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HAPPIEST MINDS

NOTICE OF AGM 2021



HAPPIEST MINDS TECHNOLOGIES LIMITED

(formerly known as Happiest Minds Technologies Private Limited)

(CIN No. L72900KA2011PLC057931)

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

Bengaluru-560068, Karnataka, India; Ph: +91 80 6196 0300, Fax: +91 80 6196 0700;

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

NOTICE OF THE 10TH ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting ("AGM") of the members of **Happiest Minds Technologies Limited** will be held on Wednesday, the 7th day of July, 2021 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means ("VC") without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 together with the Reports of Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Auditors thereon.
3. To declare final dividend on equity shares for the financial year ended March 31, 2021.
4. To appoint a Director in place of Mr. Venkatraman Narayanan (DIN: 01856347) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting, and to fix their remuneration by passing the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder (including any amendments, modifications or re-enactment for the time being in force), and pursuant to the recommendations of the Audit Committee/Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants, Bengaluru (ICAI registration number 008072S) be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting, and that the Board of Directors (or Committee thereof) be and is hereby authorized to fix such remuneration as may be determined in consultation with the said Auditors".

SPECIAL BUSINESS

6. To consider and if thought fit, to pass, 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 read with the relevant Rules made thereunder (including any amendments, modifications or re-enactment 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. Joseph Vinod Anantharaju (having DIN No. 08859640), 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 this 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."

7. To consider and if thought fit, to pass, 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, 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 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. Joseph Vinod Anantharaju (having DIN No. 08859640), as Whole-time Director of the Company designated as Executive Vice Chairman, for a period of five years from November 4, 2020 to November 3, 2025 at an annual remuneration of US\$ 412,440, with further liberty to the Board (which term shall be deemed to include the Nomination, Remuneration and Board Governance Committee, 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. Joseph 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.”

8. To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198, 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 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 for the appointment of Mr. Venkatraman Narayanan (having DIN No. 01856347), as Managing Director and Chief Financial Officer of the Company, for a period of five years from November 4, 2020 to November 3, 2025 at an annual remuneration of INR 1,12,34,720, with further liberty to the Board (which term shall be deemed to include the Nomination, Remuneration and Board Governance Committee, 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. Venkatraman 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.”

9. To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in furtherance of and supplemental to the Special Resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on May 13, 2020 and pursuant to the provisions of Section 62(1)(b), and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**“SEBI ESOP Regulations”**), to the extent applicable, the Memorandum of Association and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the **‘Happiest Minds Employee Stock Option Scheme 2020’** (**“ESOP 2020”**) formulated and approved prior to the Initial Public Offering (**“IPO”**) of the Company, be and is hereby ratified and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include the Nomination, Remuneration and Board Governance Committee of the Board exercising the powers conferred by the Board, including the powers conferred by this resolution), to create, issue, offer, and grant such number of employee stock options to present or future eligible employees of the Company, whether in India or overseas, determined in terms of ESOP 2020, from time to time, in one or more tranches, exercisable in aggregate into not more than 70,00,000 (Seventy Lakhs) equity shares of the Company, where each such employee stock option would be exercisable for one equity share of a face value of INR 2 each, fully paid-up, of the Company to be issued or transferred to the employee stock option grantee by the Company on payment of the requisite exercise price, on such terms and conditions as may be determined by the Board in accordance with the ESOP 2020, the Act, SEBI ESOP Regulations, applicable accounting policies and such other provisions of law, as may be applicable from time to time.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank *pari passu* with the then existing equity shares of the Company and the Board be and is hereby authorized to take necessary steps for listing of equity shares allotted under ESOP 2020 on stock exchanges where the securities of the Company are listed.

RESOLVED FURTHER THAT eligible employees may either be issued and allotted equity shares by the Company or be transferred existing equity shares from the Happiest Minds Technologies Share Ownership Plans Trust ("**Trust**") upon exercise of vested employee stock options.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company on the recommendation of the Board to the employee stock option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the employee stock option grantees under the ESOP 2020 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the ESOP 2020 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2020 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2020 and do all other things incidental and ancillary thereof including delegation of all or any of its powers herein conferred to any of the committees and/or director(s) and/ or officer(s) of the Company, to give effect to this resolution."

Registered Office:

#53/1-4, Hosur Main Road,
Madivala (Next to Madivala Police Station),
Bengaluru-560068, Karnataka, India
Date: June 7, 2021
Place: Bengaluru

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

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



Notes:

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 02/2021 read with General Circular Nos. 14/2020, 17/2020, 20/2020 issued by Ministry of Corporate Affairs and Circular dated 15th January, 2021 read with Circular dated 12th May, 2020 issued by the Securities and Exchange Board of India (collectively referred to as "**Circulars**"), which details procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing obligations in view of COVID 19 pandemic.
2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at #53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station), Bengaluru - 560068, Karnataka, India, which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. M/s. KFin Technologies Private Limited, Registrar & Transfer Agent of the Company ("**RTA**"), shall be providing facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 1,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Board Governance Committee and Stakeholders Relationship Committee, auditors, scrutinizers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in Annexure B attached to this Notice.
5. 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 attend the AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at sree@sreedharancs.com with a copy marked to investors@happiestminds.com.
6. In case of Joint Holders attending the AGM, only such Joint Holder whose name appear first in the order of names will be entitled to vote.
7. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Senior Partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Ms. Devika Sathyanarayana (ACS 16617; CP No. 17024) Practicing Company Secretary, Bengaluru, Partners of the same firm, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
8. Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of Special Business under agenda item nos. 6, 7, 8 & 9 of the notice, is annexed. The Board of Directors have considered and decided to include these Special Business at the AGM, as they were unavoidable in nature. Additional information, pursuant to the SEBI (LODR) Regulations, 2015, with respect to appointment of the Statutory Auditors of the Company, as proposed under item no. 5 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.
9. A member logging-in to the VC facility using the remote e-voting credentials shall be considered for record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Register of Members and Transfer Book of the Company will be closed from Thursday, 1st July, 2021 to Wednesday, 7th July, 2021 (both days inclusive) for the purpose of AGM, annual closing and for determining entitlement of members for the final dividend for FY'21. Accordingly, Wednesday, the 30th June 2021 would be the cut-off date for the purpose of reckoning the members/beneficial owners entitled to e-vote and attend the AGM through VC. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut- off date.
11. The Board of Directors has recommended a final dividend of Rs.3/- per equity share of Rs.2/- each for the financial year ended March 31, 2021 that is proposed to be paid on and from 12th July, 2021, subject to the approval of the members at the ensuing AGM. Dividend will be paid as per the mandate registered with the Company or with their respective Depository Participants through electronic clearing service or warrants/at-par cheques or demand drafts, as the case may be.

12. Members holding shares in physical form and who have not registered their bank account details with the RTA or who wish to update, can do so on or before June 20, 2021 by emailing to einward.ris@kfintech.com with the following details – Folio No, Name & address of the their Bank, the Bank Account type, the Bank Account Number, 9 digit MICR Code Number, 11 digit IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder and bank account details. Members holding shares in demat may contact their Depository Participant to update their email address and bank account details.
13. Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source (“TDS”) from dividend paid to the members at prescribed rates in the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed Rs.5,000/-. Members not falling in the said category, can go through the detailed note with regard to applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company’s website at <https://www.happiestminds.com/investors/disclosures/>.
14. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
15. In compliance with the Circulars, an electronic copy of the Notice of the AGM along with the Annual Report is being sent only by email to those members whose e-mail addresses are registered with the Company/ Depositories. The Company will not dispatch physical copies of the Annual Report and the Notice of AGM to any member. The Notice calling the AGM and the Annual Report 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. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of RTA at <https://evoting.kfintech.com/>.
16. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, June 4, 2021 have been considered for the purpose of sending the AGM Notice and the Annual Report. However, instructions have been given in Annexure B to enable those persons who become members subsequently to receive the AGM notice, Annual Report and login credentials.
17. Members can avail the facility of nomination in respect of shares held by them in physical form. Members desiring to avail this facility may send email to einward.ris@kfintech.com. Members holding shares in demat form may contact their Depository Participant for availing this facility.
18. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019 except in case of transmission or transposition of securities. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
19. The statutory documents (i.e., The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Certificate from the Auditors of the Company under the SEBI (Share Based Employee Benefits) Regulations, 2014), will be available electronically for inspection by the members during the AGM. Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 7, 2021. Members seeking to inspect such documents can send an email to investors@happiestminds.com.
20. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information ready.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The present Statutory Auditors M/s S.R. Batliboi & Associates LLP ("SRB"), will retire at the ensuing 10th Annual General Meeting ("AGM") completing the first block of five years. The audit fees of SRB for conducting the audit for financial year 2020-21 was Rs.80 Lacs. The Board of Directors of the Company at their meeting held on May 12, 2021, based on the recommendation of the Audit Committee, recommended for the approval of the members, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants ("DHC"), as the Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 15th AGM. DHC has proposed to charge audit fees of Rs.65 Lacs for conducting the audit for financial year 2021-22.

The Audit Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found DHC to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. The Committee also thought that a change in auditors would help bring in a fresh perspective to their approach and deliverables.

DHS is registered with the Institute of Chartered Accountants of India. DHS is one of the leading audit firms, with deep technology audit experience in India, as well as globally, having served some of the largest and most reputed companies, including those in the technology sector. DHS' Audit & Assurance team has over 2,400 professionals. DHS has national presence with offices in 12 cities. The Bangalore office of the Firm is located at 19th Floor, 46 - Prestige Trade Tower, Palace Road, High Grounds, Bengaluru, Karnataka – 560001, India.

DHC have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board of Directors recommend passing of resolution in the manner proposed in Item No. 5, to be passed by way of an Ordinary Resolution.

Item Nos. 6 & 7

Your Directors' based on the recommendation of Nomination, Remuneration and Board Governance Committee had inducted Mr. Joseph Vinod Anantharaju as an Additional Director, with effect from November 4, 2020, to hold office until the next Annual General Meeting of the Company and was proposed to be re-appointed thereat. Further, he was also appointed as Whole-time Director, designated as Executive Vice Chairman with effect from November 4, 2020 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. Joseph is non-resident Indian, his appointment would be in variation of said conditions and therefore, the Company has also made application to Central Government in Form MR2 on December 24, 2020 for its approval. The approval is still awaited as of the date of the Notice.

All other relevant details of Mr. Joseph and information as required under Regulation 26(4) and 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 hereto.

This explanatory statement and the resolution at Item Nos. 6 & 7 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.

Since his continuation as Director and as well as Whole-time Director is very much essential to the Company, the Board of Directors recommend passing of resolution in the manner proposed in Item Nos.6 & 7, to be passed by way of an Ordinary Resolution and a Special Resolution, respectively.

Except Mr. Joseph Vinod Anantharaju, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 6 & 7 of the Notice.

Item No. 8

Your Directors based on the recommendation of Nomination, Remuneration and Board Governance Committee had appointed or redesignated Mr. Venkatraman Narayanan as Managing Director and CFO, with effect from November 4, 2020, for a period of five (5) years, subject to the approval of members.

All other relevant details of Mr. Venkatraman and information as required under Regulation 26(4) and 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 hereto.

This explanatory statement and the resolution at Item No. 8 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.

Since his appointment as Managing Director and CFO is very much essential to the Company, the Board of Directors recommend passing of resolution in the manner proposed in Item No. 8, to be passed by way of a Special Resolution.

Except Mr. Venkatraman, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item No. 9

The Company appreciates the critical role employees play in the organizational growth. It strongly feels that the value created by its employees should be shared with them. Accordingly, in order to promote the culture of employee ownership and as well as to attract, retain, motivate and incentivize critical talents, the Company has employee stock option scheme, namely 'Happiest Minds Employee Stock Option Scheme 2020' ("ESOP 2020"), which was duly approved by the members prior to IPO on May 13, 2020.

In terms of Regulation 12(1) of SEBI ESOP Regulations, no company shall make any fresh grant which involves allotment or transfer of shares to its employees under ESOP scheme formulated prior to its IPO unless such scheme is in conformity with the SEBI ESOP Regulations and is ratified by its members after the IPO. The Company's existing scheme ESOP 2020 is already in compliance with SEBI ESOP Regulations and therefore we need to now get it ratified by the members of the Company.

The following are the broad terms and conditions of scheme - ESOP 2020:**(a) Brief description of the scheme:**

ESOP 2020 contemplates grant of employee stock options to the eligible employees including Directors (excluding Independent Directors) of the Company, as may be determined in due compliance of extant law and provisions of ESOP 2020. After vesting of employee stock options, the employee stock option grantee earns a right (but not obligation) to exercise the vested employee stock options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

(b) Total number of employee stock options to be granted:

A total of 70,00,000 (Seventy Lakhs) employee stock options would be available for being granted to eligible employees of the Company under ESOP 2020 in one or more tranches, which in aggregate shall be exercisable into not more than 70,00,000 (Seventy Lakhs) equity shares of the Company. Each employee stock option when exercised would be converted into one equity share of INR 2 of the Company each fully paid-up.

Employee stock options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the eligible employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per ESOP 2020.

In case of any corporate action (s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the employee stock options granted, adjusting the number and price of the employee stock options such that the total value of the employee stock options in the hands of the employee stock option grantee remains the same after such corporate action, and allowing the vesting period and life of the employee stock options to be unaltered as far as possible to protect the rights of the employee stock option grantee.

(c) Identification of classes of employees entitled to participate in the scheme:

The following classes of employees are eligible to participate in ESOP 2020 as per SEBI ESOP Regulations:

- (i) a permanent employee of the Company who has been working in India or outside India; or
- (ii) a Director of the Company, whether a Whole-time Director or not but excluding an Independent Director; or
- (iii) an employee as defined in (i) or (ii) of a subsidiary, in India or outside India.

but does not include—

- (i) an employee who is a promoter or a person belonging to the promoter group of the Company; or
- (ii) a Director who either himself / herself or through his / her relative or through any body corporate, directly or indirectly, holds more than 10 per cent of the outstanding equity shares of the Company.

(d) Requirements of vesting and period of vesting:

The vesting period shall be determined by the Board in accordance with applicable law and be provided in the letter of grant to be issued to the employee at the time of the issue of the employee stock options.

The vesting period of employee stock options granted shall be a maximum of four years and shall not be less than one year. The exact proportion in which and the exact period over which the employee stock options would vest would be determined by the Board, subject to the minimum vesting period of one year from the date of grant of employee stock options. The specific vesting schedule and vesting conditions subject to which vesting will take place will be outlined in the grant letter issued to each employee stock option grantee.

(e) The maximum period within which the options shall be vested:

The employee stock options granted shall vest not later than four years from the date of grant of such employee stock options.

(f) Exercise price or pricing formula:

The exercise price per employee stock option shall be such as may be determined by the Board which shall not be lesser than the face value of an equity share of the Company as on date of grant. The specific exercise price will be intimated to the employee stock option grantees in their respective grant letters.

(g) Exercise period and the process of exercise:

The specific exercise period will be intimated to the employee stock option grantees by the Board in their respective grant letters. In case of cessation of employment due to any reason, shorter exercise periods have been respectively prescribed in the ESOP 2020.

The vested employee stock options will be exercisable by the eligible employees upon the submission of a written exercise letter to the Board, along with such other documents as may be prescribed under the ESOP 2020. The employee stock options will lapse if not exercised within the specified exercise period. Upon exercise of vested employee stock options, eligible employees shall be either issued fresh equity shares by the Company or shall have existing equity shares transferred to them from the Trust. However, the Trust shall not undertake secondary acquisition, as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

(h) Appraisal process for determining the eligibility of the employees for the scheme:

The options shall be granted to the employees by the Board in its absolute discretion, taking into consideration factors such as per performance appraisal, seniority, period of service, the role of the employee, and such other criteria as may be determined by the Board at its sole discretion, from time to time.

(i) Maximum number of options to be issued per employee and in aggregate:

Number of employee stock options that may be granted to an eligible employee under the ESOP 2020 shall not exceed 4,50,000 (Four Lakhs Fifty Thousand) in aggregate per employee under ESOP 2020 or any such ceiling number of employee stock options as may be determined by the Board within such limit with respect to an individual eligible employee.

(j) Maximum quantum of benefits to be provided per employee under the scheme:

Any benefit other than grant of options or consequential issue of equity shares is not envisaged under the ESOP 2020. Accordingly, the maximum quantum of benefit for the employees under the ESOP 2020 is the difference between the exercise price of the options and the market price of the equity shares of the Company as on the date of exercise of options.

- (k) **Whether the scheme is to be implemented and administered directly by the Company or through a Trust:**
ESOP 2020 is implemented and administered by the Trust under the direction of the Board.
- (l) **Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both:**
ESOP 2020 involves either new issue of shares by the Company or utilization of existing shares held by the Trust. There will be no secondary acquisition of shares by the Trust.
- (m) **The amount of loan to be provided for implementation of the scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc:**
Since the Trust is not permitted to make secondary acquisition of shares and the shares required for the ESOP 2020 will either be directly allotted by the Company or the existing shares held by the Trust would be used, the Company does not envisage requirement of loan by the Trust. Accordingly, particulars of loan is not applicable.
- (n) **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme:**
Not applicable as secondary acquisition is not permitted.
- (o) **Accounting Policies and disclosures:**
As specified in Regulation 15 of the SEBI ESOP Regulations, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.
- (p) **Method of option valuation:**
The Company shall adopt fair value method for valuation of the employee stock options as prescribed under guidance note or under any relevant accounting standard notified by appropriate authorities from time to time.

In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the fair value of the employee stock options, shall be disclosed in the Boards' Report and also the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Boards' Report.
- (q) **Lock-in period:**
The equity shares of the Company issued pursuant to exercise of vested employee stock options shall not be subject to any lock-in period.
- (r) **The conditions under which option vested in employees may lapse:**
The vested options shall lapse in case of termination of employment due to the following: (i) convicted of an offence involving moral turpitude or that disentitles the eligible employee from being an employee in accordance with the Company's policies and/or applicable law; or (ii) commission of fraud, misappropriation or embezzlement by an employee; (iii) wilful dishonesty, gross misconduct; (iv) abandonment of employment by the employee; (v) termination of employment of the employee by the Company for reasons relating to performance of such employee; and/or (vi) any other action(s) that, in view of the Board is disruptive or detrimental to the functioning of the Company. Further, irrespective of employment status, in case vested options are not exercised within the prescribed exercise period, then such vested options shall lapse.

In case of termination of employment due to cause as specified above, all the vested and unvested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to cause), all the unvested options would lapse and the vested options can be exercised by the employee stock option grantee within the period stipulated in the grant letter.

In case of death or permanent incapacity, all the unvested options would vest and the vested options can be exercised by the option grantee or nominee of the option grantee, as applicable, within the period stipulated in the grant letter.
- (s) **Listing:**
The shares allotted pursuant to the exercise of the stock options under ESOP 2020, shall be listed on BSE Limited and National Stock Exchange of India Limited.

Copy of the scheme ESOP 2020 will be made available for inspection during the meeting and provided to the members on written request to the Company Secretary of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice, except to the extent of their respective shareholding, if any in the Company or the equity shares that may be offered to them under ESOP 2020. The Board of Directors recommend passing of resolution in the manner proposed in Item No. 9, to be passed by way of a Special Resolution.

Registered Office:

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

Date: June 7, 2021

Place: Bengaluru

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



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



Annexure A

Profile of Directors being appointed at the AGM

(In pursuance to Reg. 26 (4) & 36 (3) of the SEBI (LODR) Regulations and Secretarial Standard - 2)

	Mr. Venkatraman Narayanan	Mr. Joseph Vinod Anantharaju
Name of the Director		
DIN No.	01856347	08859640
Date of birth (Age)	April 29, 1971 (50 years)	March 1, 1971 (50 years)
Date of appointment	Nov 4, 2020 as Managing Director & CFO (He was first appointed on the Board on Jan 16, 2018 as Executive Director)	Nov 4, 2020 as Executive Vice Chairman
Qualification	B.Com, LLB, FCA	BE, MBA
Experience & expertise in specific functional areas	Over 25 years of experience in the area of finance, accounts and management. Prior to joining the Company in 2015, he was associated with Sonata Software Limited	Over 25 years of experience in the areas of strategy, sales & marketing, operations and management. Prior to joining the Company in 2011, he was associated with Mindtree Limited
Directorships held in other Companies in India	Govardhan Trading Company Private Limited	Nil
Chairmanship / Membership of Committees held in other Companies in India	Nil	Nil
Relationship with other Directors and KMP	None	None
No. of Shares held in the Company (% to total capital)	842,137 (0.57%)	425,000 (0.29%)
No. of Board Meetings attended during FY'21	14 (Fourteen)	3 (Three)*
Terms and conditions of appointment	No special perquisites or benefits as a Director. All terms and conditions of appointment as per the employment agreement and applicable policies of the Company. As a Director he is liable to retire by rotation	No special perquisites or benefits as a Director. All terms and conditions of appointment as per the employment agreement and applicable policies of the Company. As a Director he is liable to retire by rotation
Details of Remuneration sought to be paid	INR 1,12,34,720 per annum	US\$ 412,440 per annum

*He was Director only for the part of the financial year and attended all the meetings.

Note: The Directors have furnished consent/declarations for their appointment as required under the Companies Act and Rules made thereunder. For other details of the above Directors, please refer to the Report on Corporate Governance, which is a part of the Annual Report 2021.

Annexure B

Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the AGM through VC, and for e-voting during the AGM

- Any person who becomes a Member of the Company after sending this Notice of AGM but on or before the cut-off date viz. Wednesday, June 30, 2021, can access the notice of AGM along with the Annual report for the financial year 2020-21 on the website of the Company <https://www.happiestminds.com/investors/>, website of stock exchanges i.e. BSE Limited <https://www.bseindia.com/> and National Stock exchange of Indian Limited <https://www.nseindia.com/> and on the website of RTA at <https://evoting.kfintech.com/>.
- Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM, and e-voting instructions could not be serviced or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
Members are requested to follow the process as guided in the above-mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, please write to einward.ris@kfintech.com
- 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 before the AGM as well as during the AGM will be provided by Company's RTA – M/s KFin Technologies Pvt Ltd.

(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>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>(i) Go to URL: https://eservices.nsd.com</p> <p>(ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>(iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>(iv) 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>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login ; or</p> <p>(ii) URL: www.cdslindia.com and then go to Login and select New System Myeasi</p> <p>(iii) Login with user id and password.</p> <p>(iv) The option will be made available to reach e-Voting page without any further authentication.</p> <p>(v) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>(i) To register click on link: https://eservices.nsd.com (Select "Register Online for IDeAS") or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(ii) Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>(i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>(ii) Proceed with completing the required fields.</p>

<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Go to URL: https://www.evoting.nsdl.com/</p> <p>(ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) 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.</p>	<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>(i) Go to URL: www.cdslindia.com</p> <p>(ii) Click on the icon "E-Voting"</p> <p>(iii) Provide demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>(vi) 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.</p>
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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., 5934, 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 forgot 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> 5934HMT12345678

4. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:

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

Start date and time	Sunday, July 04, 2021 at 09.00 a.m IST
End date and time	Tuesday, July 06, 2021 at 05.00 p.m IST

- 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 einward.ris@kfintech.com for all e-voting related matters.

5. INSTRUCTION FOR E-VOTING AT E-AGM:

- a) Only those members who will be present in the e-AGM through video conference facility and have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the e-AGM.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.
- c) Upon the declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- d) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- e) The facility of Instapoll will be available during the time not exceeding 15 minutes from the commencement of e-voting as declared by the Chairman at e-AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz. June 30, 2021, and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

6. INSTRUCTION FOR MEMBERS FOR ATTENDING THE E-AGM:

- a) Members will be able to attend the e-AGM through VC/OAVM provided by RTA at <https://emeetings.kfintech.com/> by clicking on the tab 'video conference' and using their remote e-voting login credentials shared through email. The link for e-AGM will be available in the Member's login where the event and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in clause 2 of this Annexure.
- b) Members are encouraged to join the meeting through Laptops with Google Chrome for a better experience.
- c) Further, members will be required to use the camera, if any, and hence it is recommended to use the internet with a good speed to avoid any disturbance/glitch/garbling, etc. during the meeting.
- d) While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. The use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- e) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from July 04, 2021 at 09.00 a.m IST up to July 05, 2021 at 05.00 p.m IST. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and the maximum time per speaker will be restricted to 3 minutes.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., June 30, 2021.

- f) A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>
- g) Members who need technical or other assistance before or during the e-AGM can contact RTA by sending email to emeetings@kfintech.com or call at Helpline: 1800 309 4001 (toll-free).
- h) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM.

7. **GENERAL INSTRUCTION FOR MEMBERS:**

- a) The Chairperson shall formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in this Notice of 10th AGM (e-AGM) and shall also announce the start of the casting of the vote at AGM through the e-voting platform of our RTA - KFin Technologies Pvt. Ltd and thereafter the e-voting at AGM will commence.
- b) The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated 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 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 Ltd. where the shares of the Company are listed. The resolutions shall be deemed to be passed at the e-AGM of the Company subject to obtaining requisite votes thereto.

Summarized information at a glance:

Particulars	Details
Time and date of AGM	4.00 PM IST on Wednesday the July 7, 2021
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Book closure dates	From July 1, 2021 to July 7, 2021 (both days inclusive)
Record date for payment of final dividend	June 30, 2021
Final dividend recommended for FY'21	Rs.3/- per share
Final dividend payout date, if approved by members	On or after July 12, 2021
Detailed information on TDS	https://www.happiestminds.com/investors/disclosures/
Cut-off date for e-Voting	June 30, 2021
E-voting Start time and date	Sunday, July 04, 2021 at 09.00 a.m IST
E-voting end time and date	Tuesday, July 06, 2021 at 05.00 p.m IST
E-voting website links (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsdl.com https://web.cdslindia.com/myeasi/home/login
E-voting Event Number (EVEN)	5934
Weblink for temporary registration to receive AGM Notice and credentials for E-voting/eAGM	https://ris.kfintech.com/clientservices/mobilereg/mobilemailreg.aspx
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Private Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana Email ids: einward.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: HAPSTMNDS), 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 digital solutions, infrastructure, product engineering and security. We deliver these services across industry sectors such as automotive, BFSI, consumer packaged goods, e-commerce, edutech, engineering R&D, hi-tech, manufacturing, retail and travel/transportation/hospitality. A Great Place to Work-Certified™ company, Happiest Minds is headquartered in Bangalore, India with operations in the U.S., UK, Canada, Australia and Middle East.



www.happiestminds.com

