

September 04, 2025

Listing Compliance & Legal Regulatory
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Stock Code: 543227, 974820 & 975101

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

Dear Sir/Madam,

Subject: Voting Results along with Scrutinizer report for Postal Ballot through remote e-Voting process

In continuation to our letter dated August 05, 2025, regarding the Notice of Postal Ballot (Notice) for seeking the approval of the members of the Company through remote e-Voting (e-voting).

Please find enclosed:

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed as **Annexure A**
2. Scrutinizer report dated September 04, 2025, from the Scrutinizer, Mr. V Sreedharan (FCS) from M/s V Sreedharan and Associates, Practicing Company Secretaries, pursuant to Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, enclosed as **Annexure B**

The resolutions set out in the Notice, have been approved by the Members with requisite majority and deemed to be passed on September 04, 2025, being the last date of receipt of postal ballot e-voting.

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

This is for your information and records.

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



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

Annexure-A

Company Name	HAPPIEST MINDS TECHNOLOGIES LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	689135
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve the re-appointment of Mr. Joseph Vinod Kumar Anantharaju (DIN: 08859640) as Whole-time Director of the							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	67325400	67194571	99.8057	67194571	0	100.0000	0.0000
	Poll	67325400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67325400	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	24407392	21736538	89.0572	20954033	782505	96.4000	3.5999
	Poll	24407392	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24407392	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	60542019	3462110	5.7185	3443091	19019	99.4506	0.5493
	Poll	60542019	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	60542019	0	0.0000	00	0	0.0000	0.0000
Total		152274811	92393219	60.6753	91591695	801524	99.1325	0.8675

Resolution required: (Ordinary/ Special)	SPECIAL - To consider and approve the re-appointment of Mr. Venkatraman Narayanan (DIN: 01856347) as Whole-time Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	67325400	67194571	99.8057	67194571	0	100.0000	0.0000
	Poll	67325400	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67325400	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	24407392	21736538	89.0572	15023023	6713515	69.1141	30.8858
	Poll	24407392	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	24407392	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	60542019	3462218	5.7187	3443930	18288	99.4717	0.5282
	Poll	60542019	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	60542019	0	0.0000	00	0	0.0000	0.0000
Total		152274811	92393327	60.6754	85661524	6731803	92.7140	7.2860



Annexure-B

SCRUTINIZER'S REPORT

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

To,

The Chairperson,

Happiest Minds Technologies Limited
No.53 /1-4, Hosur Main Road, Madivala
Next to Madivala Police Station
Bengaluru-560068

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 29th July 2025, appointed me as a Scrutinizer for scrutinizing the postal ballot voting, including the e-voting process.

2. I submit my report as under:

As per General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 in relation to "Clarification on passing of ordinary and special resolutions by Companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company has sent the Postal Ballot Notice dated August 05, 2025 on August 05, 2025 by email only to the members whose email ids were available with the Company / Registrar and Share Transfer Agent (RTA).

The notice of postal ballot was sent to the members whose name(s) appeared on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the cut-off date, i.e., Friday, August 01, 2025.

- 2.1 Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.
- 2.2 Since there was no voting by physical postal ballot form, the question of keeping them under my safe custody before commencing the scrutiny does not arise.
- 2.3 The votes cast through electronic means were unblocked on September 04, 2025, at 05:02 P.M.
- 2.4 Votes cast through electronic means were scrutinized, and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries as on Friday, August 01, 2025.
- 2.5 Votes cast through electronic means up to 5.00 PM on September 04, 2025, being the last time and date fixed by the Company for voting through electronic means, were considered for my scrutiny.
- 2.6 Since the voting on the Postal Ballot process was conducted only through e-voting, reporting on the number of envelopes containing the postal ballot form received after the due date and up to the date of this report does not arise.
- 2.7 Since the voting on the Postal Ballot process was conducted only through e-voting, reporting on the number of envelopes containing postal ballot forms returned undelivered also does not arise.
- 2.8 Since the voting on the Postal Ballot process was conducted only through e-voting, reporting on findings of defaced or mutilated ballot paper too does not arise.

3. A summary of votes cast through electronic means is given in **Annexure I**.
4. I have emailed all the e-registers and records relating to e-voting for safe custody to the Company Secretary.
5. You may accordingly declare the result of e-voting done by the members of the Company on the resolutions mentioned in the Postal Ballot Notice dated August 05, 2025.

Thanking you,

For V SREEDHARAN & ASSOCIATES

VISHWANATHAN
SREEDHARAN
N

Digitally signed by
VISHWANATHAN
SREEDHARAN
Date: 2025.09.04
18:58:53 +05'30'

(Pradeep B Kulkarni)

Partner

FCS: 7260; CP No.7835

**Address: Plot No. 293, #201, 2nd Floor, 10th Main Road
3rd Block, Jayanagar, Bengaluru-560011**

Date: September 04, 2025

UDIN: F002347G001174201

Peer Review Certificate Number: 5543/ 2024

Annexure I

Happiest Minds Technologies Limited

Regd. Office: No.53 /1-4, Hosur Main Road, Madivala, Next Madivala Police Station Bengaluru - 560068

Summary of votes cast through electronic means for the resolutions mentioned in the Postal Ballot Notice dated August 05, 2025.

1. To consider and approve the re-appointment of Mr. Joseph Vinod Kumar Anantharaju (DIN: 08859640) as Whole-time Director of the Company, designated as Co-Chairman & CEO.

Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e.,01/08/2025) (15,22,74,811) Equity Shares)
	No. of members voted through the e-voting system	No. of votes cast through the e-voting system. (Equity Shares of Rs. 2/- each)	
(a) Total e-votes received	1,834	9,23,99,476	60.679
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	43	6,257	0.004
(c) *Net valid e-votes (as per register)	1,791	9,23,93,219	60.675
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	1,583	9,15,91,695	99.132
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	216	8,01,524	0.868

* The total of row (d) and (e) for the column, No. of members voted through e-voting system is not equal to the row (c) for said column, as 8 members have voted both in favour and against the resolution.

2. To consider and approve the re-appointment of Mr. Venkatraman Narayanan (DIN:01856347) as Whole-time Director of the Company, designated as Managing Director.

Special Resolution

Particulars	E-Voting		% of total paid-up equity capital as on cut-off date (i.e.,01/08/2025) (15,22,74,811) Equity Shares)
	No. of members voted through e-voting system	No. of votes cast through e-voting system. (Equity Shares of Rs. 2/- each)	
(a) Total e-votes received	1,834	9,23,99,476	60.679
(b) Less: Invalid e-votes (as per register) (No. of Shares including cases where less votes cast and abstained from voting)	43	6,149	0.004
(c) *Net valid e-votes (as per register)	1,791	9,23,93,327	60.675
(d) e-votes with assent for the Resolution as a percentage of net valid e-votes	1,573	8,56,61,524	92.714
(e) e-votes with dissent for the Resolution as a percentage of net valid e-votes	229	67,31,803	7.286

* The total of row (d) and (e) for the column, No. of members voted through e-voting system is not equal to the row (c) for said column, as 11 members have voted both in favour and against the resolution.

VISHWANATHAN
AN
SREEDHARAN

Digitally signed by
VISHWANATHAN
SREEDHARAN
Date: 2025.09.04
19:00:05 +05'30'