

June 28, 2024

Listing Compliance & Legal Regulatory
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Stock Code: 543227, 974728, 974820 & 975101

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: Outcome of the Annual General Meeting (AGM)

Further to our letter dated June 05, 2024 sharing copy of the Notice of the 13th AGM of the Company dated June 05, 2024, we confirm that the AGM as scheduled was held today i.e., June 28, 2024 and the business mentioned in the said Notice were duly transacted.

In this regard, please find enclosed the proceedings as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

The transcript of the AGM will be made available on the website of the Company <https://www.happiestminds.com/investors/> in due course.

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



Summary of the proceedings of 13th AGM of Happiest Minds Technologies Limited

The 13th Annual General Meeting (“AGM”) of the members of Happiest Minds Technologies Limited (“the Company”) was held on Friday, June 28, 2024 at 4:00 P.M (IST) through video conferencing /other audio-visual means (“VC”). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors and KMP present (all present through VC):

Mr. Ashok Soota	Executive Chairman & Director (Bengaluru, India)
Mr. Joseph Anantharaju	Executive Vice Chairman & Director (Florence, Italy)
Mr. Venkatraman N	Managing Director & CFO (Bengaluru, India)
Mr. Rajendra Kumar Srivastava	Independent Director (Sydney, Australia)
Ms. Anita Ramachandran	Independent Director (Mumbai, India)
Ms. Shuba Rao Mayya	Independent Director (Bengaluru, India)
Mr. Praveen Kumar D	Company Secretary & Compliance Officer (Bengaluru, India)

Other Invitees in attendance (all present through VC):

Mr. Vikas Bagaria (Partner)	M/s. Deloitte Haskins & Sells LLP
Mr. Girish Bagri (Partner)	Statutory Auditors (Bengaluru, India)
Mr. V Sreedharan (Partner)	M/s. V Sreedharan & Associates
	Secretarial Auditor/Scrutinizer (Bengaluru, India)

Quorum of the Meeting:

A total of 58 members attended the meeting through VC.

The meeting commenced at 4:00 PM (IST) and concluded at 5:08 PM (IST) (including time allowed for e- voting at AGM).

Proceedings of the Meeting:

Mr. Ashok Soota chaired the meeting. The Chairman extended a warm welcome to all members, auditors and other invitees who joined the meeting through VC. He confirmed that the Company had taken all feasible efforts to enable members to participate through VC and vote on the items being considered for the meeting.

After declaring that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman then introduced the Directors & KMPs of the Company to the members. All the Directors & KMPs of the Company had attended the meeting. The Company Secretary provided general instructions to members regarding participation in the meeting and to cast their votes through insta-poll.

The Chairman then addressed the members covering the summary/highlights of Chairman's letter that was earlier circulated as part of Integrated Annual Report. The Managing Director & CFO made a presentation to the members on the financial performance of the Company during the financial year ended March 31, 2024. The Company Secretary then provided the summary of the statutory auditors' report and secretarial audit report for the financial year ended March 31, 2024.

The Chairman thereafter took the Notice of AGM, Statutory Auditors' report, Secretarial Audit report and Board's Report as read and read out the following items of business, as per the Notice of AGM:

Sr. No.	Description of Resolutions	Type of resolution
Ordinary Business		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of Board of Directors and the Auditors thereon.	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.	Ordinary
3	To declare a final dividend of Rs. 3.25/- per share on equity shares for the financial year ended March 31, 2024	Ordinary
4	To appoint a Director in place of Mr. Venkatraman Narayanan (<i>DIN: 01856347</i>) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
Special Business		
5	To re-appoint Mr. Ashok Soota (<i>DIN: 00145962</i>), who has already attained the age of 70 years, as Whole-time Director, designated as Executive Chairman for a further period of five (5) years from April 1, 2024 to March 31, 2029 at the existing terms and conditions.	Special
6	To approve enhancement of Loans/Investments limit under Section 186 of the Act to Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) over and above the limits prescribed under the Act.	Special

The Chairman clarified that since all the Resolutions have been already put to vote through remote e-voting, there will be no proposing and seconding of the Resolutions and that there would be no voting by show of hands. Members were then provided with a facility to ask questions or express their views through VC. Responses were duly provided to the queries raised

by the members.

The Chairman thanked all the members for their queries and views and then announced opening of insta-poll for the members who had not already cast their vote by means of remote e-voting, which was made available for fifteen minutes.

The Board of Directors had appointed M/s. V Sreedharan & Associates as the Scrutinizer to supervise the e-voting process and the Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company. The details of the voting results (remote e-voting and e-voting at the AGM through insta-poll) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

Thanking you,

Yours faithfully,

For **Happiest Minds Technologies Limited**

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

