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September 07, 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: Transcript of Investor/Analyst Call held on September 01, 2026

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the transcript of the Investor/Analyst Call held on September 01, 2026. The transcript is also uploaded on the Company's website (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: 2026.09.07 21:46:07 +05'30'

Happiest Minds Technologies Limited

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

"Happiest Minds Technologies Limited

Special Purpose Conference Call"

September 01, 2026

Management: **Mr. Joseph Anantharaju** – Co-Chairman and Chief Executive Officer

Mr. Venkatraman Narayanan – Managing Director

Mr. Praveen Darshankar – Company Secretary and Compliance Officer

Mr. Anand Balakrishnan – Chief Financial Officer

Ms. Priyanka Sharma – Head Investor Relations

Moderator: Ladies and gentlemen, good day, and welcome to Happiest Minds Technologies Limited Conference Call. As a reminder, all participant lines will be in the listen-only mode, and there will be an opportunity for you to ask questions after the presentation concludes. Should you need assistance during the conference call, please signal an operator by pressing star, then zero on your touch-tone phone. Please note that this conference is being recorded.

I now hand the conference over to Ms. Priyanka Sharma, Head, Investor Relations. Thank you, and over to you, Ms. Sharma.

Priyanka Sharma: Thank you, Moderator. Good morning, everyone, and welcome to today's Special Purpose Conference Call to discuss the proposed combination of Happiest Minds Technologies and ITC Infotech. Before we begin, I would like to acknowledge and thank JM Financial, our sole financial advisor on this transaction, for their support and assistance in facilitating today's call.

Joining us today are Mr. Joseph Anantharaju, Co-Chairman and Chief Executive Officer; Mr. Venkatraman Narayanan, Managing Director; Mr. Anand Balakrishnan, Chief Financial Officer; Mr. Praveen Darshankar, Head Legal, Company Secretary and Compliance Officer. We hope you have had an opportunity to review the stock exchange filings, press release and investor presentation issued yesterday in relation to the proposed transaction.

Before we begin, let me briefly walk you through today's agenda. Venkat will provide an overview of the proposed transaction, including the structure, valuation framework, governance considerations and the expected path to completion. Joseph will then discuss the strategic rationale for the combination, the complementary strengths of both organizations and the long-term value creation opportunities for all the stakeholders. Following the management commentary, we will open the floor for questions from you all.

Before we proceed, let me quickly read the Safe Harbor statement. Certain statements made during this call may be forward-looking in nature and reflect management's current expectations. Actual outcomes may differ materially due to various risks and uncertainties. The proposed transaction remains subject to applicable regulatory, shareholder and statutory approvals as well as other customary closing conditions. Happiest Minds undertakes no obligation to publicly update any forward-looking statements.

With that, I would now like to hand over the call to Mr. Venkatraman Narayanan, our Managing Director, for his remarks. Over to you, Venkat.

Venkatraman N: Thank you. Can you all hear me?

Moderator: Yes, we can. Please go ahead.

Venkatraman N: Thank you. Thank you, Priyanka, and good morning, everyone. Yesterday, we announced the proposed combination of Happiest Minds and ITC Infotech. You will find the statutory disclosures, a press release with a lot more details, a presentation covering the entire transaction and the steps to how it will progress to completion, on our website. These have all been filed with the BSE and NSE as well.

This transaction between Happiest Minds and ITC Infotech significantly accelerates our vision of becoming USD1 billion revenue Company, moving our target which was for FY31 to FY28. I should be honest that our goal of our possibility of reaching that goal looked difficult earlier, now but it is very well within sight.

I know many of you will have questions around the transaction structure, valuation, ownership, path to completion, etc. So let me give you a quick overview of those before Joseph takes you through the strategic rationale and the opportunity we see ahead.

As you're all aware, our promoter, Mr. Soota, had expressed his intention to pare down his stake in the Company to fund his legacy not-for-profit organizations, SKAN, and also to capitalize his healthcare venture Happiest Health. In this regard, he had carried out a couple of bulk deals earlier as well. However, the funding needs of these entities have since then grown substantially.

In the current transaction, Mr. Soota will divest 22.1% of his total holding of 44.2% holding in the Company in two tranches for an aggregate cash consideration of approximately INR1,330 crores. Tranche 1 will follow the CCI approval expected to be received in Q3 of this year and Tranche 2 will follow shareholder approval for the merger of the two companies, which is expected to be in Q1 of FY28.

Alongside this, the Board has also approved a scheme of merger for the amalgamation of Happiest Minds into ITC Infotech. Under the scheme, Happiest Minds shareholders will receive 25 shares of ITC Infotech for every 81 shares of Happiest Minds they hold. These shares will then get listed on the BSE and NSE through a process established in this regard. Listing is expected in Q2/Q3 of FY28.

On consummation of the merger, ITC Limited will hold 73.4% of the combined entity and the public shareholders, including Mr. Soota, will hold the remaining 26.6%. Mr. Soota, with a 7.55% holding in the combined entity, will be the largest individual shareholder. However, will not be a promoter.

The relative valuation and the consequent swap ratios were based on reports from independent valuers, PwC and Grant Thornton, and it was also reviewed for fairness and opined on by ICICI Securities. As you will see from Slide 14 of the investor presentation, this is the investor presentation that we have put on our website and I referred to earlier as well, Happiest Minds was valued at 15.1x FY26 EBITDA, while ITC Infotech was valued at about 13.6x their FY26 EBITDA, reflecting the relative premium that has been attributed to Happiest Minds.

The implied market cap from the exercise for us or for Happiest Minds was about INR6,167 crores for Happiest Minds and about INR11,920 crores, INR12,000 crores approximately for ITC Infotech, with the combined entity thus getting valued at about INR18,087 crores.

A key benefit for Happiest Minds shareholders is that they will continue to participate in the future growth and value creation of the combined, business which is hurtling towards a revenue top line of a billion dollars by FY28 and operating margins of a similar number expected to be around 18.3% plus.

A few salient points on the transaction are: until all regulatory approvals are received, Happiest Minds and ITC Infotech will continue to operate as separate entities in full compliance with law. An integration plan will be developed to ensure smooth transition and this has been incorporated into the scheme and the multiple discussions that have happened between the parties.

We expect the merger to be consummated and completed over the next 15 months. You should, again, look at the timeline chart that we have put out, which is which is part of the presentation that we have uploaded. It details out all of these timelines in pretty much great detail.

Our immediate priorities are clear: it is to maintain business momentum at Happiest Minds, ensure continuity for all stakeholders and progress through the merger process in a disciplined manner.

With that, I have covered the key transaction contours and I would now hand it over to Joseph, who will walk you through why we believe this combination is strategically compelling and what the combined platform can achieve. Joseph, over to you. Thanks.

Joseph Anantharaju: Thanks, Venkat, and good morning to all of you all for joining us on this call. Venkat has taken you through the transaction structure, valuation and ownership. Now let me focus on why we believe this combination makes strategic sense and what it enables us to achieve.

As all of you all would be observing, the technology services industry is going through a structural shift. AI is becoming central to enterprise technology investment, while clients are increasingly focused on measurable business outcomes and vendor consolidation is accelerating.

At the same time, larger transformation programs require broader capabilities and greater execution scale. As we considered the next phase of growth for Happiest Minds, the question was how could we broaden our relevance to clients, accelerate growth and preserve the innovation-led culture and agility that have differentiated us. We believe that this combination of Happiest Minds and ITC Infotech gives us that opportunity.

Happiest Minds has built a differentiated digital-led business with strong capabilities across AI, digital, product engineering, cloud, data and cybersecurity, while ITC Infotech brings highly complementary strengths in enterprise transformation, SAP, product life cycle management, Industry 4.0 and industry-specific solutions.

Together, we would create a much broader end-to-end proposition from strategy and design through engineering and implementation to modernization, operations, infrastructure management and security, covering all the IT needs of a typical enterprise. The customer opportunity is equally compelling. Together we will serve more than 800 customers across industries and geographies.

The two client portfolios and service offerings are highly complementary, creating meaningful opportunities for cross-selling and deeper account penetration. We can take Happiest Minds' capabilities in AI, data, digital engineering and cybersecurity into ITC Infotech's enterprise relationships. At the same time, we can offer ITC Infotech's SAP, PLM, infrastructure, enterprise applications and transformation capabilities to Happiest Minds' customers, especially in retail, CPG, manufacturing and healthcare space.

This expands the opportunity within our existing client base and strengthens our ability to participate in larger, more strategic transformation programs. The combination also gives us meaningful scale. On a FY26 pro-forma basis, the two businesses generated approximately INR7,033 crores in revenue.

At this scale, the combined organization would rank as the 11th largest IT services Company in India by FY26 revenue. We will have more than 19,000 professionals, serve over 800 customers and operate across more than 30 countries, giving us greater talent depth, geographic reach and delivery capacity.

The business will also be more geographically balanced with approximately 38% of combined revenues from the Americas, 31% from Europe and 31% from the rest of the world. Our industry exposure will span BFSI, CPG and retail, manufacturing, travel and hospitality, healthcare, high-tech and education, providing greater diversification across sectors and economic cycles.

Greater scale also gives us greater capacity to invest. Customers increasingly expect their technology partners to invest ahead of the curve. The combined organization will be better positioned to invest in talent, platforms, innovation, partnerships and industry solutions and take these capabilities to customers globally.

AI will remain central to our strategy. The market is moving from experimentation towards enterprise-wide deployment of generative AI and agentic AI. Clients need partners who can combine AI talent with strong data, cloud, cybersecurity and engineering capabilities, backed by deep industry context. Together, we will have more than 9,000 AI-trained professionals, supported by a growing portfolio of AI accelerators, platforms and industry solutions.

This strengthens our ability to help enterprises move from AI experimentation to AI at scale. Our expanded partner ecosystem, including Microsoft, SAP, ServiceNow, PTC, Google, Amazon, various AI companies and leading cybersecurity providers, further strengthens our ability to deliver integrated solutions across industries and geographies.

Beyond capabilities and scale, we also see strong cultural alignment. Both organizations are customer and people-centric with a shared commitment to innovation and integrity. We believe this alignment will help preserve the entrepreneurial energy and agility that defines Happiest Minds, while benefiting from the scale of a much larger platform. We also see meaningful opportunities for value creation.

On the revenue side, these include cross-selling, deeper penetration of strategic accounts, participation in larger transformation programs and scaling up platforms and industry solutions across a broader customer base. On the operating side, we see opportunities from better resource deployment, improved utilization, delivery efficiencies and optimization of the combined operating model.

Realizing these opportunities will require disciplined execution and we will remain measured and focused on clearly defined integration priorities. For our people, the combination creates broader career opportunities through exposure to global enterprises, larger transformation programs, new industries and an expanded technology ecosystem.

Ultimately, this is not about scale for its own sake, it's about increasing our relevance to customers, creating broader opportunities for our people, strengthening our differentiation and building a stronger foundation for sustainable, long-term growth. It also brings us significantly closer to realizing Happiest Minds' long-held US billion-dollar revenue vision, while creating a stronger platform for growth beyond that milestone.

Until the transaction is completed, both companies will continue to operate independently. In parallel, we will undertake appropriate integration planning, subject to applicable regulatory requirements, to ensure a smooth transition upon completion. For now, our priorities remain clear: uninterrupted client service, strong business execution and continuity for our people.

We believe this combination represents an important step forward for Happiest Minds and an opportunity to build a stronger, more relevant and more competitive technology services enterprise for the future. Thank you for your continued support and interest in Happiest Minds. Venkat and I will be happy to take your questions now.

Moderator: Thank you. We will now begin the question-and-answer session. The first question comes from the line of Aditi Patil with ICICI Securities. Please go ahead.

Aditi Patil: Thank you for the opportunity and congratulations to both the teams on the proposed merger. I have three questions. My first question is on leadership continuity. Who will be leading the combined entity as a CEO and what is the plan to ensure continuity of key leadership team across both the organizations during this transition period? Are there any incentive plans in place?

On this, the 15-month execution timeline is a longer one. While you mentioned the two entities will operate fairly independently, do you expect to explore joint GTM opportunities and certain operational synergies to begin play out earlier? My second question is on what is our client overlap between the two entities?

Venkatraman N: Sure. All questions are pointing to Joseph.

Joseph Anantharaju: Yes. So in terms of the leadership continuity, first of all, I think as Venkat pointed out, both companies' corporate governance and adherence to regulations and the law of the land is extremely high. What we want to do is to, before we've had very limited discussions so far, and the intent is that once we get the approval from the Competition Commission, we would start discussions on how to -- what the integrated entity would look like and what the structure would look like.

Right now, I think what we've committed ourselves to is to ensuring that, from a merger standpoint, ensure that we do right by our stakeholders, whether it's the shareholders, customers and the employees of both companies. Some of the aspects that you talked about in terms of incentives, roles, etc, those would get, Aditi, discussed once we've got gotten past the Competition Commission.

In terms of, I do, agree that 15-months seems like a long period, but there are multiple steps that we would be taking. Venkat pointed out you have the Competition Commission, you have shareholder agreement, you have NCLT and then the merger. So I think once we start having more discussions, I definitely see that there would be a lot of focus on how do we do more of cross-selling and leveraging each other's capabilities.

As of now, I would say less so on the operational part of it because I think we need to have both entities merged before we really start realizing any operational leverage, but ensuring that our customers get the full benefit of each other's capability is something that we would like to start discussing and exploring once we've gotten past the approval from the Competition Commission.

In terms of client overlap, again, we've looked at the large customers and we've not seen any overlap so far. I'm sure there would be some overlap in some of the smaller and tail customers, which we've not again, because as I said, we've not gotten into too much of depth or details.

But from what we can see as of now, the amount of overlap is quite is at least in the large customers we didn't see anything and it would be quite limited, therefore enhancing the ability to cross-sell and realize benefits from the complementary skills that both sides bring to the table.

Aditi Patil: Okay, got it. On the client question, can you share ITC Infotech's client concentration and how much of Fortune 500 clients would fall within top 10 or top 20 accounts for the combined entity?

Joseph Anantharaju: Venkat, do you have that by any chance, Venkat?

Venkatraman N: I have the data for geographic and vertical numbers, Aditi, because from a geographical perspective, we will be 38% in Americas, 31% each in Europe and the rest of the world. In terms of the vertical, we would have CPG and retail as the largest vertical then, which is an area of strength for ITC Infotech at 28%, BFSI would be 20%, manufacturing and industrial would be at 17%, travel, hospitality at 12%, and then healthcare and ed-tech would be around 6%, 7% each. So that's from a vertical perspective, but the client concentration, I do not have that data right now. Though I am sure, Venkat may have it.

Anand Balakrishnan: Joseph, it's mentioned -- Joseph, this is Anand here. It is mentioned in the ITC PR. They have 50 plus Fortune Global 500 and 16 plus FTSE 100 as clients.

Joseph Anantharaju: Okay, great. Thanks, Anand.

Aditi Patil: Okay. Just one last one. Does ITC Infotech intend to remain listed post-merger or they would plan to acquire more stake in the Company and hold it privately?

Joseph Anantharaju: See, right now, Aditi, ITC Infotech is a privately held Company, right? ITC owns the entire thing. The way the transaction is being structured is that ITC would acquire 22% of Ashok's shareholding of the 44% that he has. Post getting all the approvals from NCLT, we would be delisting Happiest Minds and merging Happiest Minds into ITC Infotech and then list the Company after that.

In the listed entity, ITC would have around 73%, 73.5% and the rest would be held by public, including Ashok, because Ashok would not be a promoter anymore once the merger is completed and Ashok would have around 7.5% of the 26% or 26.5% that would be held by the public shareholders.

Aditi Patil: Okay, got it. Fair enough. Yes, I will join back in the queue. Thank you for answering my questions.

Joseph Anantharaju: Yes.

Moderator: Thank you. Next question comes from the line of Jasmeet Singh, an Individual Investor. Please go ahead.

Jasmeet Singh: Hello. Very good morning and congrats for all the entire transaction, the entire deal. My question is specifically with regards to the margins. We do know Happiest Minds enjoys a higher margin compared to ITC Infotech. So how do you see the margin change going ahead once the merger happens? Firstly, that. And secondly, what would be a margin? As I see, you are planning to have a combined entity of a margin expansion of 100 bps points, but that's still below Happiest Minds average margin?

Venkatraman N: Yes, thanks. If I can just take that quickly. This is Venkat, if you can hear me. Our margin percentage, we have given as per the Hello?

Jasmeet Singh: Yes.

Venkatraman N: Yes. ITC Infotech's margin percentage is about 18.3% EBITDA and we are talking about 18.1% for the combined entity. This is based on FY26 numbers. We did about 17.3% for the year, and they come in at 18.3% and that's what we have projected as an average of 18.1% for FY26.

When the valuation exercise was done, we have got, valuations, the projections for both companies done on their individual merits. We have considered how we would have ideally grown as individual companies, and then the consolidated entity has not been modelled for on that basis. It's an A plus B kind of a thing.

So 18%, 18.3% that you see today is going to be pretty much the stable margin, which should improve given the efficiencies of scale, size, the overlap that we will be able to get in terms of synergies and all of that.

Jasmeet Singh: Got it. So there is no margin dilution.

Venkatraman N: No, there is no. It's not.

Jasmeet Singh: Okay.

Venkatraman N: Yes.

Moderator: Thank you. The next question comes from the line of Amit Chandra with HDFC Securities. Please go ahead.

Amit Chandra: Yes, sir. Thanks for the opportunity. Sir, my first question is, I was seeing in the presentation, the five-year CAGR for ITC Infotech's growth has been around 14% kind of a CAGR number. So just wanted to clarify this 14% CAGR number, how much of this would be organic, inorganic? Is there any inorganic component in that? And also the post-merger targets that you have mentioned in terms of 10% synergy benefits and 100 bps margin expansion, reaching USD1 billion, which assumes 15% kind of a CAGR over the next two years.

So in terms of the execution, what are the steps that we should focus upon in terms of what are the near-term targets in terms of the low-hanging fruits which you see that which is easier to achieve? And post that, what are the cross-sell targets or the longer-term objectives that you are targeting? Thank you.

Venkatraman N: On the first, you if I was right, you were asking about FY20, they were INR2,246 crores and FY26, they are at INR4,718 crores. How much of it is inorganic? During our financial due diligence, they have not done any transformative deals. It's almost been like a trajectory that we have been following, largely organic.

They had two acquisitions: the Blazeclan acquisition, which was to get depth in capabilities in cloud in and in cloud-related infra space, and before that, if I remember it right, it was on PTC. So, but I am not going to get into greater detail on that. But largely almost most of the growth which has come is based on strong organic traction that they have seen in their 500 plus customers that they have on their portfolio.

We have also, been growing at a similar clip over the last one, two years. So together going forward, maintain the similar growth trend is what we are looking to do, which is how the FY28 number of a USD1 billion comes in. Except obviously the dollar goes to INR100, then you will have to adjust for that. But otherwise, I think largely it looks to be in line with the plans that I said, Plan A and Plan B, which is ITC Infotech's long-term strategic plan.

Ours was also drawn up for five years and then it was if you do a merger, it's an A plus B kind of a thing. We should be able to reach the FY28 numbers along with the decent, stable operating margins that I talked about.

Amit Chandra: And in terms of the longer-term targets, the near-term low-hanging fruits in terms of which client like what proportion of client you think there could be a overlap?

Venkatraman N: Overlap, yes, that Joseph, yes, Joseph will talk, yes.

Joseph Anantharaju: Yes. We have not gone into details of all the 800 customers so far, that will probably take place a couple of months later. But the top customers, what we have seen is that there is no overlap among the top customers from both sides.

There could be one customer or two customers, which is a positive because the potential and the upside from cross-selling is potentially pretty high. And that's something that we will start exploring and discussing once we have got the, as I mentioned earlier, the approval from the Competition Commission. But there is very limited, if not nil overlap between customers.

Amit Chandra: Okay, sir. And if you can if you can clarify this 14%, 15% growth that you are targeting, that is that is in INR terms or in dollar terms?

Venkatraman N: Yes, it is in INR terms. That's what I said because ITC Infotech has been largely reporting rupee numbers. We have also got our numbers in CC, but convert it to rupee and then, you know, reach that number divided by 95 - 96 to come to the billion-dollar number. That's how the quick arithmetic was done. So, it is something which has been done on that basis.

Amit Chandra: Okay. And final question. So, obviously, from the Top 5 clients' perspective of ITC Infotech, which we don't know the concentration, but maybe if it is in the range of 20%-30% also, what are the areas where you see the cross-selling to be the maximum? And is there any kind of a natural synergy that you see that is you know, that is actually going to flow through or is it, you know, they are totally different and, you know, it will take some time for the synergies to come through?

Joseph Anantharaju: So there are two - three - there are a few areas where there would be synergies, Amit. And if you look at it from an offering and capabilities angle, ITC Infotech is stronger, you know, in SAP and enterprise applications, PLM, enterprise transformation, Industry 4.0, you know, and areas like that. Whereas if you look at Happiest Minds, our strengths are more in AI, data, cloud, digital, cybersecurity. These are the areas that - you know, that we are strong in and you can see there's a fair bit of complementarity from that angle. And therefore, we should be able to, you know, cross-sell our offerings.

For instance, you know, if you look at our CPG customers or our retail and manufacturing, industrial and even healthcare, you know, from a manufacturing perspective, not from healthcare domain, this - we could take all the offerings that I talked about, whether it's SAP, Oracle, PLM and other things. And, you know, we'd be able to take cybersecurity and our AI and data capabilities to ITC Infotech customers. That's on an offering angle.

I think together, you know, what we're also seeing is that that some of the deals, especially the transformation that are being given out as, you know, turnkey deals, you do have a little bit of better chance if you're a larger entity and we - and because you're able to string together all the capabilities required. And I think that is something that we would be able to - both sides would be able to take to customers and so we'll get synergies out of this from a, you know, large deal perspective.

And then if you look at our partner ecosystem, given that we'll be a INR7,000-crores Company, I think what we offer to our partners, whether it is Microsoft or ServiceNow or PTC or Amazon, Google, all of these companies, we'd become a much more important partner to them. We have good relationships, but I think what we'll be able to deliver, both in terms of revenue to the partners as well as, you know, help with their implementations would be much more. And I see us being able to leverage that better.

And then, you know, from an AI angle, both sides have been focused on AI, but if you look at ITC, they've got a lot of depth in physical and plant AI, whereas Happiest Minds is more on the digital and, you know, data-related AI and generative AI. So, again, there is a fair bit of, you know, cross-sell and leverage that we could do from an AI perspective as well.

Amit Chandra: Okay. And sir, like, one last question. So, obviously, you know, in these kind of integrations, obviously, we see that there is attrition on the, you know, sales team. So, like, maybe in the, like, tech side, there can be integration. But on the sales side, you know, we see that we should have an incentive plan or maybe a clear, you know, cut sales incentive plan for the sales people to just, like, stay through.

But as we are not having, you know, a big overlap of clients, maybe that is not a bigger problem, but still any strategy you have to, you know, on the sales team side? How to how to keep the sales team for both the companies intact? And for ITC Infotech, you know, what would be the sales strength there?

Joseph Anantharaju: So, at a high level, you know, as with the integration and the integration plan, Amit, those aspects would be discussed, you know, once we get past the Competition Commission stage or phase that had mentioned. But what we're both sides have committed to is to ensure that, you know, since the one of the reasons for, you know, moving forward on this transaction was, the deep strengths both sides bring to the table and complementary areas and we don't want to lose any of that, whether it's on the business side or on the delivery side.

So, one of the commitments we made is to make sure that we retain all of our people and, that way, be able to deliver the value to our customers. Some of what you mentioned would be part of the discussions and plan once we sit together and start, you know, figuring out what the integrated structure, plan and responsibilities would look like.

Amit Chandra: Okay, sir. Thank you and all the best for the transaction. Thank you.

Joseph Anantharaju: Sure. Thank you very much.

Moderator: Thank you. Next question comes from the line of Anjali Sinha with Macquarie. Please go ahead.

Anjali Sinha: Hello. Sir, can you hear me?

Venkatraman N: Yes.

Joseph Anantharaju: Sure.

Anjali Sinha: Yes. I have two questions. One, on the time and material contract, how would the merged entity be in terms of the mix?

Venkatraman N: Anjali, we have not gone to that level of granularity. Yes, we will you know, ITC Infotech has been an unlisted Company, so we have only at the high-level pro forma numbers. We'll have those numbers tied down to the last bit to the same similar to what how we disclose our financials in time. But it should be largely in the range of what we have.

Anjali Sinha: Okay. The second question, and maybe you already discussed this and I missed it, but is there any kind of contract the top management has in terms of number of years they have to continue post the merger or any kind of like firm commitment?

Venkatraman N: Nothing of that sort. The whole idea has been to bring together the companies, people work together and there's meeting of minds on that. Now, post the Competition Commission approval, we'll have a plan structured and we'll walk we'll work forward on work together to make that, you know, a successful, integrated Company as we go forward, Anjali. It's there's no specific contract, nothing.

Anjali Sinha: Okay. Thank you so much.

Moderator: Thank you. Next question comes from the line of Sushovan with Anand Rathi. Please go ahead.

Sushovan: Hi. Is my voice audible?

Venkatraman N: Yes, very clear.

Joseph Anantharaju: Yes.

Sushovan: Hi. Just two questions. One is, how much is the contribution of ITC in the ITC Infotech revenues because it's CPG, retail contribution is significantly high there, ITC and affiliates? That's one. And the second is, I mean, if you could just walk us through the process of how the open offer was not triggered in this entire thing, if you could just explain that. I think these were the two questions. Thank you.

Venkatraman N: ITC is not a not a very significant portion. It's yes, the hotels and there's a little bit of related party transaction. If you check on their filed financials, they have given a proper disclosure for that, Sushovan. So, it's a disclosed number.

As far as open offer, it triggers only when there is a stake or a control of more than 24% is what I understand. So, there is no it's first is it's an 11% at that at the time of, you know, CCI approval and another 11% later, it's only 22%, so it doesn't trigger the open offer, and followed by the merger.

Sushovan: Sure. Thank you, sir.

Venkatraman N: Sure.

Moderator: Thank you. Next question comes from the line of Rajesh Sharma with Patni Financial Advisors. Please go ahead.

Rajesh Sharma: Hi. Most of the questions already been answered. The two questions from the employees and the cost synergies. The combined entities will have 19,000 employees. How you see the duplications? Will this merger will impact reduction in employment, slower hiring or how you going to see this whole thing about the employee engagement with the both entities to be together? And second, when I see the on the power presentation, where implied value is 405. So why the stack sell is 390 and 395? Thank you.

Joseph Anantharaju: Hello. Sure. I'll take the first question and then I'll let Venkat take the question on the valuation. So from a I think we will get some synergies out of the 19,000 employees that we have in terms of better utilization, leveraging capabilities and other things. But as we as I mentioned earlier, we've not gone down to that level because all the discussions have been at a high level and we're waiting for the next phase to be completed before we get into more details and start that discussion.

And some of the operational synergies would only get realized once the merger takes place. I think the bigger focus immediately once we get pass the Competition Commission is to look at how do we really cross-sell and deliver more value to customers and also have impact on the top line and on revenues. That would be the immediate goal and objective. Venkat, you want to take the question on the valuation, Venkat?

Venkatraman N: Yes. On the price, it is it was cash one being the cash price, which is because the first 11% was is at INR390 if you do the calculation of the total amount divided by number of shares and the second tranche is at INR400. And that's how there's an average price of INR395 for Ashok.

Whereas INR405 is the implied valuation or whatever the outcome of a valuation exercise conducted by PwC and Grant Thornton and opined on by ICICI Securities.

That's more on the valuation to come to a threshold sorry to get to the value a base value, which is then used as a comparison to the value arrived for ITC Infotech for the share swap. INR405 is yes, I would say, the assessed value and but the transacted value is at about INR395. It's about INR10 lesser.

Rajesh Sharma: Okay. Thank you. All the best.

Venkatraman N: Thank you.

Moderator: Thank you. Next question comes from the line of Darshita Jain, an Individual Investor. Please go ahead.

Darshita Jain: Hi. Am I audible?

Venkatraman N: Yes, you are.

Joseph Anantharaju: Yes.

Darshita Jain: Yes. Thank you so much for taking my question. My first question to you is regarding that please give us some more color on the shift towards the AI-led services and how does ITC Infotech's capabilities will complement Happiest Minds' AI and digital portfolio? And post the merger is completed, how much of the AI revenue can be expect to the total revenue, the percentage of AI revenue contribution to the total revenue?

Joseph Anantharaju: Sure. So if you look at the capabilities of both companies from an AI perspective, I think if you look at Happiest Minds, our strength is more on the digital part of AI and data, more on the I would say, the software part of it. And if you look at ITC Infotech, even given their strength in Industry 4.0, PTC and PLM and manufacturing, they bring in a lot of capabilities on the physical and manufacturing and industrial AI. And if you put both of these capabilities together, it makes it much more compelling.

Both companies have a lot of focus on leveraging AI for productivity and they have both of us have our own platforms. We have Rel (AI)Build at Happiest Minds. If you look at ITC Infotech, they have IQStudio and K-Fabrik. So we will be looking at how do we really harmonize both of these and add value to our customers.

I think the heartening part is that both companies have acute focus on AI and have made quite a bit of investments in AI. And if you can bring both of these together, it'll make it that much more attractive to our end customers.

Darshita Jain: Right. But if you can just quantify on the number as to how much contribution can we expect from the AI?

Joseph Anantharaju: So I think, again, all of these things, as Venkat pointed out when there was a question on numbers in some other area, I think those are some of the discussions and the depth to which we will go in a couple of months, when we start engaging much more in a much more granular manner and have increased level of conversations, Darshita.

Darshita Jain: Thanks, sir. My next part of question to you is about the beyond the headline USD1 billion revenue USD1 billion target, what gives us the confidence of the visibility of growth coming in the next two to three years? What parameters can we expect to see the growth on? Is it the order book or the large deal pipeline or the cross-selling opportunities? Where should be investors focus on in the coming two to three years beyond the USD1 billion target?

Joseph Anantharaju: Yes. So I think, again, we'll probably when we talk next, I think we'll have more details that maybe in the January investor call, right, depending on when the Competition Commission approval comes through. But apart from the overall growth and the billion-dollar headline number, I would say two, three things that we would I would be looking at.

One is that we'll have to develop a cross-sell index and see to what extent we are cross-selling. That becomes very important, right? The second element would be the number of large deals that proposals that we would be able to generate based on the broader set of offerings and the conversion as well. If there's been a movement or change in both the pipeline generation and the pipeline conversion.

And I think order booking and TCV would be another area that we would be closely looking at to see if there's a significant jump in the value of the TCV and order book. So those are some of the parameters that I would be looking at but I think we'll probably come up with a more detailed answer in the next few months.

Darshita Jain: Thanks, sir. Those were my questions. Thank you so much for answering them.

Joseph Anantharaju: Thank you.

Moderator: Thank you. The next question comes from the line of Ashish Das with Systematix. Please go ahead.

Ashish Das: Hi. Hope I'm audible?

Venkatraman N: Yes.

Ashish Das: Okay. So one thing, even after ITC Infotech acquiring 22.1% stake from the promoter group, what I can see in your presentation that the promoter of Happiest Minds also hold 7.6% post-merger. Could you just explain what is the reason and even if why did not he sell all the stakes and will it create future selling pressure?

Venkatraman N: In terms of the transaction, the structure was one of where he was looking to get partial liquidity, like I said earlier on the call. So that was met through this 22% sale and he gets the cash. As for the rest, he's partaking the gains of the future growth with the rest of the Happiest Minds shareholders. That's one reason. Second reason is also, if ITC buys all the shares then there is some things like minimum public shareholding, which needs to be complied with, right?

As a listed Company, your 25% has to be always with minimum has to be with public shareholders, which is why post acquisition and merger, sorry, post-acquisition of this 22% and merger, ITC is at 73.6% and the public shareholders are at about 26.6%, 74%, 26% and within the MPS requirements as they say. And it is the same reason why the merger is happening of Happiest Minds into ITC Infotech rather than ITC Infotech into Happiest Minds because of the same merger condition.

Ashish Das: Second question on the valuation framework. What I can see you Happiest Minds got the multiple of 15.1x in EV/EBITDA, while ITC Infotech got the valuation of 13.6x in FY26 EV/EBITDA. What could be the reasons like Happiest Minds got the higher valuation?

Venkatraman N: That is how it's been done by independent valuers. We are AI-led, more there is a sort of more of the recency in the kind of business we do or the growth rates that we have shown in the last five years different being a listed Company.

So there are multiple reasons why you get a premium in the valuation and they have also got value they have got very nice list of customers. So there are pluses and minuses on both sides. There are comparable market. There are a lot of conditions that they have taken and finally come to this assessment, Ashish.

Ashish Das: Okay. My last question is on ITC presentation what I see that the Company expects 100 bps margin expansion post-merger. So how that expansion will happen and what could be the timeline if you can guide us that will help us?

Venkatraman N: That margin expansion will happen through scale. The scale difference brings in you are able to defray your SG&A cost over a much larger base. It's actually ITC Infotech is almost 2.1x -- 2.17x larger than us in revenues. So it brings efficiencies and we share we work in the same geographies, so that'll call we can we can consolidate some of the offices, some of the space that is required from where we work.

There are in the same place we may have two buildings, all of that. So there are lots of opportunities which comes with scale. So we'll be looking at many of them. And also operating efficiencies. Today they are carrying bench, we are carrying bench.

There will be a lot more of ability to come together with how do we deploy people more swiftly, improved turnaround of time on getting people deployed. All of that efficiencies will be there when we look forward. There are a lot of low-hanging possibilities that have been taken while coming into that sort of a thing is what I'm assuming.

Ashish Das: Okay. Got it. Thank you so much for answering my questions.

Moderator: Thank you. Next question comes from the line of Rishi Jhunjhunwala with IIFL. Please go ahead.

Rishi Jhunjhunwala: Yes. So just one question. There seems to be some sort of a rights issue by ITC into ITC Infotech, which is going to happen after, whatever the valuation has been decided for this merger. Can you explain the dynamic, what exactly is happening there?

Venkatraman N: Yes, because the shares are going to be purchased by ITC Infotech, so they'll need the money. So ITC will be putting they are the 100% shareholders of ITC Infotech, so they'll be subscribing to a rights issue capitalizing Infotech, which will then make this transaction with Mr.

Soota. And that has been considered. There is no valuation implication because of that and even if it is there, that has been considered in the ratios.

Rishi Jhunjhunwala: Okay. Thank you.

Moderator: Thank you. Ladies and gentlemen, that was the last question for today. We have reached the end of question-and-answer session. I would now like to hand the conference over to Ms. Priyanka Sharma for closing comments.

Priyanka Sharma: Thank you, operator, and thank you, everyone, for joining us today and for your continued interest and support to Happiest Minds Technologies. We appreciate your engagement and thoughtful questions regarding this significant milestone in our journey. Should you have any further queries, please feel free to reach out to the Investor Relations handle at ir@happiestminds.com. We would again like to thank JM Financial for facilitating today's call. Thank you all once again and have a great day ahead. Bye-bye.

Venkatraman N: Thank you.

Joseph Anantharaju: Thank you.

Moderator: On behalf of Happiest Minds Technologies Limited, that concludes this conference. Thank you for joining us. You may now disconnect your lines.