

August 20, 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: Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Postal Ballot dated August 20, 2024 seeking approval of the members of the Company for the following matters:

Sl. No.	Resolution	Type of Resolution
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
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
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

The Notice of Postal Ballot along with the instructions regarding e-voting has been sent to the registered email address of the members whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. **Friday, August 16, 2024**. The members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in the Notice.

The remote e-voting shall commence on Wednesday, August 21, 2024 at 9:00 am (IST) and shall end on Friday, September 20, 2024 at 5:00 pm (IST). The results of e-voting will be announced within two working days from the end of remote e-voting and will be displayed on the website of the Company.

The Notice will also be made available on the website of the Company at <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





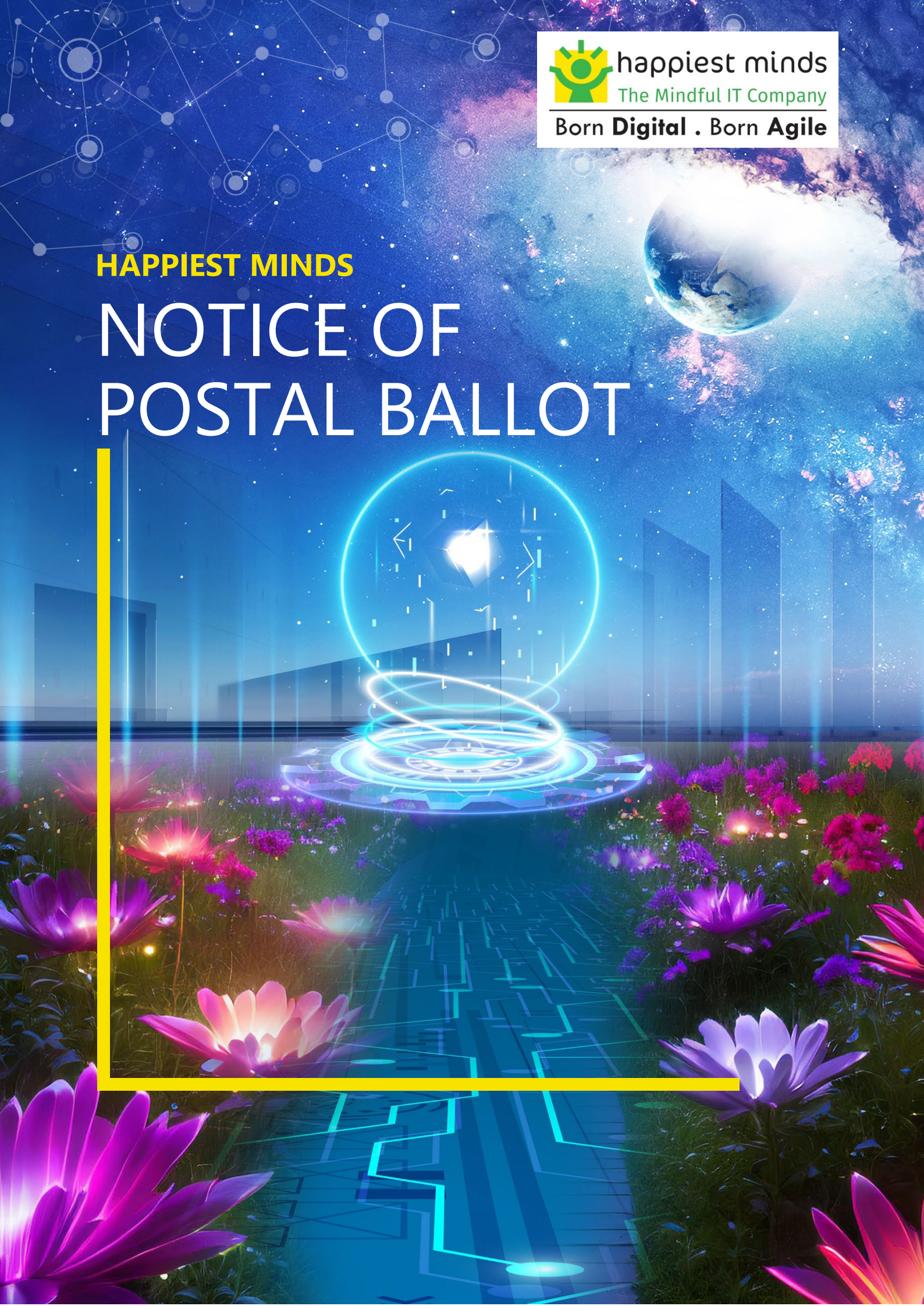
happiest minds

The Mindful IT Company

Born **Digital** . Born **Agile**

HAPPIEST MINDS

NOTICE OF POSTAL BALLOT





HAPPIEST MINDS TECHNOLOGIES LIMITED

(CIN No. L72900KA2011PLC057931)

Registered Office: #53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station),
Bengaluru-560068, Karnataka, India

P: +91 80 6196 0300, F: +91 80 6196 0700;

Email: investors@happiestminds.com; Website: www.happiestminds.com

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]**

Notice is hereby given, pursuant to Section 108, 110 and other applicable provisions, if any of the Companies Act, 2013 (hereinafter referred to as the 'Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read with General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), and pursuant to other applicable laws and regulations, that the Resolutions as set out in this Notice are proposed for consideration by the members of the Happiest Minds Technologies Limited ("**Company**"), for passing through Postal Ballot by remote e-voting ("**e-voting**") only.

SPECIAL BUSINESS

- 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**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") (including any amendments, modifications or re-enactment thereof for the time being in force), rules made thereunder, each as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as amended and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company and the

recommendation of the Nomination, Remuneration and Board Governance Committee and approval of the Board of Directors, approval of members of the Company be and is hereby accorded to appoint Mr. Seshashayee Sampathiyengar Sridhara (aka Mittu Sridhara) (DIN: 09247644), who was appointed as an Additional Director, in the capacity of an Independent Director of the Company by the Board of Directors with effect from August 5, 2024 in terms of Section 161 of the Act and whose term of office expires at the next Annual General Meeting and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from August 5, 2024 to August 4, 2029, and shall not be liable to retire by rotation and shall be entitled to receive reimbursement of expenses and sitting fees for attending meetings of the Board or any Committees thereof and profit related commission as may be determined by the Board from time to time within the overall limits of the Act."

"RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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

To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with the relevant Rules made thereunder (including any amendments, modifications or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law, if any and pursuant to the provisions of the Articles of Association of the Company, Mr. Rajiv Indravadan Shah (DIN: 06752608), who was appointed as an Additional Director by the Board of Directors of the Company based on recommendation from the Nomination, Remuneration and Board Governance Committee of the Company, to hold office up to the conclusion of the next Annual General Meeting of the Company with proposal to re-appoint thereat and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, being eligible, be and is hereby appointed as Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

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.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the approval of Central Government and in accordance with the provisions of Section 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with the relevant Rules made thereunder (including any amendments, modifications or re-enactment thereof for the time being in force), the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Rajiv Indravadan Shah (DIN: 06752608), as Whole-time Director of the Company designated as Executive Director, for a period of five years from August 5, 2024 to August 4, 2029 at an annual remuneration of US\$ 443,310, with further liberty to the Board (which term shall be deemed to include the Nomination, Remuneration and Board Governance Committee of the Company, constituted by the Board) to alter the said remuneration and terms and conditions, from time to time and in such manner as may be agreed to between the Board and Mr. Rajiv in the best interest of the Company.”

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

Registered Office:

#53/1-4, Hosur Main Road,
Madivala (Next to Madivala Police Station),
Bengaluru-560068, Karnataka, India
Date: August 20, 2024
Place: Bengaluru

By Order of the Board
For **HAPPIEST MINDS TECHNOLOGIES LIMITED**

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

Notes:

1. Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/rationale for the proposed resolutions is annexed herewith and in compliance with General Circular No. 09/2023 dated September 25, 2023, General Circular No. 03/2022 dated May 05, 2022 and General Circular 21/2021 dated December 12, 2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020, No. 02/2021 and No. 19/2021 issued by the Ministry of Corporate Affairs, this Notice of Postal Ballot along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company's RTA, KFin Technologies Limited or with the depository(ies)/ depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. **Friday, August 16, 2024**. The Company will not be sending a hard copy of this Notice and the communication of the assent or dissent of the members shall be through the remote e-voting system only.
2. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purposes only. The voting rights of members shall be in proportion to their paid-up equity share capital of the Company as on the said Cut-off date.
3. The Notice of Postal Ballot has been uploaded on the website of the Company at www.happiestminds.com. The Notice is also accessible from the websites of the stock exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at <https://www.bseindia.com/> and <https://www.nseindia.com/> respectively. The same is also available on the website of RTA at <https://evoting.kfintech.com/>.
4. The Explanatory statement for the proposed resolutions pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, setting out material facts concerning the item of special business is annexed hereto and forms part of this Notice.
5. The remote e-voting period begins on Wednesday, August 21, 2024, at 9.00 a.m. IST. and ends on Friday, September 20, 2024, at 5.00 p.m. IST. During this period, the members of the Company holding shares in dematerialized form as on the Cut-off date, may cast their vote electronically. The detailed instructions for remote e-voting are provided in **ANNEXURE A** attached to this Notice.
6. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to vote electronically during the remote e-voting period. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at compliance@sreedharancs.com with a copy marked to investors@happiestminds.com.
7. The Company has appointed Mr. V Sreedharan, (FCS 2347; CP 833) or in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Partners of V Sreedharan and Associates, Practicing Company Secretaries, Bengaluru as a Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
8. The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of voting, that is **September 20, 2024**. The resolutions passed by the members through the postal ballot is deemed to have been passed as if, they have been passed at a General Meeting of the members.

9. The Scrutinizer will submit their report after completion of the scrutiny of the e-voting, and the results of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting i.e on or before on Tuesday, September 24, 2024 and the same shall be placed on the Company's website at www.happiestminds.com/investors and the website of RTA at <https://evoting.kfintech.com/> and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Limited, where the shares of the Company are listed.
10. Detailed instructions for remote e-voting, the process to receive Notice and login credentials is placed at **ANNEXURE B** of this Notice.

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EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 1**

Your Directors' based on the recommendation of the Nomination, Remuneration and Board Governance Committee, at their meeting held on August 5, 2024, appointed Mr. Seshashayee Sampathiyengar Sridhara (aka Mittu Sridhara) (DIN: 09247644) as an Additional Director of the Company, in the capacity of Independent Director with effect from August 5, 2024.

As per Regulation 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of members for appointment of an Independent Director at the next general meeting or within a period of three months from the date of appointment, whichever is earlier, through passing a Special Resolution. Accordingly, the Board of your Company seeks your approval for the appointment of Mr. Sridhara as an Independent Director on the Board, not liable to retire by rotation, for a term of 5 (Five) years, i.e. from August 5, 2024 to August 4, 2029.

He is an entrepreneurial, customer-focused leader who has a track record of successfully combining strategy definition with pragmatic product, engineering, data, AI, people, process simplification and commercial skills. His experience has been honed in customer-centric, high transaction volume, omnichannel, data rich businesses at an international scale. He is intimately familiar with cybersecurity, contemporary and package technologies and the ability to balance change with operational improvements. His experience spans B2B, B2C, B2B2C, geographically and culturally diverse, Private Equity backed, Founder-led and publicly traded organizations.

He holds a Bachelor's Degree in Engineering from VNIT, Master's degree from North Carolina State University and an Executive MBA from London Business School. He serves as a member of the Management Board for Allegro.pl. and Independent Director on the Board of Nykaa. Previously, he was associated with various organisations including TUI Travel Plc, and D-Market Elektronik Hizmetler ve Ticaret AS Kustepe Mah. Mecidiyekoy Yolu Cad (Dogan Online).

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature proposing appointment of Mr. Seshashayee Sampathiyengar Sridhara (aka Mittu Sridhara) as Non-Executive Independent Director. The Company has received all necessary declarations and consents from Mr. Sridhara as required under the Companies Act, 2013 and SEBI Listing regulations, including his consent to act as a Director, declaration of independence, and confirmation that he is not debarred from holding office as a Director.

Mr. Sridhara has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company. He has also confirmed compliance with the applicable rules relating to registration with the databank maintained for Independent Directors.

In the opinion of the Board and the Nomination and Remuneration and Board Governance Committee, Mr. Sridhara's skills, expertise, and competencies align exceptionally well with the role of Independent Director within the context of the Company's business. His profile demonstrates substantial management experience, proficiency in diverse functional and managerial capacities, and a nuanced understanding of corporate governance, among other key competencies. He also fulfills the conditions for independence specified in the Act, the SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. Hence, an appropriate resolution for his appointment as Independent Director has been placed before the members in the manner proposed in Item No. 01, to be passed by way of a Special Resolution.

A copy of the draft letter for the appointment of Independent Director setting out the terms and conditions is available at the Company's website www.happiestminds.com.

All other relevant details and information required under Regulation 36(3) of the SEBI Listing Regulations and under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are mentioned in **ANNEXURE A** attached to this Notice.

In terms of Section 102(1) of the Companies Act, 2013, it is submitted that except for Mr. Sridhara, none of the Directors or Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the passing of the aforesaid resolution except to the extent of their shareholding, if any, in the Company.

Item nos. 2 & 3

Your Directors' based on the recommendation of Nomination, Remuneration and Board Governance Committee had appointed Mr. Rajiv Indravadan Shah (DIN: 06752608) as an Additional Director, with effect from August 5, 2024, to hold office until the next Annual General Meeting of the Company. Further, he was also appointed as Whole-time Director designated as Executive Director, with effect from August 5, 2024 for a period of five (5) years, subject to the approval of members and Central Government.

As per conditions specified in Part 1 of Schedule V of the Companies Act, a Whole-time Director should be resident in India. Since, Mr. Rajiv is non-resident Indian, his appointment would be in variation of said conditions and therefore, the Company will accordingly make an application to Central Government for their approval in Form MR-2.

As per Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to obtain approval of members for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. Rajiv Shah was appointed as President and member of the Executive Board of the Company. He is a global executive with more than 30 years of success across the healthcare, financial services, technology, travel/transportation, and software industries.

Throughout his executive career, Mr. Shah has held leadership and board level positions at technology-driven organizations including Electronic Data Systems (EDS), Wipro Technologies, IBS Software Services, and Mu Sigma. Prior to joining Happiest Minds, he was an advisor to Founder CEOs of various companies and worked with PE firms during their investment evaluation process.

As CEO and Executive Director of IBS, Mr. Shah was responsible for turning around a company with proprietary software into a highly profitable growth organization. He engineered the change in business model from on-premise to SaaS, which improved revenue and profitability visibility. Apart from enabling expansion into new global markets, he initiated acquisitions of niche product companies and successfully integrated them. He facilitated a major transaction to provide very profitable exits to shareholders.

In his prior roles, Mr. Shah led Financial and Healthcare Business Units at Wipro, oversaw the establishment of international operations of a major IT company – EDS, established a JV between one of the largest US BPO companies (TeleTech) and Bharti group, and established a new entity for an Australian Conglomerate – Kerry Packer Group. After establishment, he ran these businesses as a CEO and Executive Director.

Mr. Shah has lived and worked in various parts of the world and holds an MS in Mechanical Engineering from the University of Missouri. He has completed Executive Management courses at multiple business schools and has also participated in Global Leadership Alliance Training in St. Petersburg, Russia, and Stanford University. He continues to speak at various forums and has published leadership articles.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature proposing appointment of Mr. Rajiv Shah as Whole-time Director designated as Executive Director. The Company has also received requisite consent and declarations from Mr. Rajiv Shah for his appointment, as required under the Act and rules made thereunder.

All other relevant details of Mr. Rajiv Shah and information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are mentioned in **ANNEXURE A** attached to this Notice.

This explanatory statement and the resolution at Item No. 2 & 3 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 & 196 of the Companies Act, 2013.

Considering his deep knowledge, expertise and experience in the Company's core business operations, strategy, governance etc., the Nomination, Remuneration and Board Governance Committee are satisfied that Mr. Shah's working background and experience are aligned to the role and capabilities

sought by the Company and accordingly your Directors seek approval your approval for the appointment of Mr. Rajiv Shah as Whole-time Director designated as Executive Director, for a term of 5 (Five) years commencing from August 5, 2024 to August 4, 2029, subject to the approval of the Central Government. Hence appropriate resolutions has been placed before the members in the manner proposed in Item Nos. 2 & 3, to be passed by way of an Ordinary Resolution and a Special Resolution, respectively.

In terms of Section 102(1) of the Companies Act, 2013, it is submitted that except for Mr. Rajiv Shah none of the Directors or Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the passing of the aforesaid resolutions except to the extent of their shareholding, if any, in the Company.

Registered Office:

#53/1-4, Hosur Main Road,
Madivala (Next to Madivala Police Station),
Bengaluru-560068, Karnataka, India

Date: August 20, 2024



Place: Bengaluru

By Order of the Board
For **HAPPIEST MINDS TECHNOLOGIES LIMITED**

Praveen Kumar D
Company Secretary & Compliance Officer
Membership No.: F6706

ANNEXURE A**Profile of Directors being proposed for appointment**

(Pursuant to Reg. 36 (3) of the SEBI Listing Regulations and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India)

Name of the Director	Seshashayee Sampathiyengar Sridhara (aka Mittu Sridhara) 	Rajiv Indravadan Shah 
DIN	09247644	06752608
Date of birth (Age)	February 1, 1966 (58 years)	August 11, 1960 (64 years)
Date of appointment	August 5, 2024	August 5, 2024
Qualification	Master's degree in Engineering	MS in Mechanical Engineering
Experience & expertise in specific functional areas	<p>He is an entrepreneurial, customer-focused leader with a track record of successfully combining strategy definition with pragmatic product, engineering, data, AI, people, process simplification and commercial skills. He has helped define, drive, scale up, and deliver four digital transformation journeys – two rapid growth, multi-billion-dollar digital platform businesses (Careem, sold to UBER for \$ 3.1 billion and Hepsiburada IPO on Nasdaq for circa \$4 billion) and two significant large public company digital transformations (Ladbroke's and TUI Travel).</p> <p>From defining the customer experience through to business model/process and technology platform scaleup/change, his experience spans B2B, B2C, B2B2C, geographically and culturally diverse, Private Equity-backed, Founder-led, and publicly traded organizations.</p>	<p>He is a global executive with more than 30 years of success across the healthcare, financial services, technology, travel/transportation, and software industries.</p> <p>Throughout his executive career, Rajiv has held leadership and board level positions at technology-driven organizations including Electronic Data Systems (EDS), Wipro Technologies, IBS Software Services, and Mu Sigma. He was an advisor to Founder CEOs and of various companies and worked with PE firms during their investment evaluation process.</p>
Directorships held in other Companies in India	<ul style="list-style-type: none"> • FSN E-Commerce Ventures Limited • FSN International Limited • FSN Brands Marketing Private Limited 	Nil

Chairmanship / Membership of Committees held in other Companies in India	<ul style="list-style-type: none"> FSN E-Commerce Ventures Limited 	Nil						
	<table border="1"> <thead> <tr> <th>Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholder's Relationship Committee</td> <td>Chairperson</td> </tr> </tbody> </table>		Committee	Designation	Audit Committee	Member	Stakeholder's Relationship Committee	Chairperson
	Committee		Designation					
Audit Committee	Member							
Stakeholder's Relationship Committee	Chairperson							
Listed Entities from which they have resigned as Director in past 3 years	None	None						
Relationship with other Directors and KMP	Mr. Mittu Sridhara is not related to any Director or Key Managerial Personnel (KMP) of the Company.	Mr. Rajiv Indravadan Shah is not related to any Director or Key Managerial Personnel (KMP) of the Company.						
No. of Shares held in the Company (% to total capital)	Nil	0.13						
Terms and conditions of appointment	<p>Entitled to receive reimbursement of expenses and sitting fees for attending meetings of the Board or any Committees thereof and profit related commission as may be determined by the Board from time-to-time within the overall limits of the Act</p> <p>Term of appointment: 5 (Five years), i.e. from August 05, 2024 to August 04, 2029.</p>	<p>Term of appointment: 5 (Five years), i.e. from August 05, 2024 to August 04, 2029.</p> <p>The appointment is subject to approval of Central Government.</p> <p>As a Whole-time Director designated as Executive Director, he is liable to retire by rotation</p>						
Details of Remuneration sought to be paid	In accordance with the Members approval taken at the 9th AGM held on August 06, 2020, the aggregate remuneration including commission payable to some or all of the non-executive directors of the Company shall not exceed 1% of the net profits in any financial year, calculated as per Section 198 of the Companies Act, 2013.	US\$ 443,310 per annum						
Remuneration last drawn, if applicable	NA	US\$ 443,310 per annum						
Date of first appointment on the Board	August 05, 2024	August 05, 2024						
Number of	Attended 2 out of 2 Board meeting since	Attended 2 out of 2 Board						

Meetings of the Board attended during the year	the date of appointment on August 5, 2024, up to the date of this Notice.	meeting since the date of appointment on August 5, 2024, up to the date of this Notice.
Justification for appointment as Independent Director	Refer to Item no 1 of the Explanatory statement	NA

ANNEXURE B**Detailed instructions for remote e-voting, the process to receive Notice and login credentials by are given below:****1. INSTRUCTION FOR REMOTE E-VOTING:**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its members. The facility of casting votes by a member using a remote e-voting system will be provided by Company's RTA – M/s KFin Technologies Limited.

(a) Login method for e-voting: Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Option 1 – Login through Depositories

NSDL	CDSL
<p>Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>Go to URL:https://eservices.nsdl.com Click on the "Beneficial Owner" icon under 'IDeAS' section. On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-voting" Click on the company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>User not registered for IDeAS e-Services</p> <p>To register click on link: https://eservices.nsdl.com (Select "Register Online for IDeAS")</p> <p style="text-align: center;">or</p>	<p>Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <p>Go to URL: https://web.cdslindia.com/myeasi/home/login ; or URL: www.cdslindia.com and then go to Login and select New System Myeasi Login with user id and password. The option will be made available to reach e-voting page without any further authentication. Click on company name or e-voting service provider name to cast your vote during the remote e-voting period.</p> <p>User not registered for Easi/Easiest</p> <p>Option to register is available at</p>

<https://eservices.nsd.com/SecureWeb/IdeasDirectorReg.jsp>

Proceed with completing the required fields.

First-time users can visit the e-voting website directly and follow the process below:

Go to URL:

<https://www.evoting.nsd.com/>

Click on the icon "Login" which is available under 'Shareholder/Member' section.

Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.

Click on the company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Proceed with completing the required fields.

First-time users can visit the e-voting website directly and follow the process below:

Go to URL: www.cdslindia.com

Click on the icon "e-voting"

Provide demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress.

Click on the company name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Option 2 - Login through Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Click on e-voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website. For any technical issues, Members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to helpdesk.evoting@cdslindia.com or call at 022- 23058738 or 22-23058542-43

(b) Login method for e-voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

Please access the RTA's e-voting platform at the URL: <https://evoting.kfintech.com/>

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA which will include details of e-voting Event Number (EVEN) i.e., 8284, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.

Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgotten the password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No + Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> 6614HMT12345678

3. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:

a) The remote e-voting facility will be available during the following period:

Start date and time	Wednesday, August 21, 2024, at 09.00 a.m. IST
End date and time	Friday, September 20, 2024, at 05.00 p.m. IST

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 16, 2024 i.e., Cut-off date, may cast their vote electronically.

b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.

- c) In case of any query pertaining to e-voting, please refer Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to inward.ris@kfintech.com for all e-voting related matters.

4. GENERAL INSTRUCTIONS FOR MEMBERS:

The Scrutiniser shall, immediately after the conclusion of e-voting, unlock the votes cast through remote e-voting and make a Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect, who shall countersign the same and thereafter announce the results of the e-voting. The results declared along with the scrutinizer's report shall be placed on the Company's website at <http://www.happiestminds.com/investors> and the website of RTA at <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Limited where the shares of the Company are listed.

Summarized information at a glance:

Particulars	Details
E-voting Start time and date	Wednesday, August 21, 2024, at 09.00 a.m IST
E-voting end time and date	Friday, September 20, 2024, at 05.00 p.m IST
Cut-off date to determine eligible members to vote on the resolutions	August 16, 2024
E-voting website links (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsd.com https://web.cdslindia.com/myeasi/home/login
E-voting Event Number (EVEN)	8284
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana Email ids: inward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number: 1- 800-309-4001

About Happiest Minds Technologies

[Happiest Minds Technologies Limited](#) (NSE: HAPPSTMNDS), a Mindful IT Company, enables [digital transformation](#) for enterprises and technology providers by delivering seamless customer experiences, business efficiency and actionable insights. We do this by leveraging a spectrum of disruptive technologies such as: [artificial intelligence](#), [blockchain](#), [cloud](#), [digital process automation](#), [internet of things](#), robotics/drones, [security](#), [virtual/ augmented reality](#), etc. Positioned as 'Born Digital . Born Agile', our capabilities span Product & Digital Engineering Services (PDES), Generative AI Business Services (GBS) and Infrastructure Management & Security Services (IMSS). We deliver these services across industry groups: Banking, Financial Services & Insurance (BFSI), EdTech, Healthcare & Life Sciences, Hi-Tech and Media & Entertainment, Industrial, Manufacturing, Energy & Utilities, and Retail, CPG & Logistics. The company has been recognized for its excellence in Corporate Governance practices by Golden Peacock and ICSI. A Great Place to Work Certified™ company, Happiest Minds is headquartered in Bengaluru, India with operations in the U.S., UK, Canada, Australia, and the Middle East.

