HYPERSOFT TECHNOLOGIES LIMITED
CIN: L62010TG1983PLC003912
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CODE OF BUSINESS CONDUCT AND ETHICS

[Regulation 17(5) of SEBI (LODR) Regulations, 2015]

1. Preamble

Hypersoft Technologies Limited ("the Company") is committed to conducting its business with the highest standards of professionalism, honesty, integrity and ethical behaviour. The Board of Directors has laid down this Code of Business Conduct and Ethics ("the Code") for the Directors and Senior Management of the Company, pursuant to Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Applicability

This Code applies to all Members of the Board of Directors and Senior Management Personnel of the Company. Senior Management means members of the core management team excluding the Board, comprising all members one level below the Managing Director / Whole-time Director, including all functional heads.

3. Standards of Conduct

3.1 Honesty and Integrity

Every Director and Senior Management Personnel shall act honestly, in good faith and in the best interests of the Company. They shall exercise reasonable care, skill and diligence in the discharge of their duties and shall act within the powers conferred upon them by the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

3.2 Conflict of Interest

Every Director and Senior Management Personnel shall avoid situations in which personal interest conflicts, or may appear to conflict, with the interest of the Company. They shall not engage in any business, relationship or activity which may be in conflict with the interest of the Company, and shall make full and prompt disclosure of any actual or potential conflict of interest to the Board of Directors.

3.3 Corporate Opportunities

No Director or Senior Management Personnel shall take for themselves personally, or direct to a third party, any opportunity discovered through the use of the Company's property, information or position, unless such opportunity has first been presented to, and declined by, the Company. They shall not use the Company's property, information or position for personal gain, or compete with the Company.

3.4 Confidentiality

Every Director and Senior Management Personnel shall maintain the confidentiality of all confidential and proprietary information of the Company. They shall not use such information for personal advantage or disclose it to any third party, except where disclosure is duly authorised or required by law. This obligation continues even after ceasing to be associated with the Company.

3.5 Fair Dealing

Every Director and Senior Management Personnel shall deal fairly with the Company's customers, suppliers, competitors and employees, and shall not take unfair advantage through manipulation, concealment, abuse of privileged information or misrepresentation of material facts.

3.6 Protection and Proper Use of Company Assets

Every Director and Senior Management Personnel shall protect the Company's assets and ensure their efficient use solely for legitimate business purposes.

3.7 Compliance with Laws

Every Director and Senior Management Personnel shall comply, in letter and in spirit, with all laws, rules and regulations applicable to the Company, including the Companies Act, 2013, the SEBI LODR Regulations, 2015 and the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3.8 Prevention of Insider Trading

Every Director and Senior Management Personnel shall comply with the Company's Code of Conduct for Prevention of Insider Trading and shall not derive, or assist others to derive, any benefit by virtue of access to or possession of unpublished price sensitive information of the Company.

4. Affirmation of Compliance

All Members of the Board and Senior Management shall affirm compliance with this Code on an annual basis. The Managing Director shall confirm such compliance in the Annual Report of the Company. The annual affirmation shall be in the format prescribed by the Board from time to time.

5. Reporting of Violations

Any Director or Senior Management Personnel who becomes aware of any actual or apparent violation of this Code shall promptly report the same to the Compliance Officer or the Chairperson of the Audit Committee. No action shall be taken against any person who, in good faith, reports a violation of this Code.

6. Amendment

The Board of Directors may amend or modify this Code, in whole or in part, at any time. In the event of any conflict between the provisions of this Code and any applicable law or regulation, such law or regulation shall prevail. This Code shall be hosted on the website of the Company at www.hypersoftindia.com.