

Happiest Minds Technologies Limited

(formerly known as Happiest Minds Technologies Pvt Ltd) **Regd. Office:** #53/1-4, Hosur Main Road, Madivala,

Bangalore-560068, Karnataka, India **CIN of the Co.** L72900KA2011PLC057931

P: +91 80 6196 0300, F: +91 80 6196 0700 Website: www.happiestminds.com Email: investors@happiestminds.com

July 8, 2021

Listing Compliance & Legal Regulatory BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400 001 Stock Code: 543227 Listing & Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai 400 051
Stock Code: HAPPSTMNDS

Dear Sir/Madam,

Sub: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results along with the Scrutinizer report for the business transacted at the 10th Annual General Meeting of the members of the Company held on Wednesday, the July 7, 2021 at 4.00 pm (IST) through Video Conference / Other Audio Visual means.

Based on the Scrutinizer report from Mr. V Sreedharan, Partner of M/s V. Sreedharan and Associates, Practicing Company Secretaries, as annexed herewith, we confirm that all resolutions as set out in the Notice of the said AGM have been duly approved by the members with requisite majority.

The voting results along with the Scrutinizer report is also made available on the website of the Company https://www.happiestminds.com/investors/

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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	TECHNOLOGIES LIMI	TED					
Date of the AGM/EGM			07-07-2021							
Total number of shareholders on No. of shareholders present in the		erson or through	350471							
Promoters and Promoter Grou			NA							
Public:			NA							
No. of Shareholders attended the Promoters and Promoter Grou		deo Conferencing	2							
Public:			120							
	1.									
Resolution No.	ORDINARY - To re	eceive, consider and add	ont the Audited St	andalone Financial St	tatements of the Co	omnany for the fin:	ancial year ended Ma	arch 31 2021 togethe	r with the Renorts	of Board of
Resolution required: (Ordinary/ Special)		Auditors thereon				, , , , , , , , , , , , , , , , , , , ,	,	,		
Whether promoter/ promoter group are interested in the	No									
agenda/resolution? Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes against	Votes Invalid	Votes
,			polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100		Abstained
Promoter and Promoter Group	E-Voting	78,211,953	78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	C
	Poll		0	0.0000	0	0	0.0000	0.0000	0	C
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	C
<u> </u>	E-Voting	14,304,729	10,420,534	72.8468	10,420,534	0	100.0000	0.0000	0	17,409
	Poll Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	С
Public-Institutions	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	c
· · ·	Total		10,420,534	72.8468		0	100.0000	0.0000	0	17409
	E-Voting Poll	54,346,874	7,314,041 1,129,975	13.4581 2.0792	7,313,936 1,129,445	105 530	99.9985 99.9530	0.0014	0 12,749	1,228
	Postal Ballot		1,125,573	2.0792	1,125,443	330	55.5350	0.0403	12,745	
Public- Non Institutions	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	146 963 556	8,444,016	15.5373	8,443,381	635	99.9925	0.0075	12,749	1228
	Total	146,863,556	96,875,035	65.9626	96,874,400	635	99.9993	0.0007	12,749	18637
Resolution No.	2	•		•			•	•		
Resolution required: (Ordinary/		eceive, consider and add	opt the Audited Co	insolidated Financial	Statements of the	Company for the fi	nancial year ended N	March 31, 2021 togeth	er with the Report	of the
Special) Whether promoter/ promoter group are interested in the	No No									
agenda/resolution? Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes against	Votes Invalid	Votes
Category	mode or roung	nor or shares nera (2)	polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100	votes invana	Abstained
	E-Voting	78,211,953	78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	C
	Poll		0	0.0000	0	0	0.0000	0.0000	0	C
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000		0	0.0000	0.0000		,
Fromoter and Fromoter Group	Total		78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	C
	E-Voting	14,304,729	10,420,534	72.8468	10,420,534	0	100.0000	0.0000	0	17,409
	Poll		0	0.0000	0	0	0.0000	0.0000	0	C
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		10,420,534	72.8468	10,420,534	0	100.0000	0.0000	0	17409
	E-Voting	54,346,874	7,314,033	13.4581	7,313,928	105	99.9985	0.0014	0	1,246
	Poll Postal Ballot		1,129,975	2.0792	1,129,445	530	99.9530	0.0469	12,749	C
Public- Non Institutions	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	c
	Total	446.052.222	8,444,008	15.5373	8,443,373	635	99.9925	0.0075	12,749	1246
	Total	146,863,556	96,875,027	65.9626	96,874,392	635	99.9993	0.0007	12,749	18655
Resolution No.	3	1		1	·			·	·	·
Resolution required: (Ordinary/ Special)	ORDINARY - To d	eclare a final dividend o	of Rs.3 per share or	n equity shares for the	e financial year enc	ded March 31, 202	1			
Whether promoter/ promoter	No									
group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes	% of Votes against on votes polled	Votes Invalid	Votes Abstained
				shares (3)=[(2)/(1)]* 100	1		polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		1
	E-Voting	78,211,953	78,010,485	99.7424	78,010,485	0	100.0000		0	(
	Poll		0	0.0000	0	0	0.0000	0.0000	0	C
Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	C
	E-Voting	14,304,729	10,420,534	72.8468	10,420,534	0	100.0000	0.0000	0	17,409
	Poll Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	
Public-Institutions	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	c
· · ·	Total		10,420,534	72.8468	10,420,534	0	100.0000	0.0000	0	17409
	E-Voting Poll	54,346,874	7,313,669 1,129,975	13.4574 2.0792	7,312,711 1,129,445	958 530	99.9869 99.9530	0.0130	0 12,749	1,611
	Postal Ballot		1,123,373	2.0792	1,123,443	330	33.3330	0.0469	12,749	
Public- Non Institutions	(if applicable)		0	0.0000	0	0	0.0000		0	C
	Total Total	146,863,556	8,443,644 96,874,663	15.5366 65.9624	8,442,156 96,873,175	1,488 1,488	99.9824 99.998 5	0.0176 0.0015	12,749 12,749	1611 19020
		110,003,330	33,074,003	03.5024	33,073,173	1,400	33.3303	0.0013	12,743	13020

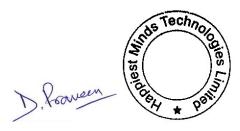




Mode of Young Coloradors	B	I.									
Secretary Mindre of World No. of Subrers half St.	Resolution No.	4									
group and an intersected in the general content of the property of the propert	Special)	ORDINARY - To a	ppoint a Director in plac	e of Mr. Venkatra	man Narayanan (hav	ring DIN 01856347)	who retires by rot	ation and, being eligi	ble, offers himself for	re-appointment	
Cappary Mode of Voting No. of shares held 1) No. of votes No. of Vote	Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Comparison of Comparison Comparison of C				polled (2)	on outstanding shares (3)=[(2)/(1)]* 100	favour (4)		favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Grow Playing challed			78,211,953	78,010,485		78,010,485	0			-	0
Processor and Promotes (uses) 1 of applicability 1 of applicabilit			 	0	0.0000	0	0	0.0000	0.0000	0	0
Stock 78,00.0 miles 78,0	Promoter and Promoter Group			0	0.0000	0	0	0.0000	0.0000	0	0
Audici- institutions Proposal Salicit		Total					0			0	0
Abilic institutions forgation forgatio			14,304,729	10,420,534		9,207,008	1,213,526			0	17,409
Paulic Institutions			1	0	0.0000	0	0	0.0000	0.0000	0	0
Total 10.400.00 12.913.00 88.340.00 11.650 0.200.00 0.00	Public- Institutions			0	0.0000	0	0	0.0000	0.0000	0	0
Policy Non institutions Policy Age 1,129,775 2,0772 1,123,165 88 99,9265 0,0724 3,2749 1 Policy Non institutions 11 specials about 11 specials 12				10,420,534	72.8468	9,207,008	1,213,526	88.3545		0	17409
Public Hon Institutions Proposition Prop			54,346,874				171			,	1,505
Public No. Institutions If applicable O			{	1,129,975	2.0792	1,129,145	830	99.9265	0.0734	12,749	0
Total 146,961,556 96,442,791 10,101 99,979 0,0121 12,799 1590 12,797 1391 12,799 13,799 13,7	Public- Non Institutions			n	0.0000	n	n	0.0000	0.000	n	n
Separation Sep		Total		8,443,812	15.5369	8,442,791		99.9879	0.0121		1505
Resolution required; (Definary) ORDINARY - To appoint Auditions to hold office from the conclusion of the 10th Annual General Meeting, and to fix their remuneration (Definary)			146,863,556	96,874,831	65.9625	95,660,284			1.2537		18914
Resolution required; (Definary) ORDINARY - To appoint Auditions to hold office from the conclusion of the 10th Annual General Meeting, and to fix their remuneration (Definary)	Danalistian No.	+				<u> </u>	l	l	l		l
Whether promotery promotery group are interested in the agend dyreoplation? Mode of Voting No. of shares held (1) No. of votes polled (2) No. of Votes Polled No. of Votes	Resolution No. Resolution required: (Ordinary/ Special)	ORDINARY - To a	ppoint Auditors to hold	office from the co	nclusion of the 10th	Annual General Me	eting until the cor	clusion of the 15th A	nnual General Meetir	ng, and to fix their	remuneration
Category Mode of Voting No. of shares held (1) No. of votes polled (2) No. of Votes - polled (2) No. of Votes - polled (2) No. of Votes - polled (3) No. of Votes - polled (4) No. of	Whether promoter/ promoter group are interested in the	No									
Evoling Feath Fe		Mode of Voting	No. of shares held (1)		on outstanding shares			favour on votes polled	on votes polled	Votes Invalid	
Promoter and Promoter Group Promoter Group (if applicable)		F-Voting	78.211.953	78.010.485		78.010.485	0		0.0000	0	0
Promoter and Promoter Group (if applicable) 0 0.00000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.				0		0	0			0	0
Fotal 78,010,485 99,742 78,010,485 0 100,0000 0,0000 0 0 0 0 0 0											
E-Voting 14,304,729 10,420,534 72,8488 10,420,534 0 100,0000 0,0000 0 17,40	Promoter and Promoter Group			70.010.485		70.010.405	0			0	0
Public - Institutions Publ		F-Voting	14 304 729				0				
Public - Institutions		Poll	- ', ',	0		0	0	0.0000	0.0000	0	0
Total 10,420,534 7,312,905 13,4560 7,312,608 298 99,9959 0,0000 0,0000 0 1740			1								
E-Voting 54,346,874 7,312,905 13.4560 7,312,608 298 99.9959 0.0040 0 2,365 0.0040 0 1,2749 0.0040 0.0046 12,749 0.0046 0.0046 12,749 0.0046 0	Public- Institutions			10 430 534		10 420 524	0			0	17400
Public-Non Institutions Public-Institutions Public-Non Institutions Public-Institutions Public-Non Institutions			54.346.874							0	
Public Non Institutions (fapplicable)			,,	1,129,975		1,129,445				12,749	0
Total 146,863,556 96,873,900 65,9618 96,873,072 828 99,9902 0,0008 12,749 1977;											
Total 146,863,556 96,873,900 65.9618 96,873,072 828 99.9991 0.0009 12,749 1977;	Public- Non Institutions			0		0	0			0	0
Resolution No. 6			146 863 556								
Resolution required: (Ordinary/ Special) ORDINARY - To appoint Mr. Joseph Vinod Anantharaju (having DIN No. 08859640) as Director of the Company, liable to retire by rotation			2.5,230,000	22,070,000	55.5010	25,075,372	320	55.5551	0.0003	22,743	25.71
Promoter and Promoter Group Fromoter and Promoter Group February Febr	Resolution required: (Ordinary/	6 ORDINARY - To a	ppoint Mr. Joseph Vinoc	d Anantharaju (ha	ving DIN No. 0885964	40) as Director of th	e Company, liable	to retire by rotation			
Category Mode of Voting No. of shares held (1) No. of votes polled (2) No. of votes polled (3) No. of votes polled (3) No. of votes polled (4) No. of Votes polled (5) No. of Votes polled (7) No. of Votes polled (6) No. of Votes polled (7) No. of Votes polled (8) No. of Votes po	Whether promoter/ promoter group are interested in the agenda/resolution?	No									
E-Voting 78,211,953 78,010,485 99,7424 78,010,485 0 100,0000 0,0000 0 0		Mode of Voting	No. of shares held (1)		on outstanding shares			favour on votes polled	on votes polled	Votes Invalid	
Promoter and Promoter Group Postal Ballot (if applicable) 0			78,211,953	78,010,485	99.7424	78,010,485	0	100.0000			0
Promoter and Promoter Group (if applicable) 0 0.0000 0 0 0.0000 0.0000 0			,	0	0.0000	0	0	0.0000	0.0000	0	0
Total 78,010,485 99,7424 78,010,485 0 100,0000 0,0000 0 0	Promoter and Promoter Group			0	0.0000	0	0	0.0000	0.0000	n	_
E-Voting 14,304,729 10,015,997 70,0188 7,559,742 2,456,255 75,4766 24,5233 0 421,944 Public-Institutions (if applicable) 0 0.0000 0 0 0.0000 0 0				78,010,485		78,010,485	0	0.000		0	0
Postal Ballot			14,304,729	10,015,997			, ,			-	,
Public-Institutions (if applicable) 0 0.0000 0 0 0.0000 0 0			,	0	0.0000	0	0	0.0000	0.0000	0	0
Total 10,015,997 70,0188 7,559,742 2,456,255 75,4767 24,5233 0 42,1944	Public- Institutions			n	0.0000	0	0	0.0000	0.0000	0	_
E-Voting 54,346,874 7,313,977 13.4580 7,313,739 238 99.9967 0.0032 0 1,364 Poll	. conc managoris			10,015,997		7,559,742	2,456,255			0	421946
Postal Ballot 0 0.0000 0 0 0.0000 0.0000 0 0 0		E-Voting	54,346,874	7,313,977	13.4580	7,313,739	238	99.9967		0	1,364
Public-Non Institutions (if applicable) 0 0.0000 0 0 0.0000 0.0000 0 Total 8,443,852 15.537 8,442,784 1,068 99.9874 0.0126 12,749 1466			Į	1,129,875	2.0790	1,129,045	830	99.9265	0.0734	12,749	100
Total 8,443,852 15.537 8,442,784 1,068 99.9874 0.0126 12,749 146:	Public- Non Institutions			0	0.0000			0.0000	0.0000		_
Total 146,863,556 96,470,334 65.6870 94,013,011 2,457,323 97.4528 2.5472 12,749 42341				8,443,852		8,442,784	1,068			12,749	1464
		Total	146,863,556	96,470,334	65.6870	94,013,011	2,457,323	97.4528	2.5472	12,749	423410



Resolution No.	17									
Resolution required: (Ordinary/	CDECIAL Taban	oint Mr. Joseph Vinod A		- DIN N - 00050C40\	as Mile el e Aises Dis			andina Mina Chairean		
Special)		ont Wr. Joseph Vinou A 10 to November 3, 2025	nantnaraju (navin	g DIN NO. 08859640)	, as whole-time bir	rector of the comp	any designated as Ext	ecutive vice chairman	i, ior a period of in	ve years irom
Whether promoter/ promoter	No	to November 3, 2023								
group are interested in the agenda/resolution?										
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes against	Votes Invalid	Votes
			polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled		Abstained
				shares			polled	(7)=[(5)/(2)]*100		
				(3)=[(2)/(1)]* 100			(6)=[(4)/(2)]*100			
	E-Voting	78,211,953	78,010,485	99.7424	78,010,485	0	100.0000	0.0000		0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot		_		_	_			_	_
Promoter and Promoter Group	(if applicable)		70.040.405	0.0000	70.040.405	0	0.0000	0.0000	0	0
	Total		78,010,485 10,015,997	99.7424 70.0188	78,010,485 8,205,834	0	100.0000 81.9272	0.0000 18.0727	0	_
	E-Voting Poll	14,304,729	10,015,997	0.0000	8,205,834	1,810,163	0.0000		0	
			U	0.0000	0	U	0.0000	0.0000	U	- 0
Public- Institutions	Postal Ballot		0	0.0000			0.0000	0.0000		
Public- Institutions	(if applicable)		40.045.007		0.205.024	0			0	424046
	Total	54.246.074	10,015,997	70.0188	8,205,834	1,810,163	81.9273	18.0727	0	421946
	E-Voting	54,346,874	7,313,366	13.4568	7,312,037	1,329	99.9818	0.0181	,	1,501
l	Poll	-	1,129,875	2.0790	1,129,045	830	99.9265	0.0734	12,749	100
B. Mr. No. 1 and 11	Postal Ballot]							_	
Public- Non Institutions	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	446.000	8,443,241	15.5358	8,441,082	2,159	99.9744	0.0256	12,749	2067
	Total	146,863,556	96,469,723	65.6866	94,657,401	1,812,322	98.1214	1.8786	12,749	424013
Resolution No.	-	1			<u> </u>	<u> </u>		l		1
	8									
Resolution required: (Ordinary/		oint Mr. Venkatraman N	larayanan (having	DIN No. 01856347),	as Managing Direct	tor and Chief Finan	cial Officer of the Cor	mpany, for a period of	f five years from No	ovember 4,
Special)	2020 to Novemb	er 3, 2025								
Whether promoter/ promoter group are interested in the	No									
agenda/resolution? Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes against	Votes Invalid	Votes
Category	would of voting	No. of shares held (1)	polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled	votes ilivaliu	Abstained
			polieu (2)	shares	lavour (4)	against (5)				Abstailleu
				(3)=[(2)/(1)]* 100			polled (6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100		
	F 14-15	70.244.052	70.040.405		70.040.405			0.0000		
	E-Voting	78,211,953	78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	0
	Poll Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0	0
			_		_	_			_	_
Promoter and Promoter Group	(if applicable)		70.040.405	0.0000	70.040.405	0	0.0000	0.0000	0	0
	Total		78,010,485 10,015,997	99.7424 70.0188	78,010,485	509.564	100.0000 94.9124	0.0000 5.0875	0	Ų.
	E-Voting	14,304,729	10,015,997		9,506,433	509,564		0.00.0	0	421,946
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot		_		_	_			_	_
Public-Institutions	(if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total	54.245.074	10,015,997	70.0188	9,506,433	509,564	94.9125	5.0875	0	421946
	E-Voting	54,346,874	7,313,223	13.4566	7,312,890	333	99.9954	0.0045	0	2,113
	Poll	4	1,129,975	2.0792	1,129,145	830	99.9265	0.0734	12,749	0
	Postal Ballot									
Public- Non Institutions	(if applicable)			0.0000	0	0	0.0000	0.0000	0	0
	Total		8,443,198	15.5358	8,442,035	1,163	99.9862	0.0138	12,749	2113
	Total	146,863,556	96,469,680	65.6866	95,958,953	510,727	99.4706	0.5294	12,749	424059
	_									
Resolution No.	9									
Resolution required: (Ordinary/	SPECIAL - To ratif	y and approve the 'Hap	piest Minds Emplo	yee Stock Option Sch	neme 2020', formu	lated and approve	d prior to the Initial F	Public Offering of the	Company	
Special)	-									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes	% of Votes Polled	No. of Votes – in	No. of Votes –	% of Votes in	% of Votes against	Votes Invalid	Votes
Category	out or voting		polled (2)	on outstanding	favour (4)	against (5)	favour on votes	on votes polled	- CtCS IIIvand	Abstained
			policu (2)	shares	180001 (4)	agamst (5)	polled	(7)=[(5)/(2)]*100		Abstanieu
	1]		(3)=[(2)/(1)]* 100	1	1	(6)=[(4)/(2)]*100	(*/-[(5]/(2]] 100		
	E-Voting	78,211,953	78,010,485	99.7424	78,010,485	n	100.0000	0.0000	0	0
	Poll	,0,211,555	, 0,010, 1 03	0.0000	70,010,403	0	0.0000	0.0000	0	-
	Postal Ballot	1 1		0.0000	ľ	ľ	0.0000	5.0000	·	
Promoter and Promotor Grove	(if applicable)]	n	0.0000	n	n	0.0000	0.0000	n	n
			78,010,485	99.7424	78,010,485	0	100.0000	0.0000	0	
Promoter and Promoter Group									-	_
romoter and Fromoter Group	Total	14.304.729		72.8468	4,359.786	6,060.748	41,8384	58.1615	0	
Tromoter and Fromoter Group	Total E-Voting	14,304,729	10,420,534	72.8468 0.0000	4,359,786 0	6,060,748	41.8384		0	17,403
Transiter and Fromoter Group	Total E-Voting Poll	14,304,729	10,420,534	72.8468 0.0000	4,359,786 0	6,060,748	0.0000	0.0000	0	0
	Total E-Voting Poll Postal Ballot	14,304,729	10,420,534		4,359,786 0	6,060,748 0		0.0000	0	0
Promoter and Promoter Group Public-Institutions	E-Voting Poll Postal Ballot (if applicable)	14,304,729	10,420,534 0	0.0000	0	0	0.0000	0.0000	0	C
	Total E-Voting Poll Postal Ballot (if applicable) Total		10,420,534 0 0 10,420,534	0.0000 0.0000 72.8468	0 0 4,359,786	0 0 6,060,748	0.0000 0.0000 41.8384	0.0000	0 0	0 17409
	E-Voting Poll Postal Ballot (if applicable)	14,304,729 54,346,874	10,420,534 0	0.0000	0	0	0.0000	0.0000 0.0000 58.1616	0 0 0 0 0 12,749	C
	Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll		10,420,534 0 0 10,420,534 7,312,383	0.0000 0.0000 72.8468 13.4550	0 0 4,359,786 7,310,037	0 6,060,748 2,346	0.0000 0.0000 41.8384 99.9679	0.0000 0.0000 58.1616 0.0320	0	0 17409
Public-Institutions	Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll Postal Ballot		10,420,534 0 0 10,420,534 7,312,383	0.0000 0.0000 72.8468 13.4550	0 0 4,359,786 7,310,037	0 6,060,748 2,346	0.0000 0.0000 41.8384 99.9679	0.0000 0.0000 58.1616 0.0320	0	0 17409
	Total E-Voting Poll Postal Ballot (if applicable) Total E-Voting Poll		10,420,534 0 0 10,420,534 7,312,383	0.0000 72.8468 13.4550 2.0792	0 0 4,359,786 7,310,037	0 6,060,748 2,346	0.0000 0.0000 41.8384 99.9679 99.9530	0.0000 0.0000 58.1616 0.0320 0.0469	0	0 17409



V SREEDHARAN AND ASSOCIATES

Company Secretaries

No. 291, 1st Floor, 10th Main Road, 3th Block, Jayanagar, Bengaluru - 560 011 € + 91 80 49594533 ■ compliance@sreedharancs.com



Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

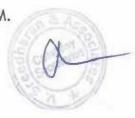
To

The Chairman of the Tenth Annual General Meeting (AGM) of the Equity Shareholders of "Happiest Minds Technologies Limited" held on Wednesday, July 07, 2021 at 4.00 PM through Video Conferencing (VC).

Sir

I, V. Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting through electronic voting system ("Instapoll") at the AGM.



The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Tenth Annual General Meeting of the Equity Shareholders dated June 07, 2021. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Private Limited, the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

We submit our report as under:

- 1. The remote E-Voting period remained open from 9.00 a.m. Sunday, July 04, 2021 up to 5.00 p.m. Tuesday, July 06, 2021.
- 2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to 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").



- 3. The voting rights were reckoned as on Wednesday, June 30, 2021 being the Cutoff date for the purpose of deciding the entitlements of members at the remote e-voting.
- 4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 07, 2021 at 5.05 P.M. in the presence of two witnesses.
- 5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by KFin Technologies Private Limited.
- 6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Private Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- 7. Based on the data provided by KFin Technologies Private Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) RESOLUTION No. 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:

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	832	44	876
Number of votes cast by them	9,57,44,955	11,29,445	9,68,74,400
% of Total Number of valid votes cast	100	99.95	100

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	7	2	9
Number of votes cast by them	105	530	635
% of Total Number of valid votes cast	0.00	0.05	0.00



b) RESOLUTION No. 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:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	829	44	873
Number of votes cast by them	9,57,44,947	11,29,445	9,68,74,392
% of Total Number of valid votes cast	100	99.95	100

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	7	2	9
Number of votes cast by them	105	530	635
% of Total Number of valid votes cast	0.00	0.05	0.00



c) RESOLUTION No.3:

To declare final dividend on equity shares for the financial year ended March 31, 2021:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	820	44	864
Number of votes cast by them	9,57,43,730	11,29,445	9,68,73,175
% of Total Number of valid votes cast	100	99.95	100

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	22	2	24
Number of votes cast by them	958	530	1488
% of Total Number of valid votes cast	0.00	0.05	0.00



d) RESOLUTION No.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:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	808	43	851
Number of votes cast by them	9,45,31,139	11,29,145	9,56,60,284
% of Total Number of valid votes cast	98.73	99.93	98.75

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	29	3	32
Number of votes cast by them	12,13,717	830	12,14,547
% of Total Number of valid votes cast	1.27	0.07	1.25



e) RESOLUTION No.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:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	819	44	863
Number of votes cast by them	9,57,43,627	11,29,445	9,68,73,072
% of Total Number of valid votes cast	100	99.95	100

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	13	2	15
Number of votes cast by them	298	530	828
% of Total Number of valid votes cast	0.00	0.05	0.00



f) RESOLUTION No. 6

To appoint Mr. Joseph Vinod Anantharaju (having DIN No. 08859640) as Director of the Company:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	803	42	845
Number of votes cast by them	9,28,83,966	11,29,045	9,40,13,011
% of Total Number of valid votes cast	97.42	99.93	97.45

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	30	3	33
Number of votes cast by them	24,56,493	830	24,57,323
% of Total Number of valid votes cast	2.58	0.07	2.55



g) RESOLUTION No.7:

To appoint Mr. Joseph Vinod Anantharaju (having DIN No. 08859640) as Whole-time Director of the Company designated as Executive Vice Chairman:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	801	42	843
Number of votes cast by them	9,35,28,356	11,29,045	9,46,57,401
% of Total Number of valid votes cast	98.10	99.93	98.12

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	29	3	32
Number of votes cast by them	18,11,492	830	18,12,322
% of Total Number of valid votes cast	1.90	0.07	1.88



h) RESOLUTION No.8:

To appoint Mr. Venktraman Narayanan (having DIN No. 01856347) as Managing Director and Chief Financial Officer of the Company:

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	809	43	852
Number of votes cast by them	9,48,29,808	11,29,145	9,59,58,953
% of Total Number of valid votes cast	99.47	99.93	99.47

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	25	3	28
Number of votes cast by them	5,09,897	830	5,10,727
% of Total Number of valid votes cast	0.53	0.07	0.53



i) RESOLUTION No.9:

To ratify the 'Happiest Minds Employee Stock Option Scheme 2020' ("ESOP 2020"):

(i) Voted in favour of Resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	740	44	784
Number of votes cast by them	8,96,80,308	11,29,445	9,08,09,753
% of Total Number of valid votes cast	93.67	99.95	93.74

(ii) Voted against the resolution:

Particulars	Remote E- voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	82	2	84
Number of votes cast by them	60,63,094	530	60,63,624
% of Total Number of valid votes cast	6.33	0.05	6.26



- 8. A list of Equity shareholders who voted "FOR" and "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
- 9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Company Secretaries

Thanking You,

Yours faithfully,

For V Sreedharan & Associates

(V. Sreedharan)

Partner

FCS 2347; CP No. 833

Bengaluru

July 08, 2021

UDIN: F002347C000594752