Happiest Minds Technologies Limited
Regd. Office: #53/1-4, Hosur Main Road, Madivala,
Bengaluru-560068, Karnataka, India
CIN of the Co. L72900KA2011PLC057931
P: +91 80 6196 0300, **F:** +91 80 6196 0700
Website: www.happiestminds.com
Email: investors@happiestminds.com

September 02, 2026

Listing Compliance & Legal Regulatory
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Stock Code: 543227 & 975101

Listing & Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra East, Mumbai 400 051
Stock Code: HAPPSTMNDS

Dear Sir/Madam,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the Postal Ballot dated September 02, 2026, seeking approval of the members of the Company for the proposed shifting of the Registered Office from the 'State of Karnataka' to the 'State of West Bengal' and consequent amendment to Clause II of the Memorandum of Association of the Company.

The Notice of Postal Ballot along with the instructions regarding e-voting has been sent to the registered email address of the members whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. **Friday, August 28, 2026**. The members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in the Notice.

The remote e-voting shall commence on Thursday, September 03, 2026 at 9:00 am (IST) and shall end on Friday, October 02, 2026 at 5:00 pm (IST). The results of e-voting will be announced within two working days from the end of remote e-voting and will be displayed on the website of the Company.

The Notice will also be made available on the website of the Company at https://www.happiestminds.com/investors/

This is for your information and records.

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

PRAVEEN KUMAR DARSHANKAR

Digitally signed by PRAVEEN KUMAR DARSHANKAR
Date: 2026.09.02 21:04:11 +05'30'

Happiest Minds Technologies Limited

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

happiest minds
AI FIRST. AGILE ALWAYS.

HAPPIEST MINDS

NOTICE OF **POSTAL BALLOT**

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 POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given, pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, as amended from time to time, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings / conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as "**MCA Circulars**"), that the resolution set out in this Notice is proposed for consideration by the Members of Happiest Minds Technologies Limited ("**Company**"), for passing through Postal Ballot by remote e-voting ("**e-voting**") only.

SPECIAL BUSINESS

1. To approve shifting of Registered Office from the 'State of Karnataka' to the 'State of West Bengal' and consequent amendment to Clause II of the Memorandum of Association of the Company

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

"**RESOLVED THAT**, pursuant to Sections 12, 13 and other applicable provisions of the Companies Act, 2013 ("**Act**") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any amendments, modifications or re-enactment for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the confirmation / approval of the Regional Director, South Western Region, Ministry of Corporate Affairs, or any other Statutory Authorities if any, as may be prescribed from time to time and such other approvals, permissions and sanctions as may be required under the provisions of the Act or under any other law for the time being in force, and pursuant to the approval of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from its current location in the "**State of Karnataka**" (falling under the jurisdiction of the Registrar of Companies, Bengaluru) to the "**State of West Bengal**" (falling under the jurisdiction of Registrar of Companies, Kolkata-I).

RESOLVED FURTHER THAT, subject to confirmation / approval and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act read with the rules thereunder, the existing Clause-II of the Memorandum of Association of the Company be substituted with the following new Clause:

"II. The Registered Office of the Company is situated in the State of West Bengal."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to finalize the address of the registered office of the Company in the State of West Bengal, as it may consider appropriate.

RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company to fix the date of shifting and to do all such acts, deeds, filings, matters and things and execute all such applications, declarations, deeds, documents, affidavits, instruments and writings, as may be required for the purpose of giving effect to the aforesaid resolution, along with petition to be filed with the Regional Director, South Western Region, Ministry of Corporate Affairs, including but not limited to issue of notices / advertisements and publication of such notices / advertisements in newspaper(s), obtaining orders of shifting of Registered Office from the concerned authorities and delegate all or any of its powers conferred herein to any director(s), officer(s), representative(s) and / or consultant of the Company, if required, as it may in its absolute discretion deem necessary or desirable."

Registered Office:
#53/1-4, Hosur Main Road,
Madivala, Bengaluru-560068,
Karnataka, India

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

Date: September 02, 2026
Place: Bengaluru

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

Notes:

1. Pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and in compliance with General Circular No. 03/2025 dated September 22, 2025, and other relevant Circulars issued by the Ministry of Corporate Affairs, this Notice of Postal Ballot along with the instructions regarding e-voting is being sent only by email to all those members, whose email addresses are registered with the Company's RTA, KFin Technologies Limited or with the depository(ies)/ depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e. August 28, 2026. The Company will not be sending a hard copy of this Notice and the communication of the assent or dissent of the members shall be through the remote e-voting system only.

2. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice. Any person who is not a member on the Cut-off date shall treat this Notice for information purposes only. The voting rights of members shall be in proportion to their paid-up equity share capital of the Company as on the said Cut-off date.

3. The Notice of Postal Ballot has been uploaded on the website of the Company at **www.happiestminds.com.** The Notice is also accessible from the websites of the stock exchanges i.e. Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) at **https://www.bseindia.com/** and **https://www.nseindia.com/** respectively. The same is also available on the website of RTA at **https://evoting.kfintech.com/.**

4. The Explanatory statement for the proposed resolution pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, setting out material facts concerning the item of special business is annexed hereto and forms part of this Notice.

5. The remote e-voting period begins on September 03, 2026, at 9.00 a.m. (IST) and ends on October 02, 2026, at 5.00 p.m. (IST). During this period, the members of the Company holding shares in physical or dematerialized form as on the Cut-off date, may cast their vote electronically.

6. 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 vote electronically during the remote e-voting period. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at compliance@sreedharancs.com with a copy marked to investors@happiestminds.com.

7. The Company has appointed Mr. V Sreedharan, (FCS 2347; CP 833) or in his absence Mr. Pradeep B Kulkarni, (FCS 7260; CP 7835), Partners of V Sreedharan and Associates, Practicing Company Secretaries, Bengaluru as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

8. The resolution, if approved, shall be deemed to have been passed on the last date of voting, that is October 02, 2026**.** The resolution passed by the members through the postal ballot is deemed to have been passed as if the same had been passed at a General Meeting of the members.

9. The Scrutinizer will submit their report after completion of the scrutiny of the e-voting, and the results of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting i.e., on or before October 06, 2026 and the same shall be placed on the Company's website at www.happiestminds.com/investors and the website of RTA at https://evoting.kfintech.com/ and shall also be communicated to the stock exchanges viz BSE & NSE, where the shares of the Company are listed.

10. Detailed instructions for remote e-voting, the process to receive Notice and login credentials is placed at ***ANNEXURE A*** *of this notice*

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

Item No. 1

The Board of Directors of the Company ("**Board**") at its meeting held on August 31, 2026 approved the scheme of amalgamation involving the Company and ITC Infotech India Limited ("**Transferee Company**"), wherein the Transferee Company will be the surviving entity, subject to the approval of the Members and other classes of persons (as applicable) and statutory / regulatory authorities. It may be noted that the Registered Office of the Company is presently situated in Bengaluru, Karnataka and the Transferee Company's registered office is located in Kolkata, West Bengal. Therefore, in order to exercise better administrative control and to enable the Company to rationalise and streamline its management of affairs, Board in its meeting held on August 31, 2026 has, subject to necessary approvals, considered, approved and recommended for the approval of the Members, the proposal for shifting the registered office of the Company from the State of Karnataka to the State of West Bengal.

It may be noted that the Corporate Office of the Company shall continue to be located in the State of Karnataka. The books of account and other relevant records of the Company shall continue to be maintained at the Corporate Office and/or such other place(s) as may be approved by the Board, in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. The proposed change is in the best interest of the Company, shareholders and all concerned parties and will not adversely affect the interests of any members, creditors, employees or other stakeholders of the Company, in any manner. The operations of the Company will not be affected in any way and there will not be any retrenchment of employees consequent to the proposed change in Registered Office of the Company.

In accordance with the provisions of Sections 12, 13 and other applicable provisions, if any, of the Act read with the rules made thereunder, the proposed shifting of the Registered Office from one State to another and consequential alteration of Clause II of the Memorandum of Association (**'MOA'**) of the Company requires approval of the Members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director). Accordingly, approval of the Members is sought through Postal Ballot for shifting of the Registered Office of the Company from the "**State of Karnataka**" to the "**State of West Bengal**" and for the consequent alteration to Clause II of the Memorandum of Association of the Company to the following:

"*II. The registered office of the Company is situated in the State of West Bengal*."

The Board has recommended the resolution proposed at Item No. 1 for the approval of Members by way of Special Resolution.

Draft copy of the revised MOA of the Company, resolution passed by the Board of Directors in this regard will be available for inspection by the members at the Registered Office of the Company on all working days from the date of dispatch of this Notice up to October 2, 2026 i.e., the last date of remote e-voting. Members seeking to inspect such documents may send an email to investors@happiestminds.com, detailing the documents they wish to inspect in this regard.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are 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.

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

Registered Office:
#53/1-4, Hosur Main Road,
Madivala, Bengaluru-560068,
Karnataka, India

Date: September 02, 2026
Place: Bengaluru

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

Annexure A

Detailed instructions for remote e-voting, the process to receive Notice and login credentials are given below:

1. **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 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 Master circular dated January 30, 2026, 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
1. For OTP based login: (i) Go to URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. (ii) Enter 8-digit DP ID, 8-digit client ID, PAN No, verification code and generate OTP for login. (iii) Enter the OTP received on registered mobile number/email id and click on log in. (iv) After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page. (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	**1. Members who have already registered and opted for Easi / Easiest to follow below steps:** (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) Login with user id and password. (iii)The option will be made available to reach e-Voting page without any further authentication. (iv)Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period. **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:**

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 / OTP and a verification code as shown on the screen. (iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. (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. **4.** Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience. **NSDL Mobile App is available on** App Store Google Play	(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.

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: 022-4886 7000 or 022-2499 7000	CDSL helpdesk by email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33 022

(b) Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

Please access the RTA's e-voting platform at the URL: https://evoting.kfintech.com/

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA which will include details of e-voting Event Number (EVEN) i.e., 10173, 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.

Members can also use SMS service to get the credentials if their mobile number is registered against Folio No. / DP ID Client ID, by sending SMS: MYEPWD EVEN No+Folio No. (in case of physical shareholders) or MYEPWD DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> 6614HMT12345678

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	September 03, 2026 at 09.00 a.m. IST
End date and time	October 02, 2026 at 05.00 p.m. IST

During this period, Members holding shares either in physical form or in dematerialized form, as on August 28, 2026, 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- 800-309-4001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

4. GENERAL INSTRUCTIONS FOR MEMBERS:

The Scrutiniser shall, immediately after the conclusion of e-voting, unlock the votes cast through remote e-voting and make a 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 http://www.happiestminds.com/investors and the website of RTA at https://evoting.kfintech.com and shall also be communicated to the stock exchanges viz BSE & NSE where the shares of the Company are listed.

Summarized information at a glance:

Particulars	Details
E-voting Start time and date	September 03, 2026, at 09.00 a.m IST
E-voting end time and date	October 02, 2026, at 05.00 p.m IST
Cut-off date to determine eligible members to vote on the resolutions	August 28, 2026
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)	10173
Contact details of RTA	Mr. Vasantha Godavarthi, Manager KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana **Email ids:** einward.ris@kfintech.com vasantha.godavarthi@kfintech.com Website: https://www.kfintech.com Toll free number: 1- 800-309-4001

About Happiest Minds Technologies

Happiest Minds Technologies Limited (BSE, NSE: HAPPSTMNDS) is an AI First, customer-centric digital engineering company committed to delivering 'Happiest People . Happiest Customers'. With an integrated approach that spans from chip to cloud, Happiest Minds delivers secure and scalable solutions across product engineering, cybersecurity, analytics , and automation platforms. Happiest Minds brings purpose and precision to every engagement, helping enterprises solve complex business challenges and fast-track their digital evolution across industry sectors such as Banking, Financial Services & Insurance (BFSI), EdTech, Healthcare & Life Sciences, Hi-Tech and Media & Entertainment, Industrial, Manufacturing, Energy & Utilities, and Retail, CPG & Logistics.

Happiest Minds has been honored by both the Golden Peacock Awards and the Institute of Company Secretaries of India (ICSI) for its exemplary Corporate Governance practices. Guided by its mission of 'Happiest People . Happiest Customers' and consistently recognized as a great place to work, Happiest Minds is headquartered in Bengaluru, India, with a global presence across the Americas, UK, Europe, Australia, the Middle East, Africa, and Asia.

happiest minds
AI FIRST. AGILE ALWAYS.

www.happiestminds.com