

July 01, 2022

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

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 11th Annual General Meeting of the members of the Company held on Thursday, the 30th day of June, 2022 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means ("VC").

Based on the consolidated report from the Scrutinizer, Mr. V Sreedharan (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	30-06-2022
Total number of shareholders on record date	736639
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:	55

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Board of Directors and the Auditors thereon. *RESOLVED THAT the audited standalone Financial Statements of the Company for the financial year ended March 31, 2022 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.									
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	78,197,044	78,023,677	99.7783	78,023,677	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		78,023,677	99.7783	78,023,677	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,481,657	6,579,157	87.9372	6,579,157	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		6,579,157	87.9372	6,579,157	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	61,184,855	6,845,764	11.1887	6,845,488	276	99.9959	0.0040	0	3,974
	Poll		4,169,803	6.8151	4,169,803	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,015,567	18.0038	11,015,291	276	99.9975	0.0025	0	3,974
Total	146,863,556	95,618,401	65.1070	95,618,125	276	99.9997	0.0003	0	3,974	

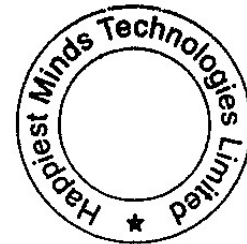
Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Report of the Auditors thereon. *RESOLVED THAT the audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 together with the Reports of Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted.									
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	78,197,044	78,023,677	99.7783	78,023,677	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		78,023,677	99.7783	78,023,677	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,481,657	6,579,157	87.9372	6,579,157	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		6,579,157	87.9372	6,579,157	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	61,184,855	6,845,319	11.1879	6,844,872	447	99.9934	0.0065	0	4,425
	Poll		4,169,803	6.8151	4,169,803	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,015,122	18.0003	11,014,675	447	99.9959	0.0041	0	4,425
Total	146,863,556	95,617,956	65.1067	95,617,509	447	99.9995	0.0005	0	4,425	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend on equity shares for the financial year ended March 31, 2022. *RESOLVED THAT a final dividend Rs.2/- per equity share (100 on par value of Rs.2/- each), for the financial year ended March 31, 2022, be paid on equity shares of the Company to those members whose names appear on the Register of Members of the Company as on June 24, 2022 and in respect of shares held in electronic form, to the beneficial owners of the shares as on June 24, 2022 as per details furnished by the Depositories for this purpose.									
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	78,197,044	78,023,677	99.7783	78,023,677	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		78,023,677	99.7783	78,023,677	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,481,657	6,579,157	87.9372	6,579,157	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		6,579,157	87.9372	6,579,157	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	61,184,855	6,845,824	11.1888	6,844,931	893	99.9869	0.0130	0	3,914
	Poll		4,169,803	6.8151	4,169,803	0	100.0000	0.0000	0	0

Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
Total		11,015,627	18.0039	11,014,734	893	99.9919	0.0081	0	3914
Total	146,863,556	95,618,461	65.1070	95,617,568	893	99.9991	0.0009	0	3914

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Ashok Soota (DIN 00145962) who retires by rotation and, being eligible, offers himself for re-appointment. "RESOLVED THAT Mr.Ashok Soota (holding DIN 00145962), 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.									
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	78,197,044	78,023,677	99.7783	78,023,677	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		78,023,677	99.7783	78,023,677	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	7,481,657	6,579,157	87.9372	6,085,463	493,694	92.4960	7.5039	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		6,579,157	87.9372	6,085,463	493,694	92.4961	7.5039	0	0
Public- Non Institutions	E-Voting	61,184,855	6,845,793	11.1887	6,844,852	941	99.9862	0.0137	0	3,955
	Poll		4,169,803	6.8151	4,169,803	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,015,596	18.0038	11,014,655	941	99.9915	0.0085	0	3955
Total	146,863,556	95,618,430	65.1070	95,123,795	494,635	99.4827	0.5173	0	3955	

D. Poozeen





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 Eleventh Annual General Meeting (AGM) of the Equity Shareholders of “**Happiest Minds Technologies Limited**” held on Thursday, June 30, 2022 at 4.00 PM through Video Conferencing (VC).

Sir,

I, V. Sreedharan, 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 under the provisions of 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.
- (ii) Voting 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 Eleventh Annual General Meeting of the Equity Shareholders dated May 30, 2022. 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. Monday, June 27, 2022 up to 5.00 p.m. Wednesday, June 29, 2022.
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. 02/2022 read with General Circular Nos. 02/2021, 19/2021, 21/2021, 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs read with Circulars issued by the Securities and Exchange Board of India dated 13th May 2022, 15th January 2021 and 12th May, 2020 (Collectively referred to as "Circulars").



3. The voting rights were reckoned as on Friday, June 24, 2022 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 June 30, 2022 at 5.01 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, 2022 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	775	15	790
Number of votes cast by them	9,14,48,322	41,69,803	9,56,18,125
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	15	0	15
Number of votes cast by them	276	0	276
% of total number of valid votes cast	0.00	0.00	0.00

(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, 2022 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	769	15	784
Number of votes cast by them	9,14,47,706	41,69,803	9,56,17,509
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	20	0	20
Number of votes cast by them	447	0	447
% of total number of valid votes cast	0.00	0.00	0.00

(iii) Invalid Votes - NIL



c) **RESOLUTION No.3:**

To declare final dividend on equity shares for the financial year ended
March 31, 2022

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	774	15	789
Number of votes cast by them	9,14,47,765	41,69,803	9,56,17,568
% of total number of valid votes cast	100	100	100

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	19	0	19
Number of votes cast by them	893	0	893
% of total number of valid votes cast	0.00	0.00	0.00

(iii) Invalid Votes - NIL



d) RESOLUTION No.4:

To appoint a Director in place of Mr. Ashok Soota (DIN: 00145962) 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	751	15	766
Number of votes cast by them	9,09,53,992	41,69,803	9,51,23,795
% of total number of valid votes cast	99.46	100	99.48

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	35	0	35
Number of votes cast by them	4,94,635	0	4,94,635
% of total number of valid votes cast	0.54	0.00	0.52

(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



(V. Sreedharan)
Partner
FCS 2347; CP No. 833



Bengaluru

July 01, 2022

UDIN: F002347D000552127