

July 18, 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: HAPPSTMNDS

Dear Sir/Madam,

**Sub: Outcome of the Annual General Meeting (AGM)**

Further to our letter dated June 23, 2023 sharing copy of the Notice of the 12<sup>th</sup> AGM of the Company dated June 16, 2023, we confirm that the AGM as scheduled was held yesterday i.e., July 17, 2023 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.

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 12<sup>th</sup> AGM of Happiest Minds Technologies Limited

The 12<sup>th</sup> Annual General Meeting (“**AGM**”) of the members of Happiest Minds Technologies Limited (“**the Company**”) was held on Monday, July 17, 2023 at 4.00 P.M (IST) through video conferencing and 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 (Redmond, USA)
Mr. Venkatraman N	Managing Director & CFO (Bengaluru, India)
Mr. Rajendra Kumar Srivastava	Independent Director (New Delhi, India)
Ms. Anita Ramachandran	Independent Director (New Haven, Connecticut, USA)
Ms. Shubha 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. Kamlesh Dash (Director)	M/s. KPMG Assurance and Consulting Services LLP Internal Auditors (Bengaluru, India)
Mrs. Devika Satyanarayana (Partner)	M/s. V Sreedharan & Associates Secretarial Auditor/Scrutinizer (Bengaluru, India)

### Quorum of the Meeting:

A total of 46 members attended the meeting through VC.

The meeting commenced at 4:00 PM (IST) and concluded at 5:12 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, 2023. The Company Secretary then provided the summary of the statutory auditors' report and secretarial audit report for the financial year ended March 31, 2023.

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
<b>Ordinary Business</b>		
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	Ordinary
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	Ordinary
3	To declare a final dividend of Rs. 3.40/- per share on equity shares for the financial year ended March 31, 2023	Ordinary
4	To appoint a Director in place of Mr. Joseph Vinod Anantharaju (holding DIN 08859640) who retires by rotation and, being eligible, offers himself for re Appointment.	Ordinary

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**