

September 23, 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,

**Subject: Voting Results along with Scrutinizer report for Postal Ballot through remote e-Voting process**

In continuation to our letter dated August 20, 2024, regarding the Notice of Postal Ballot (Notice) for seeking the approval of the members of the Company through remote e-Voting (e-voting).

Please find enclosed:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure A**
2. Scrutinizer report dated September 23, 2024 from the Scrutinizer, Mr. Pradeep B Kulkarni (FCS) from M/s V Sreedharan and Associates, Practicing Company Secretaries, pursuant to Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure B**

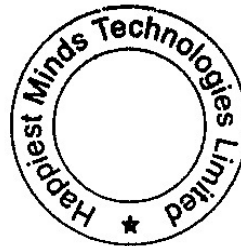
The resolutions set out in the Notice, have been approved by the Members with requisite majority and deemed to be passed on September 20, 2024, being the last date of receipt of postal ballot e-voting.

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



<b>Company Name</b>	HAPPIEST MINDS TECHNOLOGIES LIMITED
<b>Date of the Postal Ballot (last day of receipt of postal ballot forms)</b>	20-09-2024
<b>Total number of shareholders on record date</b>	768541
<b>No. of shareholders present in the meeting either in person or through</b>	
<b>Promoters and Promoter Group:</b>	NA
<b>Public:</b>	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	
<b>Promoters and Promoter Group:</b>	NA
<b>Public:</b>	NA

<b>Resolution required: (Ordinary/ Special)</b>	<b>SPECIAL - Appointment of Mr. Seshashayee Sampathiyengar Sridhara (aka Mittu Sridhar) as Non-Executive Independent Director of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	67342021	67194571	99.7810	67194571	0	100.0000	0.0000
	Poll	67342021	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67342021	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	12978432	11911706	91.7808	11910300	1406	99.9881	0.0118
	Poll	12978432	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	12978432	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	71954358	10300285	14.3150	10286638	13647	99.8675	0.1324
	Poll	71954358	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	71954358	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>152274811</b>	<b>89406562</b>	<b>58.7140</b>	<b>89391509</b>	<b>15053</b>	<b>99.9832</b>	<b>0.0168</b>
<b>Resolution required: (Ordinary/ Special)</b>	<b>ORDINARY - Appointment of Mr. Rajiv Indravadan Shah as Director of the Company, liable to retire by rotation</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	67342021	67194571	99.7810	67194571	0	100.0000	0.0000
	Poll	67342021	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67342021	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	12978432	11911706	91.7808	11854236	57470	99.5175	0.4824
	Poll	12978432	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	12978432	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	71954358	9522708	13.2344	9503668	19040	99.8000	0.1999
	Poll	71954358	0	0.0000	00	0	0.0000	0.0000

	Postal Ballot (if applicable)	71954358	0	0.0000	00	0	0.0000	0.0000
	Total	152274811	88628985	58.2033	88552475	76510	99.9137	0.0863
<b>Resolution required: (Ordinary/ Special)</b>	<b>SPECIAL - Appointment of Mr. Rajiv Indravadan Shah as Whole-time Director of the Company designated as Executive Director</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
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
Promoter and Promoter Group	E-Voting	67342021	67194571	99.7810	67194571	0	100.0000	0.0000
	Poll	67342021	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67342021	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	12978432	11911706	91.7808	8524586	3387120	71.5647	28.4352
	Poll	12978432	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	12978432	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	71954358	9522460	13.2340	9503468	18992	99.8005	0.1994
	Poll	71954358	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	71954358	0	0.0000	00	0	0.0000	0.0000
	Total	152274811	88628737	58.2032	85222625	3406112	96.1569	3.8431



## SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Date: September 23, 2024

To,

**The Chairperson,**

Happiest Minds Technologies Limited  
No.53 /1-4, Hosur Main Road, Madivala  
Next to Madivala Police Station  
Bengaluru-560068

Sir,

1. The Board of Directors of the Company at its meeting held on 12<sup>th</sup> August, 2024 appointed me as a Scrutinizer for scrutinizing the postal ballot voting including e-voting process.
2. I submit my report as under:

As per General Circular Nos. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 03/ 2022 dated May 05, 2022, 21/ 2021 dated December 12, 2021, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 20/2021 dated December 08, 2021, 19/2021 dated December 08, 2021 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company has sent the Postal Ballot Notice dated August 20, 2024 on August 20, 2024 by email only to the members whose email ids were available with the Company / Registrar and Share Transfer Agent (RTA).

PRADEEP BHEEMSEN KULKARNI  
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Date: 2024.09.23 16:21:07 +05'30'

The notice of postal ballot was sent to the members whose name(s) appeared on the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on cut-off date i.e., Friday, August 16, 2024.

- 2.1 Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- 2.2 Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- 2.3 The votes cast through electronic means were unblocked on September 20, 2024 at 05:02 P.M.
- 2.4 Votes cast through electronic means were scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on Friday, August 16, 2024.
- 2.5 Votes cast through electronic means up to 5.00 PM of September 20, 2024, being the last time and date fixed by the Company for voting through electronic means were considered for my scrutiny.
- 2.6 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot form received after due date and up to the date of this report does not arise.
- 2.7 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on number of envelopes containing postal ballot forms returned undelivered also does not arise.

PRADEEP  
BHEEMSE  
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KULKARNI

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by PRADEEP  
BHEEMSEN  
KULKARNI  
Date:  
2024.09.23  
16:22:20 +05'30'

- 2.8 Since the voting on Postal Ballot process was conducted only through e-voting, reporting on finding of defaced or mutilated ballot paper too does not arise.
3. A summary of votes cast through electronic means is given in **Annexure-I**.
4. I have emailed all the e-registers and records relating to e-voting for the safe custody to the Company Secretary.
5. You may accordingly declare the result of e-voting done by the members of the Company on the resolutions mentioned in the Postal Ballot Notice dated August 20, 2024.

Thanking you,

**For V SREEDHARAN & ASSOCIATES**

PRADEEP  
BHEEMSEN  
KULKARNI



Digitally signed by PRADEEP  
BHEEMSEN KULKARNI  
Date: 2024.09.23 16:22:51 +05'30'

**(Pradeep B Kulkarni)**

**Partner**

**FCS: 7260; CP No.7835**

**Address: Plot No. 293, #201, 2nd Floor, 10th Main Road  
3rd Block, Jayanagar, Bengaluru-560011**

**Place: Bengaluru**

**Date: September 23, 2024.**

**UDIN: F007260F001289145**

**Peer Review Certificate Number: 5543/ 2024**

## Annexure I

### Happiest Minds Technologies Limited

**Regd. Office:** No.53 /1-4, Hosur Main Road, Madivala, Next Madivala Police Station  
Bengaluru - 560068

Summary of votes cast through electronic means for the resolutions mentioned in the  
Postal Ballot Notice dated August 20, 2024.

- 1) To consider and approve the appointment of Mr. Seshashayee Sampathiyengar Sridhara (aka Mittu Sridhara) (DIN:09247644) as Non-Executive Independent Director of the Company.

#### Special Resolution

Particulars	E-Voting		% of total paid-up equity shares as on cut-off date (i.e., 16/08/2024) (15,22,74,811) Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 2/- each)	
(a) Total e-votes received	2,747	8,94,12,525	58.7179
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	76	5,963	0.0039
(c) *Net valid e-votes (as per register)	2,671	8,94,06,562	58.7140
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	2,501	8,93,91,509	99.9832
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	177	15,053	0.0168

\* The total of row (d) and (e) for the column, No. of members voted through e-voting system is not equal to the row (c) for said column, as 7 members have voted both in favour and against the resolution.

- 2) To consider and approve the appointment of Mr. Rajiv Indravadan Shah (DIN:06752608) as Director of the Company, liable to retire by rotation.

Ordinary Resolution.

Particulars	E-Voting		% of total paid-up equity shares as on cut-off date (i.e., 16/08/2024) (15,22,74,811 Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 2/- each)	
(a) Total e-votes received	2,747	8,94,12,525	58.7179
(b) <b>Less:</b> Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	78	7,83,540	0.5146
(c) *Net valid e-votes (as per register)	2,669	8,86,28,985	58.2033
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	2,480	8,85,52,475	99.9137
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	199	76,510	0.0863

\* The total of row (d) and (e) for the column, No. of members voted through e-voting system is not equal to the row (c) for said column, as 10 members have voted both in favour and against the resolution.



- 3) To consider and approve the appointment of Mr. Rajiv Indravadan Shah (DIN: 06752608) as Whole-time Director of the Company designated as Executive Director.

**Special Resolution.**

Particulars	E-Voting		% of total paid-up equity shares as on cut-off date (i.e., 16/08/2024) (15,22,74,811) Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 2/- each)	
(a) Total e-votes received	2,747	8,94,12,525	58.7179
(b) <b>Less:</b> Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	79	7,83,788	0.5147
(c) Net valid e-votes (as per register)	2,668	8,86,28,737	58.2032
(d) e-votes with assent for the Resolution <b>as a percentage of net valid e-votes</b>	2,442	8,52,22,625	96.1569
(e) e-votes with dissent for the Resolution <b>as a percentage of net valid e-votes</b>	237	34,06,112	3.8431

\*The total of row (d) and (e) for the column, No. of members voted through e-voting system is not equal to the row (c) for said column, as 11 members have voted both in favour and against the resolution.