

July 19, 2023

Listing Compliance & Legal Regulatory
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Stock Code: 543227, 974728 & 974820

Listing & Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai 400 051
Stock Code: HAPSTMNDS

Dear Sir/Madam,

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results along with the Scrutinizer report for the business transacted at the 12th Annual General Meeting of the members of the Company held on Monday, the 17th day of July, 2023 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means ("VC").

Based on the consolidated report from the Scrutinizer, Mrs. Devika Sathyanarayana (FCS) from M/s V.Sreedharan and Associates, Practicing Company Secretaries, as annexed herewith, all resolutions as set out in the Notice of the said AGM have been approved by the members with requisite majority.

The voting results along with the Scrutinizer report is also made available on the website of the Company <https://www.happiestminds.com/investors/>

This is for your information and records.

Thanking you,

Yours faithfully,

For **Happiest Minds Technologies Limited**

Praveen Kumar Darshankar
Company Secretary & Compliance Officer
Membership No. F6706



	HAPPIEST MINDS TECHNOLOGIES LIMITED
Date of the AGM/EGM	17-07-2023
Total number of shareholders on record date	718125
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	44

Resolution No.	1									
	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of Board of Directors and the Auditors thereon. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT the audited standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,81,93,075	7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	84,64,843	69,64,239	82.2725	69,64,239	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		69,64,239	82.2725	69,64,239	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	6,02,05,638	95,97,312	15.9409	95,97,291	21	99.9997	0.0002	0	90
	Poll		7,47,754	1.2420	7,47,754	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,03,45,066	17.1829	1,03,45,045	21	99.9998	0.0002	0.0000	0
Total		14,68,63,556	9,53,33,482	64.9130	9,53,33,461	21	100.0000	0.0000	0	90

Resolution No.	2									
	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,81,93,075	7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	84,64,843	69,64,239	82.2725	69,64,239	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		69,64,239	82.2725	69,64,239	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	6,02,05,638	95,97,307	15.9409	95,97,286	21	99.9997	0.0002	0	90
	Poll		7,47,754	1.2420	7,47,754	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,03,45,061	17.1829	1,03,45,040	21	99.9998	0.0002	0.0000	0
Total		14,68,63,556	9,53,33,477	64.9130	9,53,33,456	21	100.0000	0.0000	0	90

Resolution No.	3									
	ORDINARY - To declare final dividend on equity shares for the financial year ended March 31, 2023. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT a final dividend @ Rs 3.40 /- per equity share (@170% on par value of Rs.2/- each), for the financial year ended March 31, 2023 be paid on equity shares of the Company to those members whose names appear on the Register of Members of the Company as on July 7, 2023 and in respect of shares held in electronic form, to the beneficial owners of the shares as on July 7, 2023 as per details furnished by the Depositories for this purpose.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,81,93,075	7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	84,64,843	69,64,239	82.2725	69,64,239	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		69,64,239	82.2725	69,64,239	0	100.0000	0.0000	0.0000	0
Public- Non Institutions	E-Voting	6,02,05,638	95,97,333	15.9409	95,97,192	141	99.9985	0.0014	0	75
	Poll		7,47,754	1.2420	7,47,254	500	99.9331	0.0668	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,03,45,087	17.1829	1,03,44,446	641	99.9938	0.0062	0.0000	0

Total	14,68,63,556	9,53,33,503	64.9130	9,53,32,862	641	99.9993	0.0007	0	75
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Resolution No.	4									
	ORDINARY - To appoint a Director in place of Mr. Joseph Vinod Anantharaju (DIN 08859640) who retires by rotation and, being eligible, offers himself for re-appointment. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution: "RESOLVED THAT Mr. Joseph Vinod Anantharaju (holding DIN 08859640), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.									
Resolution required: (Ordinary/ Special)										
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	7,81,93,075	7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		7,80,24,177	99.7840	7,80,24,177	0	100.0000	0.0000	0.0000	0
Public- Institutions	E-Voting	84,64,843	69,64,239	82.2725	69,55,359	8,880	99.8724	0.1275	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		69,64,239	82.2725	69,55,359	8,880	99.8725	0.1275	0.0000	0
Public- Non Institutions	E-Voting	6,02,05,638	95,97,150	15.9406	95,96,474	676	99.9929	0.0070	0	252
	Poll		7,47,754	1.2420	7,47,754	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,03,44,904	17.1826	1,03,44,228	676	99.9935	0.0065	0.0000	0
Total		14,68,63,556	9,53,33,320	64.9129	9,53,23,764	9,556	99.9900	0.0100	0	252

D. Poovane





Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To

The Chairman of the Twelfth Annual General Meeting (AGM) of the Equity Shareholders of “**Happiest Minds Technologies Limited**” held on Monday, July 17, 2023 at 4.00 PM through Video Conferencing (VC).

Sir,

I, Devika Sathyanarayana, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process and
- (ii) Scrutinizing the voting done through electronic voting system (“Instapoll”) at the AGM.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Twelfth Annual General Meeting of the Equity Shareholders dated June 16, 2023. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 a.m. Friday, July 14, 2023 up to 5.00 p.m. Sunday, July 16, 2023.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No., 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and 10/2022 dated December 28, 2022 issued by Ministry of Corporate Affairs read with circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (Collectively referred to as "Circulars").



3. The voting rights were reckoned as on Friday, July 07, 2023 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 17, 2023 at 5.14 p.m.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Limited.
6. As per the information given by the Company / RTA, the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by KFin Technologies Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION No. 1:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of Board of Directors and the Auditors thereon:

(i) **Voted in favour of Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	530	17	547
Number of votes cast by them	94585707	747754	95333461
% of total number of valid votes cast	99.9999	100	99.9999

(ii) **Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	2	0	2
Number of votes cast by them	21	0	21
% of total number of valid votes cast	0.0001	0	0.0001

(iii) **Invalid Votes - NIL**



b) RESOLUTION No. 2:

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon:

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	530	17	547
Number of votes cast by them	94585702	747754	95333456
% of total number of valid votes cast	99.9999	100	99.9999

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	2	0	2
Number of votes cast by them	21	0	21
% of total number of valid votes cast	0.0001	0	0.0001

(iii) Invalid Votes - NIL



c) **RESOLUTION No.3:**

To declare final dividend on equity shares for the financial year ended
March 31, 2023

(i) **Voted in favour of Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	528	17	545
Number of votes cast by them	94585608	747254	95332862
% of total number of valid votes cast	99.9999	99.9333	99.9993

(ii) **Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	5	1	6
Number of votes cast by them	141	500	641
% of total number of valid votes cast	0.0001	0.0667	0.0007

(iii) **Invalid Votes - NIL**



d) **RESOLUTION No.4:**

To appoint a director in place of Mr. Joseph Vinod Anantharaju (DIN:08859640) who retires by rotation and being eligible, offers himself for re-appointment:

(i) **Voted in favour of Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	513	17	530
Number of votes cast by them	94576010	747754	95323764
% of total number of valid votes cast	99.9899	100	99.9899

(ii) **Voted against the Resolution:**

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	17	0	17
Number of votes cast by them	9556	0	9556
% of total number of valid votes cast	0.0101	0	0.0101

(iii) **Invalid Votes - NIL**



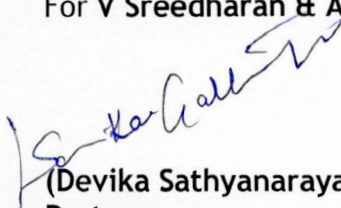
8. A list of Equity shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V Sreedharan & Associates


(Devika Sathyanarayana)
Partner
FCS 11323; CP No. 17024



Date: July 18, 2023

Place: Bengaluru

UDIN: F011323E000631481

Peer Review Certificate No:589/2019