

Happiest Minds Technologies Limited

INVESTORS' HANDBOOK/FAQs

Contents

Section	Queries related to	Page Nos
A	Corporate Information	2
B	Equity Shares	3-4
C	Transfer/Transmission/Transposition of Equity Shares	4
D	Dividend	5-6
E	Nomination	6
F	Miscellaneous	7

Acronyms

RTA	Company's Share Transfer Agent – Kfin Technologies Ltd
DP	Depository Participant i.e., where you have your demat account

(Note : Queries are addressed in brief and as applicable on the date of such updation. For more details, request you to get in touch with the Company /RTA. The Company/RTA at their sole discretion can add/modify the responses)

Section A – Corporate Information

1. When was the Company formed, where is its registered office, what is the Corporate Identification Number of the Company and its contact details?

The Company was formed on March 30, 2011 and its registered office is situated at #53/1-4, Hosur Main Road, Madivala, Bengaluru-560068, Karnataka, India. Its Corporate Identification Number is L72900KA2011PLC057931 and below are the contact details:

For Shares/Dividend related - RTA	For results/ management meetings	For escalation
Kfin Technologies Ltd einward.ris@kfintech.com Ph: 1800 3094001	Mr. Sunil Gujjar IR@happiestminds.com Ph: +91 80 6196 0300	Mr. Praveen Kumar Darshankar Investors@happiestminds.com Ph: +91 80 6196 0300

2. Who is the promoter of the Company and his shareholding in the Company?

The promoter of the Company is Mr. Ashok Soota, whose detailed profile is at <https://www.happiestminds.com/about-us/leadership-teams/ashok-soota/>. His shareholding in the Company is 53.12%.

3. Who are the Board members of the Company?

Name of the Director	Category	Designation
Ms. Anita Ramachandran	Independent Director	Director
Mr. Ashok Soota	Promoter & Executive Director	Executive Chairman
Mr. Joseph Anantharaju	Executive Director	Executive Vice Chairman
Mr. Rajendra Kumar Srivastava	Independent Director	Director
Ms. Shuba Rao Mayya	Independent Director	Director
Mr. Venkatraman Narayanan	Executive Director	Managing Director & CFO

4. Where can we find financial results, annual reports, shareholding pattern, stock exchange disclosures, etc of the Company?

You can find them all at <https://www.happiestminds.com/investors/>. You could as well select the report type and the period in the drop-down menu to filter the information you are looking for.

5. Where can we find various policies of the Company including Dividend, CSR, Whistleblower Policies?

You can find them all at <https://www.happiestminds.com/investors/policy-documents/>

Section B – Equity Shares

6. Can you share the details of the IPO, what was the issue price, in which stock exchanges the Company's shares are listed and what are its scrip codes?

The Company made its initial public offering of 42,290,091 Equity Shares of face value of ₹2 each for cash at an issue price of ₹166 per share, including a premium of ₹164 per share aggregating to ₹7,020.2 million, comprising of a fresh issue of 6,626,506 shares and an offer for sale of 8,414,223 shares by Mr. Ashok Soota, the Promoter and 27,249,362 shares by CMDDB II, the Investor.

The offer was closed on September 9, 2020 and the shares were listed on September 16, 2020 at National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and the trading commenced from September 17, 2020.

The scrip code at NSE is HAPSTMNDS and at BSE is 543227.

7. What is the face value of Equity Shares, ISIN code and total issued/listed capital?

The face value of the Equity Shares is ₹2/- each. ISIN Code is INE419U01012. Issued and listed capital of the Company is 146,863,556 Equity Shares of ₹2/- each.

8. History of bonus / split of shares?

Date	Particulars
July 7, 2011	Equity Shares of the Company of face value ₹10 was split into 5 Equity Shares of ₹2 each
October 31, 2011	Bonus issue in the ratio of 162 Equity Shares for every one Equity Share

9. Who are the statutory auditors, secretarial auditors and internal auditors of the Company?

Statutory Auditors - M/s. Deloitte Haskins & Sells Secretarial

Auditors - M/s. V Sreedharan & Associates

Internal Auditors - M/s KPMG Assurance and Consulting Services LLP

10. When and where, last three Annual General Meetings of the Company were held?

Financial Year	Date	Time (IST)	Venue
2019-2020	August 6, 2020	5:00 p.m.	At Registered Office
2020-2021	July 7, 2021	4.00 p.m.	Online through Video Conference
2021-2022	June 30, 2022	4.00 p.m.	Online through Video Conference

11. How do I dematerialize (demat) my Equity Shares?

In order to demat your Equity Shares you need to first have the demat account. If you don't have, please approach DP to open a demat account in the same order of name appearing in the share certificate. The share certificates can then be converted into electronic form by submitting the original to the DP along with a Dematerialization Request Form, which form will be provided by the DP. The DP after receipt of duly filled and executed form, will liaise with our RTA to get the shares credited to your demat account. The entire process will take about 2-4 weeks of time from the date of submission of said form.

12. Once my shares are dematerialized, can I ever get the same shares in Physical again?

Yes, the shares held in electronic form can be again held in physical form and the process is called rematerialization (remat) of shares. In order to remat your shares, you need to submit your request in Rematerialization Request Form to the DP (the format of which will be provided by the DP) who in turn liaises with the Company/RTA to get the share certificate issued to you. However, we don't suggest this option as you will not be able to sell or transfer the shares in physical form.

Section C – Transfer/Transmission/Transposition of Equity Shares

13. Can I transfer the shares in physical form?

No, you can't. As per SEBI regulation, with effect from April 1, 2019, the listed companies cannot entertain request for transfer of shares in physical form. Companies can however entertain request for transmission or transposition of shares. The Shareholders holding shares in physical form are advised to dematerialize their shares at the earliest in order to ensure smooth transfer of shares if they propose to do so in future.

14. If a shareholder who has held shares in his sole name dies without nomination, how can his legal heirs' get the shares transmitted to their names?

The legal heirs are required to obtain a Succession Certificate or Letter of Administration/ probate of a Will with respect to the shares. A true copy of the same, duly attested by the Court Officer or Notary, should be sent to the RTA along with a request letter, PAN card / address proof of all the claimants and original share certificates that needs to be transmitted in their names. Upon scrutiny of the documents so submitted, shares will be transmitted in favour of the legal heirs and share certificates will be returned to them duly endorsed.

For the Equity Shares held in electronic form, please contact your DP.

15. Can I interchange (transpose) the order of names for my shareholdings?

Yes, you can transpose full or part of your holdings. You need to submit request letter to the RTA in prescribed form signed by all the holders as per the specimen signatures recorded with the Company/RTA along with original share certificates and self-attested copies of the PAN Cards of all the holders. Upon scrutiny of the documents so submitted, shares will be transposed, and fresh share certificates will be issued. For the Equity Shares held in electronic form, please contact your DP.

Section D – Dividend

16. History of dividend declaration and the record dates fixed for the same?

Date of declaration	Record Date	Dividend declared
July 7, 2021 (Final Dividend)	June 30, 2021	₹3/- per share (150%)
October 27, 2021 (Interim Dividend)	November 10, 2021	₹1.75/- per share (87.5%)
June 30, 2022 (Final Dividend)	June 24, 2022	₹2/- per share (100%)
October 20, 2022 (Interim Dividend)	November 15, 2022	₹2/- per share (100%)

17. How is the dividend paid to the shareholders?

Generally, the net amount of dividend is credited electronically to the bank account of shareholders as updated by them with the Company/RTA/DP, as the case may be. In the absence/incorrect bank account details, dividend warrant is printed and posted to the shareholders at their registered address.

Shareholders are requested to ensure that the bank account and registered address details provided to Company/RTA/DP are correct and complete in all respects to avoid delay in payment of dividend.

18. If I fail to encash the dividend warrant within due date, can I still get the dividend amount due to me?

Yes, you can claim the amounts due to you lying unpaid in the unclaimed dividend accounts of the Company upto a period of seven years from the date of payment. For claiming the said amount, you are required to submit the request letter duly signed by the first holder as per the specimen signature(s) recorded with the Company / RTA along with expired dividend warrant in original or indemnity bond in case the original warrant is lost.

19. What is the provision for deduction of tax at source on dividend?

As per the provisions of the Income Tax Act, tax will be deducted at source at the prescribed rates, if the amount due to you exceeds ₹5000 in a financial year (the current threshold limit).

In case you are not a tax-payer/not liable for deduction of tax at source, you could furnish a declaration in Form 15G every financial year to the Company/RTA.

You can find detailed notes on deduction of tax at source on dividend at <https://www.happiestminds.com/investors/disclosures/HappiestMinds-Note-on-TDS.pdf>

20. What action can a shareholder take in case he/she has not received his/her dividend?

Shareholder can send an email to our RTA as per the contact details given under Question 1, furnishing the particulars of the dividend not received, quoting his folio number or DP ID & Client ID (in case of shares held in electronic form). RTA will check their records and request the dividend paying banker for a Demand Draft if the dividend shows unpaid in the records of the Company.

21. Where can I find the details of the unclaimed dividend transferred to the Unpaid Dividend Account of the

Company?

Pursuant to the applicable provisions of the Companies Act, 2013, the dividend declared by the Company, which is not claimed by the shareholders within 30 days from the date of the declaration, is required to be transferred to the Unpaid Dividend Account and the details of the shareholders, whose dividend is transferred, is required to be uploaded on the website of the Company. The dividend lying in this Unpaid Dividend Account can be claimed by the shareholders by writing to the Registrar and Transfer Agent - M/s . Kfin Technologies Ltd (mailing address in the Investor Contacts section) with details of folio number (in case of physical holdings) or the DP ID/Client ID (in case of dematerialized holdings).

22. What are the Statutory provisions governing unclaimed dividend?

As per provisions of section 125(1) of the Companies Act, 2013 and the Rules made thereunder, the Company is required to transfer unpaid dividend amount remaining unclaimed and unpaid for a period of 7 years from the due date(s) to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

The Company would send a communication to the concerned shareholders well in advance, advising them to lodge their claim with respect to unclaimed dividend in the year in which the dividend is due for transfer to IEPF. Shareholders are requested to note that they can claim dividend transferred to IEPF Authority by filing Form IEPF – 5, which form can be downloaded from www.mca.gov.in.

Section E – Nomination

23. How do I avail the nomination facility?

For the Equity Shares held in physical form, submit Nomination Form (in Form SH13 – annexed to this document) along with self-attested copy of PAN Card to our RTA, duly completed and signed by all the holders as per the specimen signature(s) recorded with the Company / RTA.

For the Equity Shares held in electronic form, please contact your DP.

24. How can I cancel my earlier nomination or nominate someone else in place of existing nominee?

For the Equity Shares held in physical form, submit Nomination Form (in Form SH14 – annexed to this document) along with self-attested copy of PAN Card to our RTA, duly completed and signed by all the holders as per the specimen signature(s) recorded with the Company / RTA.

For the Equity Shares held in electronic form, please contact your DP.

25. What is the procedure for the nominee to get the shares in his name?

Upon the demise of a shareholder, the nominee is entitled to have the shares transmitted in his/her favour. He/she is required to submit a request letter to the RTA by filling form **ISR-5** along with the original share certificate, attested/notarized copy of the death certificate of the deceased shareholder, PAN card and address proof of the nominee. Upon scrutiny of the documents submitted by the nominee, shares will be transmitted in his/her favour and share certificates will be returned to him/her duly endorsed.

For the Equity Shares held in electronic form, please contact your DP.

Section F – Miscellaneous

26. What should I do if my share certificates are lost/stolen?

First lodge a complaint in your nearest Police station and then send an intimation letter to our RTA signed by the holders as per the specimen signatures recorded with the Company/ RTA intimating loss of certificates along with the acknowledged copy of the Police Complaint / FIR for advice on further course of action. The Police Complaint / FIR should state the name of the Company, your full name, address, folio no., certificate details that are missing.

RTA will provide you draft of documents to be executed for issuance of duplicate certificates.

27. What is the procedure for disbursement of corporate benefits?

The Company would obtain the details of beneficial owners from the Depositories (NSDL/CDSL) as on the record date / book closure date and then distribute the corporate benefits like dividend/bonus shares, etc in electronic form through Depositories.

The shareholders should ensure that their accounts are credited with purchases of shares before the record date / book closure, as the case may be, to be entitled to all corporate benefits.

28. What is Green Initiative? What is that I should do to be part of it?

Green Initiative is an effort of the Government of India which aims at reducing paper consumption thereby contributing to a greener environment. Towards this end, the Ministry of Corporate Affairs vide its multiple Circulars commenced the “Green Initiative in Corporate Governance” thereby allowing Companies to issue Annual Reports and other documents to the shareholders in electronic mode. By being part of this initiative, every shareholder will get an opportunity to contribute to this noble cause for the benefit of our future generations.

You should ensure to update your active email ID with the DP and in case of shares held in physical form with the Company/RTA and always opt for electronic mode to receive Annual Report and other documents.

Form No. SH-13
NOMINATION FORM
[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

Happiest Minds Technologies Limited
#53/1-4, Hosur Main Road, Madivala, Bengaluru – 560 068

I/ We _____

the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

a. PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

b. PARTICULARS OF NOMINEE/S

Name: _____		Date of Birth: ____ / ____ / ____	
Father's/ Mother's/ Spouse's name: _____		Occupation: _____	Nationality: _____
Address: _____			
Pin code _____			
E-mail id: _____		Phone No : _____	
Relationship with the security holder: _____			

c. IN CASE NOMINEE IS A MINOR

Date of birth: ____ / ____ / ____	Date of attaining Majority: ____ / ____ / ____	Name of guardian: _____
Address of guardian: _____		
Pin code _____		

d. PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

Name: _____		Date of Birth: ____ / ____ / ____	
Father's/ Mother's/ Spouse's name: _____		Occupation: _____	
Nationality: _____		Phone No.: _____	
Address: _____			
Pin code _____			
E-mail id: _____		Relationship with the security holder: _____	
Relationship with the Minor Nominee: _____			
Name: _____			
Address: _____			
Name of the Security Holder(s)		Signature	
1. _____			
2. _____			
3. _____			
Witness with Name and Address		Signature of Witness with date	
Address: _____			

Pin code _____			
Place: _____	Date: ____ / ____ / ____		

Please fill this Nomination form in Duplicate after carefully reading the instructions given below:

1. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family (HUF) and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of HUF and power of attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. The Shareholder(s) shall provide particulars of nominee in the event of death of minor nominee before attaining age of majority.
5. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
6. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
7. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company, i.e., M/s. Kfin Technologies Ltd, Unit: Happiest Minds Technologies Limited, "Selenium" Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished to the surviving shareholders.
8. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
9. Nomination stands cancelled whenever the shares in the given folio are transferred/dematerialized. Also, in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
10. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the security holder[s] of the shares.
11. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
12. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

CANCELLATION OR VARIATION OF NOMINATION
[Pursuant to sub section (3) of section 72 of the Companies Act, 2013 and rule 19(9) of the
Companies (Share Capital and Debentures) Rules 2014]

To,
 Happiest Minds Technologies Limited
 #53/1-4, Hosur Main Road, Madivala, Bengaluru – 560 068

I/ We _____ hereby

cancel the nomination(s) made by me/us in favor of _____ residing at _____
 _____ in respect of the below mentioned securities.

Or

I/ We _____ hereby

nominate the following person in place of _____
 _____ as nominee in respect of the
 below mentioned securities in whom shall vest all rights in respect of such securities in the event of my/our death.

1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being cancelled/varied)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

2) (a) PARTICULARS OF THE NEW NOMINEE

Name:	Date of Birth: ____ / ____ / ____	
Father's/ Mother's/ Spouse's name:	Nationality:	Phone No.:
Address: _____		
_____ Pin code		
E-mail id: _____		
Relationship with the security holder: _____		

(b) IN CASE NEW NOMINEE IS A MINOR

Date of birth: ____ / ____ / ____	Date of attaining Majority: ____ / ____ / ____	Name of guardian: _____
Address of guardian: _____		
_____ Pin code		

3) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

Name:	Date of Birth: ____ / ____ / ____	
Father's/ Mother's/ Spouse's name:	Occupation:	
Nationality:	Phone No.:	
Address: _____		
_____ Pin code		
E-mail id: _____ Relationship with the security holder: _____		
Relationship with the Minor Nominee: _____		
Name of the Security Holder(s)	Signature	
1.		
2.		
3.		
Witness with Name and Address		Signature of Witness with date
Address _____		

_____ Pin code		
Place: _____	Date: ____ / ____ / ____	

Please fill this Nomination form in Duplicate after carefully reading the instructions given below:

1. The Nomination made earlier can be cancelled and new nomination can made either singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family (HUF) and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of HUF and power of attorney holder.
3. The shareholder[s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. The Shareholder(s) shall provide particulars of nominee in the event of death of minor nominee before attaining age of majority.
5. As per sub section (3) of section 72 of Companies Act 2013, if the shares are held by more than one person jointly, the joint holders may together nominate a person to whom all the rights in the securities of the Company shall vest, in the event of death of all the joint holders.
6. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
7. The nomination form filled in "duplicate" should be lodged with the Registrar and Share transfer Agent of the Company, i.e., M/s. Kfin Technologies Ltd, Unit: Happiest Minds Technologies Limited, "Selenium" Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished to the surviving shareholders.
8. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form)
9. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
10. Kindly note that the nomination being a legal document the same should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore, the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.