HYPERSOFT TECHNOLOGIES LIMITED
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, India, 500081
Website: www.hypersoftindia.com Email: info@hypersoftindia.com Ph: 8143858084

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

[Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Preamble and Objective

Hypersoft Technologies Limited ("the Company") has adopted this Code of Conduct for Prevention of Insider Trading ("the Code") in compliance with Regulation 9 read with Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"). The objective of this Code is to regulate, monitor and report trading by Designated Persons and their immediate relatives, to prohibit insider trading in the securities of the Company, and to preserve the confidentiality of, and prevent the misuse of, unpublished price sensitive information.

2. Definitions

(a) Connected Person

means any person who is or has, during the six months prior to the concerned act, been associated with the Company, directly or indirectly, in any capacity that allows such person access to unpublished price sensitive information, including by reason of being a Director, officer, employee, auditor, accountant, adviser, banker, legal counsel, consultant or otherwise.

(b) Designated Person

means: (i) all Promoters and members of the promoter group; (ii) all Directors; (iii) all Key Managerial Personnel; (iv) employees up to two levels below the Managing Director, including all functional heads; (v) employees designated by the Board in consultation with the Compliance Officer based on their access to unpublished price sensitive information; and (vi) support staff such as IT staff and secretarial staff who have access to unpublished price sensitive information.

(c) Immediate Relative

means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either financially dependent on such person or consults such person in taking decisions relating to trading in securities.

(d) Insider

means any person who is a Connected Person, or in possession of or having access to unpublished price sensitive information.

(e) Unpublished Price Sensitive Information (UPSI)

means any information relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the securities, and shall ordinarily include but not be restricted to: (i) financial results; (ii) dividends (interim and final); (iii) change in capital structure; (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business; (v) major expansion plans or execution of new projects; and (vi) changes in Key Managerial Personnel.

3. Prohibition on Insider Trading

No Insider shall, when in possession of unpublished price sensitive information, trade in the securities of the Company. No Insider shall communicate, provide or allow access to any unpublished price sensitive information to any person, including other Insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. No person shall procure from, or cause the communication by, any Insider of unpublished price sensitive information except for the purposes aforesaid.

4. Trading Window

(a) Closure of Trading Window

The trading window shall be closed when the Compliance Officer determines that a Designated Person can reasonably be expected to have possession of unpublished price sensitive information. The trading window shall, in particular, be closed from the end of every quarter till forty-eight hours after the declaration of financial results for that quarter. When the trading window is closed, no Designated Person or their immediate relative shall trade in the securities of the Company.

(b) Pre-clearance of Trades

All Designated Persons and their immediate relatives who intend to trade in the securities of the Company when the trading window is open shall obtain prior written approval (pre-clearance) from the Compliance Officer for all trades where the value exceeds rupees ten lakh per transaction or series of transactions within a calendar quarter. The pre-cleared trade shall be executed within seven trading days of the approval, failing which fresh pre-clearance shall be obtained before trading. A Designated Person shall not execute a contra-trade within a period of six months from the date of the previous trade.

5. Compliance Officer

Mr. Manohar Reddy Pandi, Company Secretary of the Company (ICSI M. No. A35524), has been designated as the Compliance Officer for the purposes of this Code and the PIT Regulations. The Compliance Officer shall report to the Board of Directors and shall be responsible for setting forth policies and procedures, monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing the trades of Designated Persons, monitoring of trades, and the implementation of this Code under the overall supervision of the Board.

6. Structured Digital Database

The Company shall maintain a structured digital database (SDD) containing the nature of unpublished price sensitive information and the names of persons with whom such information has been shared, together with their Permanent Account Number or other identifier as authorised. The SDD shall be maintained with adequate internal controls including time stamping and audit trails, shall not be outsourced, and shall be preserved for not less than eight years.

7. Disclosures of Holdings and Trading

Every Promoter, member of the promoter group, Designated Person and Director shall make initial and continual disclosures of their holdings and trading in the securities of the Company as follows:

- Initial disclosure: within thirty days of being designated as a Designated Person or of the securities being listed, disclosing all holdings in the securities of the Company;
- Continual disclosure: within two trading days of every transaction in securities of the Company, where the aggregate value of trades executed in a calendar quarter exceeds rupees ten lakh.

8. Penalty for Contravention

Any Designated Person who trades in securities or communicates unpublished price sensitive information in contravention of this Code shall be subject to disciplinary action by the Company, including wage freeze, suspension, recovery, clawback and termination of employment. The Company shall also report such violation to SEBI and other relevant regulatory authorities. Trading in securities while in possession of UPSI is an offence under the PIT Regulations and the SEBI Act, 1992, punishable by imprisonment and/or monetary penalty.

9. Amendment

The Board of Directors may amend or supplement this Code from time to time. In the event of any conflict between this Code and the PIT Regulations, the provisions of the PIT Regulations shall prevail. This Code shall be hosted on the website of the Company at www.hypersoftindia.com.