereby undertake that he is fully aware of and will comply with his obligations under the Regulations and have adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) under SEBI SAST Regulations.

