

July 30, 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,

Subject: Disclosure under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

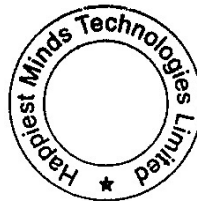
Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results along with the Scrutinizer report for the business transacted at the 14th Annual General Meeting of the members of the Company held on Tuesday, the 29th day of July, 2025 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means ("VC").

Based on the consolidated report from the Scrutinizer, Mr. V Sreedharan (FCS) from M/s V Sreedharan and Associates, Practicing Company Secretaries, as annexed herewith, all resolutions as set out in the Notice of the said AGM have been approved by the members with requisite majority.

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

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

	HAPPIEST MINDS TECHNOLOGIES LIMITED
Date of the AGM/EGM	29-07-2025
Total number of shareholders on record date	691014
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	50

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - 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.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,180	6.5874	39,88,587	593	99.9851	0.0148	0	484
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,703	6.6675	40,37,110	593	99.9853	0.0147	0	484
Total		15,22,74,811	9,29,18,438	61.0202	9,29,17,845	593	99.9994	0.0006	0	484

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - 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.									
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	Votes Invalid	Votes Abstained
	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0

Promoter and Promoter Group	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,180	6.5874	39,88,587	593	99.9851	0.0148	0	484
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,703	6.6675	40,37,110	593	99.9853	0.0147	0	484
	Total	15,22,74,811	9,29,18,438	61.0202	9,29,17,845	593	99.9994	0.0006	0	484

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend on equity shares for the financial year ended March 31, 2025									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,180	6.5874	39,88,633	547	99.9862	0.0137	0	484
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,703	6.6675	40,37,156	547	99.9865	0.0135	0	484
	Total	15,22,74,811	9,29,18,438	61.0202	9,29,17,891	547	99.9994	0.0006	0	484

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Ashok Soota (DIN: 00145962) who retires by rotation and, being eligible, offers himself for re-appointment									
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	Votes Invalid	Votes Abstained

Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	1,81,63,666	35,22,498	83.7569	16.2430	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	1,81,63,666	35,22,498	83.7569	16.2431	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,181	6.5874	39,86,601	2,580	99.9353	0.0646	0	483
	Poll		48,523	0.0801	39,710	8,813	81.8374	18.1625	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,704	6.6675	40,26,311	11,393	99.7178	0.2822	0	483
Total		15,22,74,811	9,29,18,439	61.0202	8,93,84,548	35,33,891	96.1968	3.8032	0	483

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Secretarial Auditors of the Company and to fix their remuneration									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,88,881	6.5869	39,87,551	1,330	99.9666	0.0333	0	783
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,404	6.667	40,36,074	1,330	99.9671	0.0329	0	783
Total		15,22,74,811	9,29,18,139	61.0200	9,29,16,809	1,330	99.9986	0.0014	0	783

Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	1,47,55,708	69,30,456	68.0420	31.9579	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	1,47,55,708	69,30,456	68.0420	31.9580	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,64,596	6.5468	39,63,142	1,454	99.9633	0.0366	0	25,068
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,13,119	6.6269	40,11,665	1,454	99.9638	0.0362	0	25068
Total	15,22,74,811	9,28,93,854	61.0041	8,59,61,944	69,31,910	92.5378	7.4622	0	25068	

Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	1,49,01,694	67,84,470	68.7152	31.2847	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	1,49,01,694	67,84,470	68.7152	31.2848	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,181	6.5874	39,88,282	899	99.9774	0.0225	0	483
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,704	6.6675	40,36,805	899	99.9777	0.0223	0	483
Total	15,22,74,811	9,29,18,439	61.0202	8,61,33,070	67,85,369	92.6975	7.3025	0	483	

Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,12,42,616	4,43,548	97.9546	2.0453	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,12,42,616	4,43,548	97.9547	2.0453	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,181	6.5874	39,86,506	2,675	99.9329	0.0670	0	483
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,704	6.6675	40,35,029	2,675	99.9337	0.0663	0	483
Total		15,22,74,811	9,29,18,439	61.0202	9,24,72,216	4,46,223	99.5198	0.4802	0	483

Resolution No.										
	9									
Resolution required: (Ordinary/ Special)										
	SPECIAL - To continue Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director who shall attain the age of 75 years during his second term									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,12,78,323	4,07,841	98.1193	1.8806	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,12,78,323	4,07,841	98.1193	1.8807	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,186	6.5874	39,86,152	3,034	99.9239	0.0760	0	478
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,709	6.6675	40,34,675	3,034	99.9249	0.0751	0	478
Total		15,22,74,811	9,29,18,444	61.0202	9,25,07,569	4,10,875	99.5578	0.4422	0	478

Resolution No.	10									
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent Non-Executive 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,08,58,073	8,28,091	96.1814	3.8185	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,08,58,073	8,28,091	96.1815	3.8185	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,186	6.5874	35,84,684	4,04,502	89.8600	10.1399	0	478
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,709	6.6675	36,33,207	4,04,502	89.9819	10.0181	0	478
Total		15,22,74,811	9,29,18,444	61.0202	9,16,85,851	12,32,593	98.6735	1.3265	0	478

Resolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - To re-appoint Ms. Shuba Rao Mayya (DIN: 08193276) as an Independent Non-Executive 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,12,42,616	4,43,548	97.9546	2.0453	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,12,42,616	4,43,548	97.9547	2.0453	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,186	6.5874	39,86,579	2,607	99.9346	0.0653	0	478
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,709	6.6675	40,35,102	2,607	99.9354	0.0646	0	478

Total	15,22,74,811	9,29,18,444	61.0202	9,24,72,289	4,46,155	99.5198	0.4802	0	478
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Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - To approve commission to Non-Executive Directors									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,25,400	6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8057	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,43,91,785	2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,16,86,164	88.9077	2,16,86,164	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,05,57,626	39,89,036	6.5872	39,85,135	3,901	99.9022	0.0977	0	628
	Poll		48,523	0.0801	48,523	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		40,37,559	6.6673	40,33,658	3,901	99.9034	0.0966	0	628
Total	15,22,74,811	9,29,18,294	61.0201	9,29,14,393	3,901	99.9958	0.0042	0	628	

Certified Copy
For Happiest Minds Technologies Limited



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

**Form No. MGT-13****REPORT OF SCRUTINIZER**

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To

The Chairman of the Fourteenth Annual General Meeting (AGM) of the Equity Shareholders of “**Happiest Minds Technologies Limited**” held on Tuesday, July 29, 2025, at 4:00 PM through Video Conferencing (VC)/ Other Audio Visual Means.

Sir,

I, V Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of:

- (i) Scrutinizing the remote e-voting process and
- (ii) Scrutinizing the voting done through electronic voting system (“Instapoll”) at the AGM.

Both the above-mentioned voting is done under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Fourteenth Annual General Meeting of the Equity Shareholders dated June 30, 2025. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

We submit our report as under:

1. The remote E-Voting period remained open from 9:00 AM (IST) on Saturday, July 26, 2025, up to 5:00 PM on Monday, July 28, 2025.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to General Circular No., 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

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December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, read with circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, issued by the Securities and Exchange Board of India (Collectively referred to as “Circulars”)

3. The voting rights were reckoned as on Wednesday, July 23, 2025, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 29, 2025, at 5:36 PM.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through the e-voting facility provided by KFin Technologies Limited.
6. As per the information given by the Company / RTA, the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by KFin Technologies Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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a) **RESOLUTION No. 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 the Board of Directors and the Auditors thereon. - **Ordinary Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	500	8	508
Number of votes cast by them	9,28,69,322	48,523	9,29,17,845
% of total number of valid votes cast	99.99	100	99.99

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	15	00	15
Number of votes cast by them	593	00	593
% of total number of valid votes cast	0.01	0	0.01

(iii) Invalid Votes - NIL

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b) RESOLUTION No. 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 Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	500	8	508
Number of votes cast by them	9,28,69,322	48,523	9,29,17,845
% of total number of valid votes cast	99.99	100	99.99

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	15	0	15
Number of votes cast by them	593	0	593
% of total number of valid votes cast	0.01	0	0.01

(iii) Invalid Votes - NIL

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c) **RESOLUTION No. 3**

To declare final dividend on equity shares for the financial year ended March 31, 2025. -**Ordinary Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	501	8	509
Number of votes cast by them	9,28,69,368	48,523	9,29,17,891
% of total number of valid votes cast	99.99	100	99.99

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	14	0	14
Number of votes cast by them	547	0	547
% of total number of valid votes cast	0.01	0	0.01

(iii) **Invalid Votes - NIL**

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d) **RESOLUTION No. 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 Resolution**

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	446	7	453
Number of votes cast by them	8,93,44,838	39,710	8,93,84,548
% of total number of valid votes cast	96.20	81.84	96.20

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	75	1	76
Number of votes cast by them	35,25,078	8,813	35,33,891
% of total number of valid votes cast	3.8	18.16	3.8

(iii) **Invalid Votes - NIL**

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e) **RESOLUTION No. 5:**

To appoint Secretarial Auditors of the Company and to fix their remuneration. -

Ordinary Resolution

(i) Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	493	8	501
Number of votes cast by them	9,28,68,286	48,523	9,29,16,809
% of total number of valid votes cast	99.99	100	99.99

(ii) Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	21	0	21
Number of votes cast by them	1,330	0	1,330
% of total number of valid votes cast	0.01	0	0.01

(iii) **Invalid Votes - NIL**

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f) **RESOLUTION No. 6:**

To increase the borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013. -**Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	401	8	409
Number of votes cast by them	8,59,13,421	48,523	8,59,61,944
% of total number of valid votes cast	92.53	100	92.54

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	115	0	115
Number of votes cast by them	69,31,910	0	69,31,910
% of total number of valid votes cast	7.47	0	7.46

iii. Invalid Votes - NIL

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g) RESOLUTION No. 7:

Approval to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future. -**Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	424	8	432
Number of votes cast by them	8,60,84,547	48,523	8,61,33,070
% of total number of valid votes cast	92.69	100	92.70

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	94	0	94
Number of votes cast by them	67,85,369	0	67,85,369
% of total number of valid votes cast	7.31	0	7.30

iii. Invalid Votes - NIL

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h) RESOLUTION No. 8:

To re-appoint Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director of the Company. -**Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	456	8	464
Number of votes cast by them	9,24,23,693	48,523	9,24,72,216
% of total number of valid votes cast	99.52	100	99.52

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	60	0	60
Number of votes cast by them	4,46,223	0	4,46,223
% of total number of valid votes cast	0.48	0	0.48

iii. Invalid Votes - NIL

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i) **RESOLUTION No. 9:**

To continue Mr. Rajendra Kumar Srivastava (DIN: 07500741) as an Independent Non-Executive Director who shall attain the age of 75 years during his second term. -**Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	455	8	463
Number of votes cast by them	9,24,59,046	48,523	9,25,07,569
% of total number of valid votes cast	99.56	100	99.56

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	61	0	61
Number of votes cast by them	4,10,875	0	4,10,875
% of total number of valid votes cast	0.44	0	0.44

iii. Invalid Votes - NIL

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j) RESOLUTION No. 10:

To re-appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent Non-Executive Director of the Company. -**Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	452	8	460
Number of votes cast by them	9,16,37,328	48,523	9,16,85,851
% of total number of valid votes cast	98.67	100	98.67

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	70	0	70
Number of votes cast by them	12,32,593	0	12,32,593
% of total number of valid votes cast	1.33	0	1.33

iii. Invalid Votes - NIL

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k) RESOLUTION No. 11:

To re-appoint Ms. Shuba Rao Mayya (DIN: 08193276) as an Independent Non-Executive Director of the Company. -**Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	459	8	467
Number of votes cast by them	9,24,23,766	48,523	9,24,72,289
% of total number of valid votes cast	99.52	100	99.52

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	57	0	57
Number of votes cast by them	4,46,155	0	4,46,155
% of total number of valid votes cast	0.48	0	0.48

iii. Invalid Votes - NIL

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I) RESOLUTION No. 12:

To approve commission payable to Non-Executive Directors. **-Special Resolution**

i. Voted in favour of Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	480	8	488
Number of votes cast by them	9,28,65,870	48,523	9,29,14,393
% of total number of valid votes cast	99.99	100	99.99

ii. Voted against the Resolution:

Particulars	Remote E-voting	E-Voting at the AGM (Instapoll)	Total
Number of Members voting	36	0	36
Number of votes cast by them	3,901	0	3,901
% of total number of valid votes cast	0.01	0	0.01

iii. Invalid Votes - NIL

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8. A list of Equity shareholders who voted “FOR” and “AGAINST” the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.

9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shared to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For V Sreedharan & Associates

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(V Sreedharan)

Partner

FCS 2347; CP No. 833

Date: July 30, 2025

Place: Bengaluru

UDIN: F002347G000897551

Peer Review Certificate No:5543/2024