

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM CONSOLIDATED FINANCIAL RESULTS

### TO THE BOARD OF DIRECTORS OF Happiest Minds Technologies Limited

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **Happiest Minds Technologies Limited** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), for the quarter and nine months ended December 31, 2025 ("the Statement") which includes the financial results of Happiest Minds Technologies Share Ownership Trust ("the ESOP trust"), being submitted by the Parent pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of Parent's personnel responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities:
  1. Happiest Minds Inc., wholly owned subsidiary of Happiest Minds Technologies Limited.
  2. PureSoftware Technologies Private Limited, wholly owned subsidiary of Happiest Minds Technologies Limited.
  3. PureSoftware Pte Limited (Singapore), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  4. PureSoftware Private Limited (UK), wholly owned subsidiary of PureSoftware Technologies Private Limited.

5. PureSoftware Corp (USA), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  6. PureSoftware Sdn. Bhd. (Malaysia), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  7. PureSoftware Technology S. De. R. L. De. C.V., (Mexico), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  8. PureSoftware HK Limited (Hongkong), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  9. PureSoftware Africa Limited (Kenya), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  10. PureSoftware Technologies Romania SRL (Romania), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  11. PureSoftware Private Limited (Nepal), wholly owned subsidiary of PureSoftware Technologies Private Limited.
  12. Aureus Tech Systems Private Limited, wholly owned Happiest Minds Technologies Limited.
  13. Aureus Tech Systems Canada Ltd, wholly owned subsidiary of Happiest Minds Inc.
  14. Happiest Minds Technologies Share Ownership Plan Trust.
  15. InnovazIT Technologies LLC, Dubai, wholly owned subsidiary of Happiest Minds Technologies Limited
  16. Gavs Technologies LLC, Oman, wholly owned subsidiary of Happiest Minds Technologies Limited
  17. Gavs Technologies Saudi Arabia for Telecommunications and Information Technology, Saudi Arabia, wholly owned subsidiary of Happiest Minds Technologies Limited
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in paragraph 6 and 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. We did not review the interim financial results of the ESOP trust included in the unaudited consolidated financial results, whose interim financial results reflect total revenues Rs. nil and Rs. nil for the quarter and nine months ended December 31, 2025, total net profit after taxes of Rs. 49 lakhs and Rs. 145 lakhs for the quarter and nine months ended December 31, 2025, and total comprehensive loss of Rs. 1,496 lakhs and Rs. 3,703 lakhs for the quarter and nine months ended December 31, 2025, respectively, as considered in this statement. The interim financial results of the ESOP trust have been reviewed by other auditor whose reports have been furnished to us by the management, and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the ESOP Trust, is based solely on the report of the other auditor and the procedures performed by us as stated in paragraph 3 above.

7. We did not review the interim financial results of 11 subsidiaries included in the unaudited consolidated financial results, whose interim financial results reflects total revenues of Rs. 11,878 lakhs and Rs. 35,245 lakhs for the quarter and nine months ended December 31, 2025, total net profit after tax of Rs. 2,086 lakhs and Rs. 5,170 lakhs for the quarter and nine months ended December 31, 2025, and total comprehensive income of Rs. 2,149 lakhs and Rs. 5,246 lakhs for the quarter and nine months ended December 31, 2025, respectively, as considered in the Statement. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.
8. The unaudited consolidated financial results includes the interim financial results of 4 subsidiaries which have not been reviewed by their auditors, whose interim financial results reflect total revenue of Rs. 1,761 lakhs and Rs. 4,409 lakhs for the quarter and nine months ended December 31, 2025, total profit after tax of Rs. 172 lakhs and Rs. 271 lakhs for the quarter and nine months ended December 31, 2025 and Total comprehensive income of Rs. 165 lakhs and Rs. 257 lakhs for the quarter and nine months ended December 31, 2025, respectively, as considered in the Statement. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the statement is not modified in respect of these matters.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 008072S)



**Vikas Bagaria**  
Partner

(Membership No. 060408)

(UDIN:  
26060408GX1PCB3309)

Place: Bengaluru  
Date: February 9, 2026

Happiest Minds Technologies Limited  
CIN : L72900KA2011PLC057931

Regd. Office: #53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bangalore 560 068, Karnataka, India  
Website: www.happiestminds.com , Email: IR@happiestminds.com , Tel: +91 80 6196 0300

Statement of Unaudited Consolidated Financial Results for the quarter and nine month period ended December 31, 2025

(Rs. in lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	March 31, 2025
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>I. Revenue</b>						
(a) Revenue from operations	58,756	57,357	53,081	1,71,103	1,51,627	2,06,084
(b) Other income	1,572	2,161	2,296	6,736	7,543	10,138
<b>Total revenue</b>	<b>60,328</b>	<b>59,518</b>	<b>55,377</b>	<b>1,77,839</b>	<b>1,59,170</b>	<b>2,16,222</b>
<b>II. Expenses</b>						
(a) Employee benefits expense	39,205	38,901	35,577	1,15,651	1,00,619	1,36,534
(b) Finance costs	2,452	2,541	2,693	7,475	7,475	9,948
(c) Depreciation and amortisation expense	2,207	2,219	2,099	6,663	6,615	8,870
(d) Other expenses	8,841	8,591	8,114	25,474	23,954	34,108
<b>Total expenses</b>	<b>52,705</b>	<b>52,252</b>	<b>48,483</b>	<b>1,55,263</b>	<b>1,38,663</b>	<b>1,89,460</b>
<b>III. Profit before exceptional items and tax (I-II)</b>	<b>7,623</b>	<b>7,266</b>	<b>6,894</b>	<b>22,576</b>	<b>20,507</b>	<b>26,762</b>
<b>IV. Exceptional items: charge / (credit) (refer note 3,4 and 5)</b>	2,203	-	-	2,203	-	1,216
<b>V. Profit before tax (III-IV)</b>	<b>5,420</b>	<b>7,266</b>	<b>6,894</b>	<b>20,373</b>	<b>20,507</b>	<b>25,546</b>
<b>VI. Tax expense</b>						
Current tax	1,932	2,192	2,210	6,308	6,503	8,443
Deferred tax	(542)	(328)	(326)	(1,080)	(1,061)	(1,363)
<b>Total Tax expense</b>	<b>1,390</b>	<b>1,864</b>	<b>1,884</b>	<b>5,228</b>	<b>5,442</b>	<b>7,080</b>
<b>VII. Profit for the period / year (V-VI)</b>	<b>4,030</b>	<b>5,402</b>	<b>5,010</b>	<b>15,145</b>	<b>15,065</b>	<b>18,466</b>
<b>VIII. Other comprehensive income, net of tax [(loss)/profit]</b>						
(i) Items to be reclassified to profit or loss in subsequent periods / year						
a) Exchange difference on translation of foreign operation	236	475	336	688	506	421
b) Net change in fair value of derivatives designated as cash flow hedges	(89)	(1,722)	(817)	(1,685)	(1,188)	(292)
c) Income tax effect on (b) above	22	434	206	424	299	73
(ii) Items not to be reclassified to profit or loss in subsequent periods / year						
a) Net change in equity instruments through other comprehensive income	-	-	-	-	(503)	(503)
b) Income tax effect on (a) above	-	-	-	-	106	106
c) Re-measurement of defined benefit plans	642	(191)	(15)	458	(377)	(553)
d) Income tax effect on (c) above	(162)	48	4	(115)	95	139
<b>IX. Total comprehensive income for the period / year (VII+VIII)</b>	<b>4,679</b>	<b>4,446</b>	<b>4,724</b>	<b>14,915</b>	<b>14,003</b>	<b>17,857</b>
<b>X. Paid-up equity share capital (Rs. 2/- each)</b>	3,005	3,004	2,999	3,005	2,999	3,001
<b>XI. Other equity</b>						1,54,457
<b>XII. Earnings per share ("EPS") (of Rs. 2/- each) (not annualised for quarters):</b>						
Basic EPS (Rs.)	2.68	3.59	3.33	10.06	10.01	12.26
Diluted EPS (Rs.)	2.67	3.59	3.33	10.05	10.01	12.26

*[Handwritten Signature]*



Happiest Minds Technologies Limited

CIN : L72900KA2011PLC057931

Regd. Office:#53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bangalore 560 068, Karnataka, India

Website: www.happiestminds.com , Email: IR@happiestminds.com , Tel: +91 80 6196 0300

Additional disclosures as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No	Particulars	Quarter ended			Nine months ended		Year ended
		December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	March 31, 2025
1	Debt-Equity ratio	0.80	0.78	0.83	0.80	0.83	0.79
2	Debt Service Coverage ratio (DSCR)	5.50	5.01	7.03	5.28	7.33	6.31
3	Interest Service Coverage ratio (ISCR)	4.26	3.99	3.82	4.14	4.05	3.94
4	Current ratio	1.73	1.65	1.39	1.73	1.39	1.66
5	Long-term Debt to Working Capital ratio	0.46	0.45	0.18	0.46	0.18	0.42
6	Bad debts to Trade receivable ratio	-	-	0.01	-	0.01	0.02
7	Current liability ratio	0.67	0.70	0.81	0.67	0.81	0.68
8	Total Debt to total Assets ratio	0.38	0.38	0.38	0.38	0.38	0.37
9	Trade Receivable Turnover Ratio	6.70	6.72	8.18	6.50	7.79	6.73
10	Operating margin (%)	0.18	0.17	0.18	0.18	0.18	0.17
11	Net profit margin (%)	0.07	0.09	0.09	0.09	0.10	0.09
12	Inventory turnover ratio	NA	NA	NA	NA	NA	NA
13	Debenture Redemption Reserve	NA	NA	NA	NA	NA	NA
14	Net worth as per Section 2(57) ( in INR Lakhs)	1,64,240	1,63,855	1,54,756	1,64,240	1,54,756	1,58,070

**Note:**

Formulae for computation of ratios are as follows:

Sr. No.	Particulars	Formulae
1	Debt-Equity ratio	$\frac{\text{Total Debt (including Lease liabilities)}}{\text{Shareholder's Equity}}$
2	Debt Service Coverage ratio (DSCR)	$\frac{\text{Profit after tax + Finance cost + Non cash operating expense}}{\text{Interest on Long-term borrowings + Principal Repayments of Long-term borrowings+ Lease Payments}}$
3	Interest Service Coverage ratio (ISCR)	$\frac{\text{Profit before interest, tax and exceptional items}}{\text{Interest expense}}$
4	Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
5	Long-term Debt to Working Capital ratio	$\frac{\text{Long term borrowings (Including current maturities of long term borrowings)}}{\text{Current assets (-) Current liabilities [excluding current maturities of long term]}}$
6	Bad debts to Trade receivable ratio	$\frac{\text{Bad debts}}{\text{Average Trade receivables}}$
7	Current Liability ratio	$\frac{\text{Current liabilities}}{\text{Total liabilities}}$
8	Total Debt to total Assets ratio	$\frac{\text{Total Debt (including lease liabilities)}}{\text{Total Assets}}$
9	Trade Receivable Turnover Ratio	$\frac{\text{Net revenue (Annualised)}}{\text{Average Trade receivables}}$
10	Operating margin (%)	$\frac{\text{Profit before depreciation, finance cost, tax and exceptional items (-) Other income}}{\text{Revenue from operations}}$
11	Net profit margin (%)	$\frac{\text{Net profit after tax}}{\text{Revenue from operations}}$
12	Inventory turnover ratio	Not applicable
13	Debenture Redemption Reserve	Not applicable
14	Net worth as per Section 2(57) ( in INR Lakhs)	Aggregate value of the paid-up share capital + all reserves created out of the profits+ securities premium account -aggregate value of the accumulated losses- deferred expenditure- miscellaneous expenditure not written off - revaluation reserve - write-back of depreciation - amalgamation reserve



Happiest Minds Technologies Limited

CIN : L72900KA2011PLC057931

Regd. Office:#53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bangalore 560 068, Karnataka, India

Website: www.happiestminds.com , Email: IR@happiestminds.com , Tel: +91 80 6196 0300

Notes to Statement of Unaudited Consolidated Financial Results for the quarter and nine months period ended December 31, 2025

1. In terms of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, this Statement of Unaudited Consolidated Financial Results for the quarter and nine months period ended December 31, 2025 ("Consolidated Financial Results") of Happiest Minds Technologies Limited (the "Holding Company" or the "Company") and its subsidiaries (together referred to as "the Group") has been approved by the Board of Directors at their meeting held on February 09, 2026.

2. The Unaudited Consolidated Financial Results of the Group have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") as prescribed under section 133 of the Companies Act 2013, and as amended, read with relevant rules thereunder and in terms of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and SEBI Circular No.CIR/CFD/CMD1/44/2019 dated March 29, 2019.

3. On May 22, 2024, the Group acquired 100% equity interest of PureSoftware Technologies Private Limited ("PSTPL"). The Group paid the cash consideration of INR 63,742 lakhs, INR 118 lakhs on May 22, 2024 and September 4, 2024 respectively, and the shares were transferred on May 28, 2024. As a result of this acquisition, the Group has recorded goodwill of INR 56,373 lakhs and other intangible assets of INR 15,553 lakhs, and a contingent considerations of INR 10,814 lakhs. Costs incurred on the acquisition of about INR 605 Lakhs has been grouped under "Other expenses".

The Group has re-measured the fair value of the contingent consideration and the loss from change in fair value of INR 2,344 lakhs has been recognised in the statement of profit and loss and disclosed as an 'Exceptional Item' for the quarter and year ended March 31, 2025.

4. On May 24, 2024, the Group acquired 100% membership interest in Aureus Tech Systems LLC ('Aureus'). The Group paid cash consideration of INR 6,608 lakhs and INR 525 lakhs on May 24, 2024 and August 19, 2024 respectively, and the membership interest in Aureus were transferred on May 27, 2024. As a result of this acquisition, the Group has recorded goodwill of INR 4,783 lakhs and other intangible assets of INR 4,398 lakhs, and a contingent considerations of INR 2,425 lakhs. The Group incurred acquisition cost of INR 38 Lakhs and it is grouped under "Other expenses".

The Group has re-measured the fair value of the contingent consideration and the gain from change in fair value of INR 1,128 lakhs has been recognised in the statement of profit and loss and disclosed as an 'Exceptional Item' for the quarter and year ended March 31, 2025.

5. On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the "Labour Codes") which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment

The Labour Codes, introduce changes including a uniform definition of wages and enhanced benefits relating to leave. The Group has assessed the financial implications of these changes, which have resulted in an increase in gratuity liability arising from past service cost and increase in leave liability by INR 2,203 lakhs.

Considering that the impact arising from the enactment of the new legislation is non-recurring in nature, the Group has presented this incremental amount of INR 2,203 lakhs as "Impact of Labour Codes" under "Exceptional Items" in the Statement of Profit and Loss for the quarter and nine months ended December 31, 2025. The Group continues to monitor developments pertaining to the Labour Codes and will evaluate any further impact on the measurement of liabilities relating to employee benefits.

6. The Scheme of Amalgamation of Happiest Minds Edutech Pvt. Ltd ("HMEPL"), a wholly-owned subsidiary, with and into the Holding Company was approved by the Hon'ble National Company Law Tribunal ("NCLT") on September 22, 2025, with an appointed date of April 18, 2024. The resultant merger has no impact on the consolidated financial results of the Group, as HMEPL was a wholly-owned subsidiary.

7. The Scheme of Amalgamation of Sri Mookambika Infosolutions Private Limited ("SMI"), a wholly-owned subsidiary, with and into the Holding Company was approved by the Hon'ble National Company Law Tribunal ("NCLT") on September 25, 2025 and a corrigendum dated October 13, 2025, with an appointed date of April 1, 2025. The resultant merger has no impact on the consolidated financial results of the Group, as SMI was a wholly-owned subsidiary.

8. The financial results of the Company on standalone basis is as follows:

(Rs. in lakhs)

Particulars	Quarter ended			Nine month period ended			Year ended
	December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	March 31, 2025	
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
Total revenue (including other income)	44,841	46,945	42,588	1,35,219	1,28,091	1,73,097	
Profit before tax	1,959	6,975	4,719	14,432	17,047	20,740	
Profit for the period / year	1,403	5,623	3,443	11,075	12,494	15,543	
Total comprehensive income for the period / year ended	1,755	4,191	2,829	10,076	11,380	14,938	

9. The segment reporting of the Group has been prepared in accordance with Ind AS-108 on 'Operating Segments'. The Executive Management of the Group examines performance on the basis of its business units and has identified three reportable segments: Infrastructure Management & Security Services (IMSS), Product and Digital Engineering service ("PDES") and Generative AI Business Services (GBS).

Segment wise revenue and results are as follows:

(Rs. in lakhs)

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	March 31, 2025
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1. Segment revenue</b>						
IMSS	9,902	9,306	8,045	28,653	23,913	32,832
PDES	46,465	46,457	44,215	1,37,114	1,25,334	1,69,690
GBS	2,389	1,594	821	5,336	2,380	3,562
<b>Total</b>	<b>58,756</b>	<b>57,357</b>	<b>53,081</b>	<b>1,71,103</b>	<b>1,51,627</b>	<b>2,06,084</b>
<b>2. Segment results</b>						
IMSS	2,536	2,428	2,395	7,629	7,172	9,176
PDES	11,737	11,601	10,530	33,596	30,911	39,745
GBS	607	136	(484)	767	(1,086)	(1,339)
<b>Total</b>	<b>14,880</b>	<b>14,165</b>	<b>12,441</b>	<b>41,992</b>	<b>36,997</b>	<b>47,582</b>
Unallocable other income	1,572	2,161	2,296	6,736	7,543	10,138
Unallocable finance cost	(1,456)	(1,279)	(1,363)	(3,900)	(4,475)	(5,947)
Unallocable depreciation and amortisation expenses	(1,151)	(1,165)	(1,117)	(3,458)	(3,175)	(4,319)
Other unallocable expenses*	(8,425)	(6,616)	(5,363)	(20,997)	(16,383)	(21,908)
Tax expense	(1,390)	(1,864)	(1,884)	(5,228)	(5,442)	(7,080)
<b>Profit after tax</b>	<b>4,030</b>	<b>5,402</b>	<b>5,010</b>	<b>15,145</b>	<b>15,065</b>	<b>18,466</b>

\*Other Unallocable expense includes INR 2,203 lakhs towards impact of Labour Codes for the quarter and nine months ended December 31, 2025. (Refer note.5 above)



Happiest Minds Technologies Limited

CIN : L72900KA2011PLC057931

Regd. Office:#53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bangalore 560 068, Karnataka, India

Website: www.happiestminds.com , Email: IR@happiestminds.com , Tel: +91 80 6196 0300

Notes to Statement of Unaudited Consolidated Financial Results for the quarter and nine months period ended December 31, 2025

Segment wise assets and liabilities are as follows:

(Rs. in lakhs)

Particulars	As at	
	December 31, 2025	March 31, 2025
	(Unaudited)	(Audited)
<b>1. Segment assets</b>		
IMSS	12,111	10,639
PDES	1,53,076	1,52,035
GBS	1,039	248
Other unallocable assets	1,77,332	1,72,984
<b>Total assets</b>	<b>3,43,558</b>	<b>3,35,906</b>
<b>2. Segment liabilities</b>		
IMSS	2,700	2,648
PDES	76,907	96,570
GBS	125	3
Other unallocable liabilities	1,00,307	79,227
<b>Total liabilities</b>	<b>1,80,039</b>	<b>1,78,448</b>

10. The above Unaudited Consolidated Financial Results of the Group are available on the Company's website www.happiestminds.com and also that of BSE (www.bseindia.com) and NSE (www.nseindia.com).

For and on behalf of the Board

For Happiest Minds Technologies Limited



*Venkatraman Narayanan*

Venkatraman Narayanan

Managing Director

DIN : 01856347

Place: Bengaluru, India

Date: February 09, 2026

## **INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL RESULTS**

### **TO THE BOARD OF DIRECTORS OF Happiest Minds Technologies Limited**

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **Happiest Minds Technologies Limited** ("the Company") for the quarter and nine months ended December 31, 2025 ("the Statement"), which includes financial results of Happiest Minds Technologies Share Ownership Plans Trust (the "ESOP Trust"), being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations").
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors as referred in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 and Regulation 52 of the Listing Regulations, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**Deloitte  
Haskins & Sells**

5. We did not review the interim financial results of the ESOP Trust included in the unaudited standalone financial results, whose interim financial results reflect total revenues Rs. nil and Rs. nil for the quarter and nine months ended December 31, 2025, total net profit after taxes of Rs. 49 lakhs and Rs. 145 lakhs for the quarter and nine months ended December 31, 2025 and total comprehensive loss of Rs. 1,496 lakhs and Rs. 3,703 lakhs for the quarter and nine months ended December 31, 2025, respectively as considered in this Statement. The interim financial results of the ESOP trust have been reviewed by other auditor whose reports have been furnished to us by the management, and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the ESOP Trust, is based solely on the report of the other auditor and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of this matter.

For **Deloitte Haskins & Sells**  
Chartered Accountants  
(Firm's Registration No. 008072S)



**Vikas Bagaria**  
(Partner)  
(Membership No. 060408)  
(UDIN:  
26060408II POD N9330)

Place: Bengaluru  
Date: February 9, 2026

Happiest Minds Technologies Limited

CIN : L72900KA2011PLC057931

Regd. Office:#53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bangalore 560 068, Karnataka, India

Website: www.happiestminds.com , Email: Investors@happiestminds.com , Tel: +91 80 6196 0300

(Rs. in lakhs)

Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2025

Particulars	Quarter ended			Nine months ended		Year ended
	December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	March 31, 2025
	(Unaudited)	Refer Note 2	Refer Note 2	(Unaudited)	Refer Note 2	(Audited)
<b>I. Revenue</b>						
(a) Revenue from operations	43,269	43,045	40,360	1,26,880	1,20,591	1,59,407
(b) Other income	1,572	3,900	2,228	8,339	7,500	13,690
<b>Total revenue</b>	<b>44,841</b>	<b>46,945</b>	<b>42,588</b>	<b>1,35,219</b>	<b>1,28,091</b>	<b>1,73,097</b>
<b>II. Expenses</b>						
(a) Employee benefits expense	30,062	29,513	27,877	87,795	81,712	1,08,937
(b) Finance costs	2,330	2,394	2,434	7,040	6,700	9,113
(c) Depreciation and amortisation expense	1,292	1,310	1,292	3,873	3,789	5,053
(d) Other expenses	7,157	6,753	6,266	20,038	18,843	26,910
<b>Total expenses</b>	<b>40,841</b>	<b>39,970</b>	<b>37,869</b>	<b>1,18,746</b>	<b>1,11,044</b>	<b>1,50,013</b>
<b>III. Profit before exceptional items and tax (I-II)</b>	<b>4,000</b>	<b>6,975</b>	<b>4,719</b>	<b>16,473</b>	<b>17,047</b>	<b>23,084</b>
<b>IV. Exceptional items: charge / (credit) (refer note 4 &amp; 5)</b>	2,041	-	-	2,041	-	2,344
<b>V. Profit before tax (III-IV)</b>	<b>1,959</b>	<b>6,975</b>	<b>4,719</b>	<b>14,432</b>	<b>17,047</b>	<b>20,740</b>
<b>VI. Tax expense</b>						
Current tax	899	1,426	1,461	3,775	5,079	5,856
Deferred tax	(343)	(74)	(185)	(418)	(526)	(659)
<b>Total tax expense</b>	<b>556</b>	<b>1,352</b>	<b>1,276</b>	<b>3,357</b>	<b>4,553</b>	<b>5,197</b>
<b>VII. Profit for the period / year (V-VI)</b>	<b>1,403</b>	<b>5,623</b>	<b>3,443</b>	<b>11,075</b>	<b>12,494</b>	<b>15,543</b>
<b>VIII. Other comprehensive income, net of tax [(loss)/profit]</b>						
(i) Item to be reclassified to profit or loss in subsequent periods / year						
Net movement on effective portion of cash flow hedges [gains/ (losses)]	(115)	(1,674)	(780)	(1,675)	(1,151)	(315)
Income tax effect	29	422	197	422	290	79
(ii) Item not to be reclassified to profit or loss in subsequent periods / year						
Re-measurement gains/ (losses) on defined benefit	585	(241)	(42)	340	(338)	(493)
Income tax effect	(147)	61	11	(86)	85	124
<b>IX. Total comprehensive income for the period / year (VII-VIII)</b>	<b>1,755</b>	<b>4,191</b>	<b>2,829</b>	<b>10,076</b>	<b>11,380</b>	<b>14,938</b>
<b>X. Paid-up equity share capital (Rs. 2/- each)</b>	3,005	3,004	2,999	3,005	2,999	3,001
<b>XI. Other equity</b>						1,49,442
<b>XII. Earnings per share ("EPS") (of Rs. 2/- each) (not annualised for quarters):</b>						
Basic EPS (Rs.)	0.93	3.74	2.29	7.36	8.30	10.32
Diluted EPS (Rs.)	0.93	3.73	2.29	7.35	8.30	10.32



Additional disclosures as per Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No	Particulars	Quarter ended			Nine months ended		Year ended
		December 31, 2025	September 30, 2025	December 31, 2024	December 31, 2025	December 31, 2024	March 31, 2025
1	Debt-Equity ratio	0.85	0.80	0.79	0.85	0.79	0.77
2	Debt Service Coverage ratio (DSCR)	3.91	5.08	5.40	4.38	6.00	6.12
3	Interest Service Coverage ratio (ISCR)	2.72	3.91	1.74	3.34	3.67	3.66
4	Current ratio	1.68	1.63	1.41	1.68	1.41	1.68
5	Long-term Debt to Working Capital ratio	0.45	0.40	0.19	0.45	0.19	0.47
6	Bad debts to Trade receivable ratio	-	-	0.01	-	0.01	-
7	Current liability ratio	0.71	0.74	0.89	0.71	0.89	0.71
8	Total Debt to total Assets ratio	0.42	0.40	0.39	0.42	0.39	0.39
9	Trade Receivable Turnover Ratio	6.54	6.49	6.60	6.39	6.57	6.22
10	Operating margin (%)	0.14	0.16	0.15	0.15	0.17	0.15
11	Net profit margin (%)	0.03	0.13	0.09	0.09	0.10	0.10
12	Inventory turnover ratio	NA	NA	NA	NA	NA	NA
13	Debenture Redemption Reserve	NA	NA	NA	NA	NA	NA
	Net worth as per Section 2(57) of the Companies Act, 2013 (in INR Lakhs)	1,54,654	1,56,936	1,52,671	1,54,654	1,52,671	1,52,640

Formulae for computation of ratios are as follows:

Sr. No.	Particulars	Formulae
1	Debt-Equity ratio	$\frac{\text{Total Debt (including Lease liabilities)}}{\text{Shareholder's Equity}}$
2	Debt Service Coverage ratio (DSCR)	$\frac{\text{Profit after tax + Finance cost + Non cash operating expense}}{\text{Interest on Long-term borrowings + Principal Repayments of Long-term borrowings+ Lease Payments}}$
3	Interest Service Coverage ratio (ISCR)	$\frac{\text{Profit before interest, tax and exceptional items}}{\text{Interest expense}}$
4	Current ratio	$\frac{\text{Current assets}}{\text{Current liabilities}}$
5	Long-term Debt to Working Capital ratio	$\frac{\text{Long term borrowings (Including current maturities of long term borrowings)}}{\text{Current assets (-) Current liabilities [excluding current maturities of long term]}}$
6	Bad debts to Trade receivable ratio	$\frac{\text{Bad debts}}{\text{Average Trade receivables}}$
7	Current Liability ratio	$\frac{\text{Current liabilities}}{\text{Total liabilities}}$
8	Total Debt to total Assets ratio	$\frac{\text{Total Debt (Including lease liabilities)}}{\text{Total Assets}}$
9	Trade Receivable Turnover Ratio	$\frac{\text{Net revenue (Annualised)}}{\text{Average Trade receivables}}$
10	Operating margin (%)	$\frac{\text{Profit before depreciation, finance cost, tax and exceptional items (-) Other income}}{\text{Revenue from operations}}$
11	Net profit margin (%)	$\frac{\text{Net profit after tax}}{\text{Revenue from operations}}$
12	Inventory turnover ratio	Not applicable
13	Debenture Redemption Reserve	Not applicable
14	Net worth as per Section 2(57) of the Companies Act, 2013 (in INR Lakhs)	Aggregate value of the paid-up share capital + all reserves created out of the profits+ securities premium account -aggregate value of the accumulated losses- deferred expenditure- miscellaneous expenditure not written off - revaluation reserve - write-back of depreciation - amalgamation reserve



**Happiest Minds Technologies Limited**

**CIN : L72900KA2011PLC057931**

**Regd. Office:#53/1-4, Hosur Main Road, Madivala (next to Madivala Police Station) Bangalore 560 068, Karnataka, India**

**Website: www.happiestminds.com , Email: Investors@happiestminds.com , Tel: +91 80 6196 0300**

**Notes to Statement of Unaudited Standalone Financial Results for the quarter and nine months ended December 31, 2025**

1. In terms of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, this Statement of Unaudited Standalone Financial Results for the quarter ended December 31, 2025 ("Standalone Financial Results") of Happiest Minds Technologies Limited (the "Company") has been approved by the Board of Directors at their meeting held on February 09, 2026.
2. The unaudited standalone financials results for the quarter and nine months ended December 31, 2024 and in respect of comparative financial results for the quarter ended September 30, 2025 was subjected to a limited review by the Statutory Auditors of the Company.
3. The Unaudited Standalone Financial Results of the Company have been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act 2013, as amended, read with relevant rules thereunder and in terms of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and SEBI Circular No.CIR/CFD/CMD1/44/2019 dated March 29, 2019.
4. On May 22, 2024, the Company acquired 100% equity interest of PureSoftware Technologies Private Limited ('PSTPL'). The Company paid the cash consideration of INR 63,947 lakhs and INR 118 lakhs and INR 272 lakhs on May 22, 2024, August 19, 2024 and November 13, 2024 respectively, and the shares were transferred on May 28, 2024. As a result of this acquisition, the Company has recorded goodwill of INR 56,373 lakhs and other intangible assets of INR 15,553 lakhs, and a contingent considerations of INR 10,814 lakhs. Costs incurred on the acquisition of about INR 605 Lakhs has been grouped under "Other expenses".  
  
The Company has re-measured the fair value of the contingent consideration and the change in fair value of INR 2,344 Lakhs has been recognised in the statement of profit and loss and disclosed as an 'Exceptional Item' for the quarter and year ended March 31, 2025.
5. On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 (collectively, the "Labour Codes") which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment  
  
The Labour Codes, introduce changes including a uniform definition of wages and enhanced benefits relating to leave. The Company has assessed the financial implications of these changes, which have resulted in an increase in gratuity liability arising from past service cost and increase in leave liability by INR 2,041 lakhs.  
  
Considering that the impact arising from the enactment of the new legislation is non-recurring in nature, the Company has presented this incremental amount of INR 2,041 lakhs as "Impact of Labour Codes" under "Exceptional Items" in the Statement of Profit and Loss for the quarter and nine months ended December 31, 2025. The Company continues to monitor developments pertaining to the Labour Codes and will evaluate any further impact on the measurement of liabilities relating to employee benefits.
6. The Company publishes unaudited standalone financial results along with the unaudited consolidated financial results. In accordance with Ind AS 108, Operating segments, the Company has disclosed the segment information in the interim unaudited consolidated financial results of Happiest Minds Technologies Limited and its subsidiaries for the quarter and nine months ended December 31, 2025.
7. The Scheme of Amalgamation of Happiest Minds Edutech Pvt. Ltd ("HMEPL"), a wholly-owned subsidiary, with and into the Company was approved by the Hon'ble National Company Law Tribunal ("NCLT") on September 22, 2025, with an appointed date of April 18, 2024. Accordingly, during the current quarter and nine months ended December 31, 2025, the Company has accounted for the aforesaid merger sanctioned by NCLT, using the pooling of interest method retrospectively for all periods presented in the standalone financial results as prescribed in Ind AS 103 - "Business Combinations". The previous periods figures, where applicable, in the standalone financial results are accordingly restated.
8. The Scheme of Amalgamation of Sri Mookambika Infosolutions Private Limited ("SMI"), a wholly-owned subsidiary, with and into the Company was approved by the Hon'ble National Company Law Tribunal ("NCLT") on September 25, 2025 (read with a corrigendum dated October 13, 2025), with an appointed date of April 1, 2025. Accordingly, during the current quarter and nine months ended December 31, 2025, the Company has accounted for the aforesaid merger sanctioned by NCLT, using the pooling of interest method retrospectively for all periods presented in the standalone financial results as prescribed in Ind AS 103 - "Business Combinations". The previous periods figures, where applicable, in the standalone financial results are accordingly restated.
9. The above Unaudited Standalone Financial Results of the Company are available on the Company's website www.happiestminds.com and also that of BSE (www.bseindia.com) and NSE (www.nseindia.com).

For and on behalf of the Board  
**For Happiest Minds Technologies Limited**



Venkatraman Narayanan  
Managing Director  
DIN : 01856347

Place: Bengaluru, India  
Date: February 09, 2026