

July 04, 2025

Listing Compliance & Legal Regulatory
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001
Stock Code: 543227, 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 the 14th Annual General Meeting {AGM}

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the AGM of the members of the Company to be held on Tuesday, the 29th day of July, 2025 at 4.00 pm (1ST) through Video Conference / Other Audio Visual Means without the physical presence of the members at a common venue, which is being circulated to our members by email.

The Notice will also be made available on the website of the Company at <https://www.happiestminds.com/investors/agm-and-annual-report/>

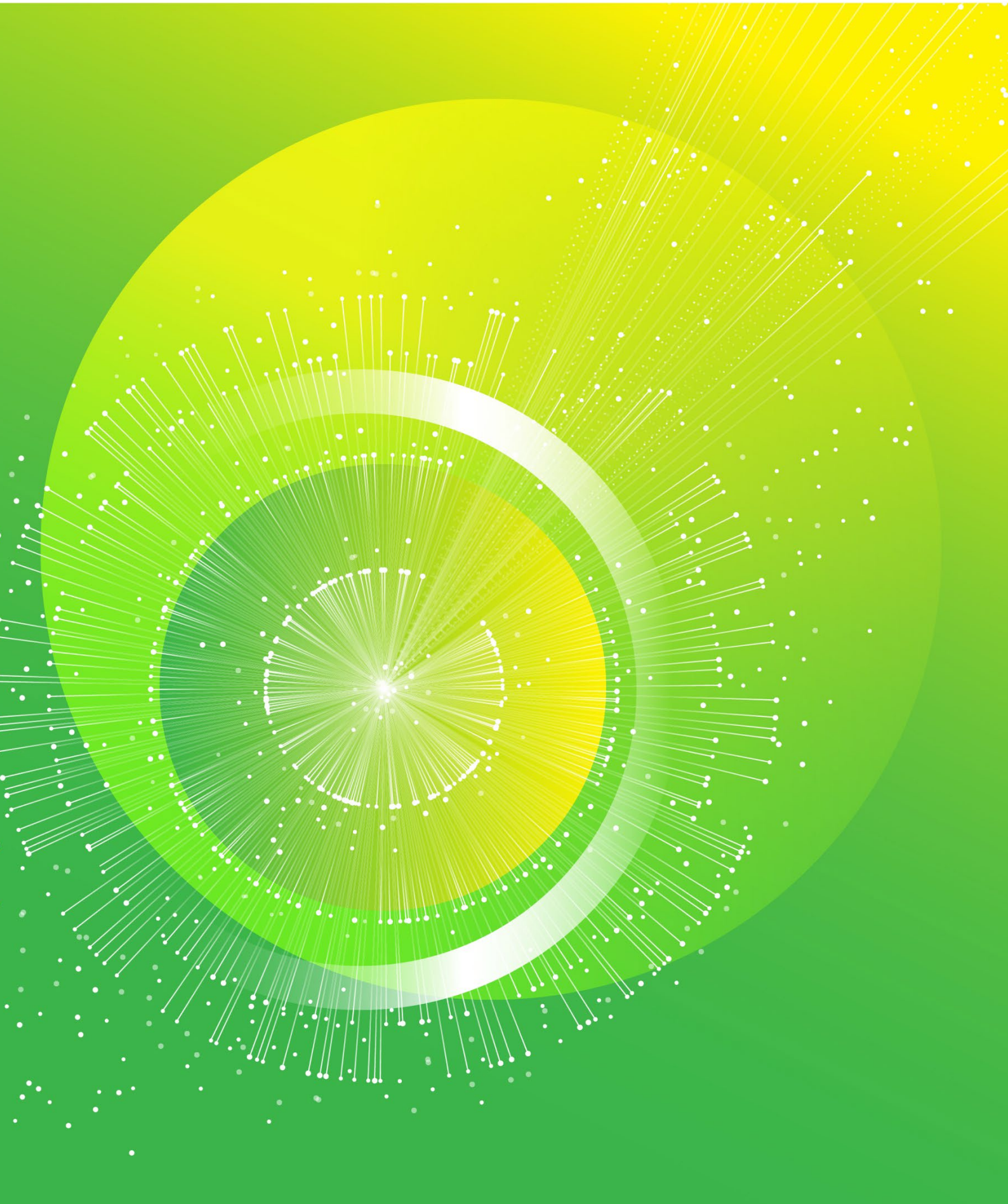
This is for your information and records.

Thanking you,
Yours faithfully,
For **Happiest Minds Technologies Limited**

DARSHANKAR Digitally signed by DARSHANKAR
PRAVEEN KUMAR PRAVEEN KUMAR
Date: 2025.07.04 14:19:35+05'30'

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







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 THE 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the Fourteenth Annual General Meeting (“**AGM**”) of the members of Happiest Minds Technologies Limited will be held on Tuesday, the 29th day of July, 2025, 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, 2025, together with the Reports of Board of Directors and the Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted.”

- 2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted.”

- 3. To declare final dividend on equity shares for the financial year ended March 31, 2025.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** a final dividend @ ₹ 3.50 /- per equity share (@ 175% on par value of ₹ 2/- each), for the financial year ended March 31, 2025 be paid on equity shares of the Company to those members whose names appear on the Register of Members of the Company as on July 18, 2025 and in respect of shares held in electronic form, to the beneficial owners of the shares as on July 18, 2025 as per details furnished by the Depositories for this purpose.”

4. To appoint a Director in place of Mr. Ashok Soota (DIN: 00145962) who retires by rotation and, being eligible, offers himself for re-appointment

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Ashok Soota (DIN: 00145962), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

5. To appoint Secretarial Auditors of the Company and to fix their remuneration

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“**RESOLVED THAT** pursuant to Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendations of the Audit Committee/ Board of Directors of the Company and subject to applicable provisions of the Companies Act, 2013 and Rules thereunder, M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (Firm registration no. P1985KR014800), be and are hereby appointed as the Secretarial Auditors of the Company, to hold office from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined in consultation with the said Secretarial Auditors.

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.”

6. To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013.

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

“**RESOLVED THAT** in pursuant to the provisions of Sections 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money, from time to time from banks, firms, bodies corporate, foreign lenders, financial institutions or from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think fit notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) may exceed the paid-up share capital, free reserves and securities premium of the Company, provided that the total principal amount up to which such monies may be raised or borrowed by the Company shall not at any time exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company by more than ₹ 500 Crores (Rupees Five Hundred Crores only) or the fixed limit of ₹ 1,000 Crores (Rupees One Thousand Crores only), whichever is higher.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to arrange or settle the terms and conditions as to interest, repayment, security or otherwise howsoever as it may

think fit on which all such monies are to be borrowed from time to time and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

7. Approval to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future

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

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of any banks, financial institutions, or any other lender(s), agent(s) or Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans in Indian rupees or foreign currency, from time to time, up to the borrowing limits approved or as may be approved by the members, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/papers/ agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid.”

8. To re-appoint Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions 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, consent of members of the Company be and is hereby accorded to re-appoint Mr. Rajendra Kumar Srivastava (DIN: 07500741), who was appointed as an Independent Director of the Company for a term of five years (5) consecutive years, commencing from June 4 2020 to June 3, 2025 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 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, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, to hold office for a second term of five (5) consecutive years, with effect from June 4, 2025

to June 3, 2030, as per the existing terms of appointment 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.”

9. To continue Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director who shall attain the age of 75 years during his second term

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, consent of members of the Company be and is hereby accorded for the continuation of Mr. Rajendra Kumar Srivastava (DIN: 07500741), as an Independent Non-Executive Director of the Company, who shall attain the age of 75 (Seventy-Five) years on June 17, 2026, during his second term.”

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.”

10. To re-appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions 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, consent of members of the Company be and is hereby accorded to re-appoint Ms. Anita Ramachandran (DIN: 00118188), who was appointed as an Independent Director of the Company for a term of five years (5) consecutive years, commencing from June 4 2020 to June 3, 2025 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, to hold office for a second term of five (5) consecutive years, with effect from June 4, 2025 to June 3, 2030, as per the existing terms of appointment 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.”

11. To re-appoint Ms. Shuba Rao Mayya (DIN: 08193276) as an Independent Non-Executive Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions 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, consent of members of the Company be and is hereby accorded to re-appoint Ms. Shuba Rao Mayya (DIN: 08193276), who was appointed as an Independent Director of the Company for a term of five years (5) consecutive years, commencing from June 4 2020 to June 3, 2025 and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, to hold office for a second term of five (5) consecutive years, with effect from June 4, 2025 to June 3, 2030, as per the existing terms of appointment 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.”

12. To approve commission payable to Non-Executive Directors

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended (“**Companies Act**”) and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company, the Company be and is hereby authorized to pay to its Non-Executive Directors, for a period of five years commencing from April 1, 2025 to March 31, 2030, such sum by way of commission as the Board and/or a Committee thereof may determine from time to time based on their performance in addition to the sitting fees for attending the meetings of the Board and its Committees, provided however, that the aggregate

remuneration including commission, so paid to such Directors in a financial year shall not exceed 1% (one percent) or such other percentage of the Net Profits of the Company in any financial year as may be permitted under the Companies Act from time to time and computed in the manner provided under Section 198 of the Companies Act.

RESOLVED FURTHER THAT approval of the members 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: June 30, 2025
Place: Bengaluru

By Order of the Board

For **HAPPIEST MINDS TECHNOLOGIES LIMITED**

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. 09/2024 dated September 19, 2024 read with other relevant Circulars, issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India read with the other relevant circulars issued earlier on the subject (collectively referred to as “**Circulars**”), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Companies Act and Listing obligations.
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 to 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. Explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of Special Business under agenda item no. 5 to 12 of the notice, is annexed. The Board of Directors have considered and decided to include these Special Business at the AGM, as it was unavoidable in nature.
5. Details of the Director seeking appointment/re-appointment at the 14th AGM is provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/re-appointment under the Companies Act, 2013 and the rules made thereunder.
6. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company (“**RTA**”), shall be providing the 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 scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled 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.
7. 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.
8. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.

9. The Company has appointed Mr. V Sreedharan, Senior Partner (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Partner (FCS 7260; CP 7835) of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
10. A member logging-in to the VC facility using the remote e-voting credentials shall be considered for the 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.
11. The Register of Members and Transfer Book of the Company will be closed from Saturday, July 19, 2025 to Tuesday, July 29, 2025 (both days inclusive) for the purpose of AGM, annual closing and for determining entitlement of members for the final dividend for FY'25. July 23, 2025 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.
12. The Board of Directors has recommended a final dividend of ₹ 3.50 /- per equity share of ₹ 2/- each for the financial year ended March 31, 2025, that is proposed to be paid on and after August 5, 2025, 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.
13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further details and relevant forms to update the above-mentioned are available on the Company's website at <https://www.happiestminds.com/investors/disclosure/Information-to-be-provided-to-RTA-by-shareholders-holding-shares-in-physical-form.pdf> Members holding shares in Demat may contact their Depository Participant to update their email address, nominee and bank account details.
14. 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 the 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 ₹ 10,000/-. Members not falling in the said category can go through the detailed note with regard to the 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/>.
15. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the 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.
16. In compliance with the circulars, an electronic copy of the Notice of the AGM along with the Integrated Annual Report is being sent only by email to those members whose e-mail addresses are registered

with the Company/ Depositories, unless any member has requested a physical copy of the same. The Notice calling the AGM and the Integrated Annual Report has been uploaded on the website of the Company at <https://www.happiestminds.com/investors/agm-and-annual-report/>. 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/>.

17. 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 27, 2025 have been considered for the purpose of sending the AGM Notice and the Integrated Annual Report. However, instructions have been given in Annexure B to enable those persons who become members subsequently to receive the AGM notice, Integrated Annual Report and login credentials.
18. SEBI vide its notification dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. 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 Secretarial Auditors of the Company under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, 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 29, 2025. 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**

Pursuant to the amended provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') vide SEBI Notification dated December 12, 2024, the Board of Directors of the Company at their meeting held on May 12, 2025, and based on the recommendation of the Audit Committee, recommended for the approval of the members, the appointment of M/s. V Sreedharan & Associates, Company Secretaries, ("VSA"), as the Secretarial Auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 19th AGM. VSA has proposed to charge audit fees of ₹ 2.5 Lacs excluding applicable taxes and reimbursement of out-of-pocket expenses for conducting the audit for the first two financial years and thereafter subject to revision as mutually agreed.

The Audit Committee considered various parameters like the eligibility criteria & qualification prescribed under the Company Secretaries Act & Rules/Regulations made thereunder, ICSI Auditing Standards and SEBI LODR Regulations and as well reviewed the profile of full time partners, experience of the firm, capability, independent assessment, audit experience and the quality of audit work done by them in the past.

VSA, registered with the Institute of Company Secretaries of India, is a peer reviewed Company Secretary firm (Peer Review Certificate No.5543/2024) and are engaged in professional practice for over three decades. The firm specializes in regulatory compliances related to company law, securities laws, insolvency, FEMA, and other corporate legal matters. They have served some of the largest and most reputed companies, including those in the technology sector. VSA has been associated with the Company since 2020-21. The office of the Firm is located at Plot No. 293, #201, 2nd Floor, 10th Main Road 3rd Block, Jayanagar, Bengaluru-560011, Karnataka.

VSA have given their consent to act as Secretarial Auditors of the Company and confirmed that the said appointment, if made, will be within the prescribed limits by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Company Secretaries Act & Rules/Regulations.

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 No. 6

The members of the Company at their Extra - Ordinary General Meeting held on May 13, 2020, had approved the borrowing limit not exceeding the aggregate of the paid up share capital, free reserves and securities premium of the Company by more than ₹ 200 Crores (Rupees Two Hundred Crores only) or the fixed limit of Rs.300 Crores (Rupees Three Hundred Crores only), whichever is higher.

As five years have elapsed since this approval, and in line with good corporate governance practices, we intend to renew this borrowing limit approval by seeking fresh consent from the members with enhanced limits for a further period of five years.

To align with the Company's current expansion plans and future business prospects, which may require funds for significant capital investments, it is proposed to revise the borrowing powers of the Board of Directors, not exceeding the aggregate of the paid up share capital, free reserves and securities premium of the Company by more than ₹ 500 Crores (Rupees Five Hundred Crores only) or the fixed limit of ₹ 1,000

Crores (Rupees One Thousand Crores only), whichever is higher, to ensure smooth and efficient functioning of the Company. The position of our borrowing as on March 31, 2025 is as below:

(Amount in crores)

Current outstanding debt		Utilization of non-fund-based limits		Average cost of debt during FY 25
Long term	Short term	Standalone	Consolidated	
344.38	674.30	78.05	78.05	7.75%

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

Item No. 7

The members of the Company, at their Extra - Ordinary General Meeting held on May 13, 2020, had authorised the Board by way of special resolution to mortgage, hypothecate, pledge and/ or charge all or any movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and /or the whole or part of any of the undertaking of the Company, for securing the borrowing availed or to be availed by the Company, by way of loans in Indian rupees or foreign currency, up to the borrowing limits approved by the members, under Section 180(1)(c) of the Companies Act, 2013. Since five years have elapsed of taking this approval from members, as a good corporate governance practice we intend to renew it by taking fresh approval in terms of Section 180(1)(a) of the Companies Act, 2013.

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

Item No. 8 to 11

Your directors' based on the positive outcomes of the recent Board evaluation conducted by the Company for FY25, in accordance with Regulation 17(10) of SEBI Listing Regulations and on recommendation of Nomination, Remuneration and Board Governance Committee has recommended and approved the re-appointment of the three Independent Non-Executive Directors viz., Mr. Rajendra Kumar Srivastava, Ms. Anita Ramachandran and Ms. Shuba Rao Mayya, to hold office for a second term of five consecutive years with effect from June 4, 2025 to June 3, 2030 considering the significant benefits reaped by the Company from their experience, expertise and guidance to the business of the Company during their first term as Independent Directors. The brief profile of these Directors is as set out in Annexure A.

Further, as per Regulation 17(1A) of Listing Regulations, appointment or continuation of a Non-Executive Director after attaining the age of 75 years also requires approval of members of the Company by way of Special Resolution. Since, Mr. Rajendra Kumar Srivastava shall attain the age of 75 (Seventy-Five) years during the proposed second term on June 17, 2026, members' approval is sought by a separate resolution.

The Board of Directors is of the opinion that these Directors fulfil the criteria for being re-appointed as Independent Directors, as set out in the Companies Act, 2013, SEBI Listing Regulations and are independent of the management of the Company and therefore recommends them to be re-appointed as Independent Directors for a second term of five years and shall not be liable to retire by rotation. Hence appropriate resolution has been placed before the members in the manner proposed in item Nos. 8 to 11, to be passed by way of Special Resolutions.

Except Mr. Rajendra Kumar Srivastava, Ms. Anita Ramachandran and Ms. Shuba Rao Mayya, being appointees, 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 resolutions set out at item Nos. 8 to 11 of the Notice.

Item No. 12

In year 2020, members' approval was taken to pay commission to Non-Executive Independent Directors upto 1% of net profits. Since five years have passed since obtaining approval, as a good corporate governance practice, we intend to renew the approval by taking fresh consent from the members. Hence appropriate resolution has been placed before the members in the manner proposed in item No. 12, to be passed by way of a Special Resolution.

Except the Non-Executive Directors of the Company, 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 resolutions set out at item No.12 of the Notice.

Registered Office:

#53/1-4, Hosur Main Road,
Madivala (Next to Madivala Police Station),
Bengaluru-560068, Karnataka, India
Date: June 30, 2025
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 Director being appointed at the AGM


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

Name of the Director	Mr. Ashok Soota 	Mr. Rajendra Kumar Srivastava 
DIN No.	00145962	07500741
Date of birth (Age)	November 12, 1942 (82 years)	June 17, 1951(74 years)
Date of appointment	He was first appointed on the Board on April 1, 2011 as Executive Chairman	He was first appointed on the Board on June 04, 2020 as an Independent Non-Executive Director
Qualification	BE (Electrical) & MBA	B. Tech. (Honors), MS in Industrial Engineering and MBA and Ph.D. (Business Administration)
Experience & expertise in specific functional areas	Over 57 years of experience in the areas of general management, operations and entrepreneurship. He has been associated with our Company since April, 2011. Prior to joining us he was with Wipro Limited as its Vice Chairman and Mindtree Limited as its Chairman and Chief Executive Officer.	An experience of over 30 years as an academic and administrator. He has been associated with our Company since June, 2020. He has served as Dean at the Indian School of Business (ISB), Provost and Deputy President at Singapore Management University, and Senior Associate Dean at both the McCombs Business School at the University of Texas at Austin and at the Goizueta Business School at Emory University.
Directorships held in other Companies in India	Happiest Health Systems Private Limited Happiest Business Services Private Limited	Solara Active Pharma Sciences Limited
Chairmanship / Membership of Committees held in other Companies in India	Nil	<ul style="list-style-type: none"> ● Solara Active Pharma Sciences Limited <ul style="list-style-type: none"> ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Chairperson) ○ Risk Management (Member)

Listed Entities from which they have resigned as Director in past 3 years	None	None
Relationship with other Directors and KMP	Mr. Ashok Soota is not related to any Director or Key Managerial Personnel (KMP) of the Company	Mr. Rajendra Kumar Srivastava is not related to any Director or Key Managerial Personnel (KMP) of the Company
No. of Shares held in the Company (% to total capital)	6,71,94,571 (44.13 %)	Nil
Terms and conditions of appointment	Not Applicable	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 Term of appointment: 5 (Five years), i.e. from June 4 2025 to June 3, 2030
Details of Remuneration sought to be paid	Not Applicable	Subject to the approval of members, 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.
Remuneration last drawn, if applicable	Not applicable	Not applicable
Date of first appointment on the Board	April 1, 2011	June 4, 2020
No. of Board Meetings attended during the year 2024-25	Ten (10)	Ten (10)
Justification for appointment as Independent Director	Not Applicable	Refer to Item no 8-11 of the Explanatory statement

Profile of Director being appointed at the AGM

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

Name of the Director	Ms. Shuba Rao Mayya	Ms. Anita Ramachandran
		
DIN No.	08193276	00118188
Date of birth (Age)	June 12, 1963(62 years)	April 28, 1955(70 years)
Date of appointment	She was first appointed on the Board on June 04, 2020 as an Independent Non-Executive Director	She was first appointed on the Board on June 04, 2020 as an Independent Non-Executive Director
Qualification	B.Com and an Associate of ICAI	MBA
Experience & expertise in specific functional areas	<p>Over 30 years of experience in the banking and insurance sector.</p> <p>She has been associated with our Company since June, 2020. Previously, she served as the Vice President at ICICI, Senior Vice President and Head – CSO branch operations at ICICI Prudential Life Insurance Company and a General Manager at Tata Consultancy Services (previously TCS eServe)</p>	<p>Over 40 years of experience as a management consultant.</p> <p>She has been associated with our Company since June, 2020. She is also one of the first generation of women professionals to become an entrepreneur and run a highly successful HR consulting and services organization.</p>
Directorships held in other Companies in India	<ul style="list-style-type: none"> • Stove Kraft Ltd • Le Travenues Technology Limited • Ace Designers Limited 	<ul style="list-style-type: none"> • Grasim Industries Limited • Aditya Birla Sunlife AMC Limited • FSN E-Commerce Ventures Limited • Ujjivan Small Finance Bank Limited • Blue Star Limited • Ultratech Cement Limited • Godrej & Boyce Manufacturing Company Limited • Aragen Life Sciences Limited • Nykaa Foundation • Cerebrus Consultants Private Limited
Chairmanship / Membership of Committees held in other Companies in India	<ul style="list-style-type: none"> • Stove Kraft Ltd <ul style="list-style-type: none"> ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Member) ○ Stakeholder's Relationship Committee (Chairperson) 	<ul style="list-style-type: none"> • Grasim Industries Limited <ul style="list-style-type: none"> ○ Stakeholder's Relationship Committee (Chairperson) ○ Nomination and Remuneration Committee (Chairperson) ○ CSR Committee (Member)



	<ul style="list-style-type: none"> ○ Risk Management Committee (Member) ○ CSR Committee (Member) ● Le Travenues Technology Limited ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Member) ○ Stakeholders' Relationship Committee (Member) ● Ace Designers Limited ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Chairperson) ○ Risk Management Committee (Member) 	<ul style="list-style-type: none"> ● Aditya Birla Sunlife AMC Limited ○ Stakeholder's Relationship Committee (Chairperson) ○ Nomination and Remuneration Committee (Chairperson) ○ CSR Committee (Chairperson) ● FSN E-Commerce Ventures Limited ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Chairperson) ○ CSR Committee (Chairperson) ● Ujjivan Small Finance Bank Limited ○ Stakeholder's Relationship Committee (Member) ○ Nomination and Remuneration Committee (Chairperson) ○ CSR Committee (Member) ● Ultratech Cement Limited ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Member) ○ CSR Committee (Member) ● Blue Star ○ Nomination and Remuneration Committee (Member) ○ CSR Committee (Member) ● Godrej & Boyce Manufacturing Company Limited ○ Stakeholder's Relationship Committee (Member) ○ Nomination and Remuneration Committee (Chairperson) ● Aragen Life Sciences Limited ○ Audit Committee (Member) ○ Nomination and Remuneration Committee (Chairperson) ○ Risk Management Committee (Member)
Listed Entities from which they have resigned as Director in past 3 years	None	Metropolis Healthcare Limited on March 17, 2025
Relationship with other Directors and KMP	Ms. Shuba Rao Mayya is not related to any Director or Key Managerial Personnel (KMP) of the Company	Ms. Anita Ramachandran 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	Nil
Terms and conditions of	Entitled to receive reimbursement of	Entitled to receive reimbursement of



appointment	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 Term of appointment: 5 (Five years), i.e. from June 4 2025 to June 3, 2030	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 Term of appointment: 5 (Five years), i.e. from June 4 2025 to June 3, 2030
Details of Remuneration sought to be paid	Subject to the approval of members, 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.	Subject to the approval of members, 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.
Remuneration last drawn, if applicable	NA	NA
Date of first appointment on the Board	June 4, 2020	June 4, 2020
No. of Board Meetings attended during the year 2024-25	Ten (10)	Ten (10)
Justification for appointment as Independent Director	Refer to Item no 8-11 of the Explanatory statement	Refer to Item no 8-11 of the Explanatory statement

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 2025.

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

1. 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, July 23, 2025, can access the notice of AGM along with the Integrated Annual report for the financial year 2024-25 on the website of the Company <https://www.happiestminds.com/investors/agm-and-annual-report/>, 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/>.

2. 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 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>1. For OTP based login:</p> <p>(i) Go to URL: https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp.</p> <p>(ii) Enter 8-digit DP ID, 8-digit client ID, PAN No, verification code and generate OTP for login.</p> <p>(iii) Enter the OTP received on registered mobile number/email id and click on log in.</p> <p>(iv) After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page.</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/myeasitoken/home/login ; or URL: www.cdslindia.com and then go to Login and select New System Myeasi</p> <p>(ii) Login with user id and password.</p> <p>(iii) The option will be made available to reach e-Voting page without any further authentication.</p> <p>(iv) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>

- (v) Click on the Company name or e-voting service provider name and member will be redirected to e-voting service provider website for casting vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

2. Members who have already registered and opted for IDeAS facility to follow below steps:

- (i) Go to URL: <https://eservices.nSDL.com>
- (ii) Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing User ID and Password.
- (iii) Post successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Click on “Access to e-Voting” under e-voting services, after which the e-voting page will be displayed.
- (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.

3. User not registered for IDeAS e-Services





- (i) To register click on link: <https://eservices.nSDL.com> (Select “Register Online for IDeAS”)
- or**
- <https://eservices.nSDL.com/SecureWeb/IdEASDirectReg.jsp>
- or**
- <https://www.evoting.nSDL.com>.
- (ii) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.
- (iii) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password /

2. User not registered for Easi/Easiest

- (i) Go to URL: <https://web.cdslindia.com/myeasitoken/home/login> ; or URL: www.cdslindia.com and then go to Login and select New System Myeasi
- (ii) Proceed to complete registration using the DP ID, Client ID, etc.
- (iii) After successful registration, please follow the steps to cast your vote.

3. First-time users can visit the e-Voting website directly and follow the process below:

- (i) Go to URL: www.cdslindia.com
- (ii) Click on the icon “E-Voting”
- (iii) Provide demat Account Number and PAN No.
- (iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- (v) After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress.
- (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>OTP and a verification code as shown on the screen.</p> <p>(iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>(v) Click on company name or e-Voting service provider after which you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>4. <u>Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</u></p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>	
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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://emeetings.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 8908, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.

In case of physical folio, User ID will be EVEN (E-Voting Event Number) , followed by folio number. In case of Demat account, User ID will be the member's DP ID and Client ID. After entering the credentials member can click on "LOGIN". Member can now reach password change menu where he is required to mandatorily change the password. After changing the password, member need to login again with the new credentials.

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.

On successful login, the system will prompt member to select the "EVEN" and click on "Submit"

On the voting page, member will have to enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, they may partially enter any number in "FOR" and partially "AGAINST" however, the total number in "FOR/AGAINST" taken together shall not exceed member's total shareholding as mentioned herein above. Member may choose the option "ABSTAIN". If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts. If the member does not desire to cast the vote, it will be treated as "ABSTAINED"

Member may cast the vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once member has voted on the resolution, he will not be allowed to modify the vote. During the voting period, members can login any number of times till they have voted on the resolution.

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	Saturday July 26, 2025 at 09.00 a.m. IST
End date and time	Monday July 28, 2025 at 05.00 p.m. IST

During this period, members holding shares either in physical form or in dematerialized form, as on July 23, 2025 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. INSTRUCTIONS 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 Chairman 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. July 23, 2025 and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

5. INSTRUCTIONS 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 25, 2025 at 09.00 a.m. IST up to July 27, 2025 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. July 23, 2025

- 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.

6. GENERAL INSTRUCTIONS 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 14th 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 Limited and thereafter the e-voting at AGM will commence.
- b) The Scrutiniser shall, immediately after the conclusion of e-voting at the e-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 <https://www.happiestminds.com/investors/agm-and-annual-report/> 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. 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 p.m. IST on Tuesday the July 29, 2025
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Book closure dates	July 19, 2025 to Tuesday, July 29, 2025 (both days inclusive)
Record date for payment of final dividend	July 18, 2025
Final dividend recommended for FY'25	Rs. 3.50/- per equity share
Final dividend payout date, if approved by members	On or after August 5, 2025
Detailed information on TDS	https://www.happiestminds.com/investors/disclosures/
Cut-off date for e-Voting	July 23, 2025

E-voting Start time and date	Saturday July 26, 2025 at 09.00 a.m. IST
E-voting end time and date	Monday July 28, 2025 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/myeasitoken/home/login
E-voting Event Number (EVEN)	8908
Webcast and transcript	https://www.happiestminds.com/investors/agm-and-annual-report/
Contact details of RTA	<p>Mr. Umesh Pandey, Manager</p> <p>KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana</p> <p>Email ids: einward.ris@kfintech.com umesh.pandey@kfintech.com</p> <p>Website: https://www.kfintech.com</p> <p>Toll free number : 1- 800-309-4001</p>

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.



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