

July 29, 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: HAPSTMNDS

Dear Sir/Madam,

Sub: Outcome of the Annual General Meeting (AGM)

Further to our letter dated July 04, 2025, sharing copy of the Notice of the 14th AGM of the Company dated July 04, 2024, we confirm that the AGM as scheduled was held today i.e., July 29, 2025, and the business mentioned in the said Notice were duly transacted.

In this regard, please find enclosed the proceedings as required under Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

The transcript of the AGM will be made available on the website of the Company <https://www.happiestminds.com/investors/agm-and-annual-report/> in due course.

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

Summary of the proceedings of 14th AGM of Happiest Minds Technologies Limited

The 14th Annual General Meeting (“**AGM**”) of the members of Happiest Minds Technologies Limited (“**the Company**”) was held on Tuesday, July 29, 2025 at 4:00 P.M (IST) through video conferencing /other audio-visual means (“**VC**”). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) in this regard and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

Directors and KMP present (all present through VC):

Mr. Ashok Soota	Chairman & Chief Mentor (Bengaluru, India)
Mr. Joseph Anantharaju	Co-Chairman & CEO (Bengaluru, India)
Mr. Venkatraman N	Managing Director (Bengaluru, India)
Mr. Rajendra Kumar Srivastava	Lead Independent Director (Bengaluru, India)
Ms. Anita Ramachandran	Independent Director (Bengaluru, India)
Ms. Shuba Rao Mayya	Independent Director (Bengaluru, India)
Mr. Mittu Sridhara	Independent Director (Bengaluru, India)
Mr. Anand Balakrishanan	Chief Financial Officer (Bengaluru, India)
Mr. Praveen Kumar D	Company Secretary & Compliance Officer (Bengaluru, India)

Other Invitees in attendance (all present through VC):

Mr. Girish Bagri (Partner)	M/s. Deloitte Haskins & Sells LLP
Ms. Priyanka Jain (Manager)	Statutory Auditors (Bengaluru, India)
Mr. V Sreedharan (Partner)	M/s. V Sreedharan & Associates
Mr. Pradeep B. Kulkarni (Partner)	Secretarial Auditor/Scrutinizer (Bengaluru, India)

Quorum of the Meeting:

A total of 52 members attended the meeting through VC.

The meeting commenced at 4:00 PM (IST) and concluded at 5:33 PM (IST) (including time allowed for e- voting at AGM).

Proceedings of the Meeting:

Mr. Ashok Soota chaired the meeting. The Chairman extended a warm welcome to all members, auditors and other invitees who joined the meeting through VC. He confirmed that the Company had taken all feasible efforts to enable members to participate through VC and vote on the items being considered for the meeting.

After declaring that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman then introduced the Directors & KMPs of the Company to the members. All the Directors & KMPs of the Company had attended the meeting. The Company Secretary provided general instructions to members regarding participation in the meeting and to cast their votes through insta-poll.

The Chairman then addressed the members covering the summary/highlights of Chairman's letter that was earlier circulated as part of Integrated Annual Report. The Managing Director made a presentation to the members on the financial performance of the Company during the financial year ended March 31, 2025. The Company Secretary then provided the summary of the statutory auditors' report and secretarial audit report for the financial year ended March 31, 2025.

The Chairman thereafter took the Notice of AGM, Statutory Auditors' report, Secretarial Audit report and Board's Report as read and read out the following items of business, as per the Notice of AGM:

Sr. No.	Description of Resolutions	Type of resolution
Ordinary Business		
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of Board of Directors and the Auditors thereon.	Ordinary
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.	Ordinary
3	To declare a final dividend of Rs. 3.50/- per share on equity shares for the financial year ended March 31, 2025.	Ordinary
4	To appoint a Director in place of Mr. Ashok Soota (DIN: 00145962) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary
Special Business		
5	To appoint M/s V Sreedharan & Associates, Company Secretaries, Bengaluru as Secretarial Auditors of the Company to hold office from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting and to fix their remuneration.	Ordinary
6	To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013, exceeding the limit prescribed under the said Act	Special

	by more than ₹ 500 Crores (Rupees Five Hundred Crores only) or the fixed limit of ₹ 1,000 Crores (Rupees One Thousand Crores only), whichever is higher.	
7	To create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future in favour of any banks, financial institutions, or any other lender(s), agent(s) or Trustee(s), for securing the borrowing availed or to be availed by the Company.	Special
8	To re-appoint Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director of the Company for a second term of five (5) years from June 4, 2025 to June 3, 2030 at the existing terms and conditions.	Special
9	To continue Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director who shall attain the age of 75 years on June 17, 2026, during his second term.	Special
10	To re-appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent Non-Executive Director of the Company for a second term of five (5) years from June 4, 2025 to June 3, 2030 at the existing terms and conditions.	Special
11	To re-appoint Ms. Shuba Rao Mayya (DIN: 08193276) as an Independent Non-Executive Director of the Company for a second term of five (5) years from June 4, 2025 to June 3, 2030 at the existing terms and conditions.	Special
12	To approve commission payable to Non-Executive Directors for a period of five years from April 1, 2025 to March 31, 2030, as the Board may determine, subject to a maximum of 1% of Net Profits of the Company in any financial year.	Special

The Chairman clarified that since all the Resolutions have been already put to vote through remote e-voting, there will be no proposing and seconding of the Resolutions and that there would be no voting by show of hands. Members were then provided with a facility to ask questions or express their views through VC. Responses were duly provided to the queries raised by the members.

The Chairman thanked all the members for their queries and views and then announced opening of insta-poll for the members who had not already cast their vote by means of remote e-voting, which was made available for fifteen minutes.

The Board of Directors had appointed M/s. V Sreedharan & Associates as the Scrutinizer to supervise the e-voting process and the Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company. The details of the voting results (remote e-voting and e-voting at the AGM through insta-poll) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

Thanking you,

Yours faithfully,

For **Happiest Minds Technologies Limited**



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