

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

June 05, 2024

Listing Compliance & Legal Regulatory BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Stock Code: 543227, 974728, 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,

Sub: Notice of the 13th Annual General Meeting (AGM)

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the AGM of the members of the Company to be held on Friday, the 28th day of June, 2024 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means without the physical presence of the members at a common venue, which is being circulated to our members by email.

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

This is for your information and records.

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



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



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HAPPIEST MINDS NOTICE OF AGM 2024



HAPPIEST MINDS TECHNOLOGIES LIMITED

(CIN No.L72900KA2011PLC057931) Registered Office : #53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station), Bengaluru-560068, Karnataka, India P: +91 80 6196 0300, F: +91 80 6196 0700; Email: <u>investors@happiestminds.com</u>; Website: <u>www.happiestminds.com</u>

NOTICE OF THE 13TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth Annual General Meeting ("**AGM**") of the members of Happiest Minds Technologies Limited will be held on Friday, the 28th day of June, 2024, at 4.00 pm (IST) through Video Conference / Other Audio Visual Means ("**VC**") without the physical presence of the members at a common venue, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of Board of Directors and the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted."

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon, as circulated to the members, be and are hereby received, approved and adopted."

3. To declare final dividend on equity shares for the financial year ended March 31, 2024.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a final dividend @ Rs 3.25 /- per equity share (@162.5% on par value of Rs.2/- each), for the financial year ended March 31, 2024 be paid on equity shares of the Company to those members whose names appear on the Register of Members of the Company as on June 14, 2024 and in respect of shares held in electronic form, to the beneficial owners of the shares as on June 14, 2024 as per details furnished by the Depositories for this purpose."

4. To appoint a Director in place of Mr. Venkatraman Narayanan (DIN: 01856347) who retires by rotation and, being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Venkatraman Narayanan (DIN: 01856347), who retires by rotation as Director at this Meeting pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (**"Act"**) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification or re-enactment thereof, the Securities and Exchange Board of India Regulations, for the time being in force and subject to such other approvals, if and as may be required, Mr. Ashok Soota (having DIN No. 00145962), who has already attained the age of 70 years and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as Whole-time Director, designated as Executive Chairman for a further period of five (5) years from April 1, 2024 to March 31, 2029 at the existing terms and conditions with further liberty to the Board (which term shall be deemed to include the Nomination, Remuneration and Board Governance Committee, constituted by the Board) to alter from time to time, the terms and conditions, in such manner as may be agreed to between the Board and Mr. Ashok Soota in the best interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions of the Companies Act, 2013("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof, for the time being in force) and Articles of Association of the Company and subject to such further approvals as may be necessary and on such other term(s), condition(s), stipulation(s) and modification(s) as may be prescribed and specified while granting such approval(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate (together referred to as "Loans/Investments"), as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the Loans/Investments along with the Loans/Investments, proposed to be given or made by the Company, from time to time, shall not exceed, at any time, Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only) over and above the limits prescribed under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take, from time to time, all decisions and steps in respect of the Loans/Investments including the timing, amount and other terms and conditions of such Loans/Investments and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

Registered Office: #53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station), Bengaluru-560068, Karnataka, India Date: June 05, 2024 Place: Bengaluru By Order of the Board For **HAPPIEST MINDS TECHNOLOGIES LIMITED**

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

Notes:

- AGM of the Company is being conducted through VC in compliance with General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated October 07, 2023 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India read with the circulars issued earlier on the subject (collectively referred to as "Circulars"), which details the procedure and manner of holding AGM through VC and provide certain relaxations from compliance with Listing obligations.
- 2. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at #53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station), Bengaluru 560068, Karnataka, India, which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed to this Notice.
- 3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business under Agenda Item No. 5 and 6 of the notice, is annexed. The Board of Directors have considered and decided to include these Special Businesses at the AGM, as it was unavoidable in nature.
- 5. Details of the Director seeking appointment/re-appointment at the 13th AGM is provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
- 6. M/s. KFin Technologies Limited, Registrar & Transfer Agent of the Company ("RTA"), shall be providing the facility for voting and attending the AGM through VC. Members may note that the VC facility provided by RTA allows participation of upto 1,000 members on a first-come-first-served basis. The members (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination, Remuneration and Board Governance Committee and Stakeholders Relationship Committee, auditors, scrutinizers, etc. can attend the AGM without any restriction on account of first-come-first-served principle. Members can login and join 15 (fifteen) minutes prior to the scheduled time of meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. The detailed instructions for remote e-voting, participation in the AGM through VC and for e-voting during the AGM are provided in Annexure B attached to this Notice.

- 7. Institutional / Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote electronically either during the remote e-voting period or during the AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at sree@sreedharancs.com with a copy marked to investors@happiestminds.com.
- 8. In case of Joint Holders attending the AGM, only such Joint Holder whose name appears first in the order of names will be entitled to vote.
- 9. The Company has appointed Mr. V Sreedharan, Senior Partner (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Partner (FCS 7260; CP 7835) of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
- 10. A member logging-in to the VC facility using the remote e-voting credentials shall be considered for the record of attendance of such member at the AGM and such member attending the AGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11. The Register of Members and Transfer Book of the Company will be closed from Saturday, June 15, 2024 to Friday, June 28, 2024 (both days inclusive) for the purpose of AGM, annual closing and for determining entitlement of members for the final dividend for FY'24. Accordingly, Friday, June 14, 2024 would be the cut-off date for the purpose of reckoning the members/beneficial owners entitled to e-vote and attend the AGM through VC. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the said cut-off date.
- 12. The Board of Directors has recommended a final dividend of Rs 3.25 /- per equity share of Rs.2/- each for the financial year ended March 31, 2024, that is proposed to be paid on and after July 05, 2024, subject to the approval of the members at the ensuing AGM. Dividend will be paid as per the mandate registered with the Company or with their respective Depository Participants through electronic clearing service or warrants/at-par cheques or demand drafts, as the case may be.
- 13. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the RTA of the Company. Further details and relevant forms to update the above-mentioned are available on the Company's website at https://www.happiestminds.com/investors/disclosures/Information-to-be-provided-to-RTA-by-shareholders-holding-shares-in-physcial-form.pdf Members holding shares in Demat may contact their Depository Participant to update their email address, nominee and bank account details.

- 14. Dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at prescribed rates in the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to the category of members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed Rs.5,000/-. Members not falling in the said category can go through the detailed note with regard to the applicability of tax rates for various other categories of members and the documents that need to be submitted for nil or lower tax rate, which has provided the Company's website been on at https://www.happiestminds.com/investors/disclosures/.
- 15. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the Demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
- 16. In compliance with the Circulars, an electronic copy of the Notice of the AGM along with the Integrated Annual Report is being sent only by email to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested a physical copy of the same. The Notice calling the AGM and the Integrated Annual Report has been uploaded on the website of the Company at <u>www.happiestminds.com</u>. The Notice is also accessible from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at <u>www.bseindia.com</u> and <u>www.nseindia.com</u> respectively. The same is also available on the website of RTA at <u>https://evoting.kfintech.com/</u>.
- 17. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, May 31, 2024 have been considered for the purpose of sending the AGM Notice and the Integrated Annual Report. However, instructions have been given in Annexure B to enable those persons who become members subsequently to receive the AGM notice, Integrated Annual Report and login credentials.
- 18. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above, members holding shares in physical form are advised to dematerialize the shares with their Depository Participant.
- 19. The statutory documents (i.e., The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Certificate from the Secretarial Auditors of the Company under the SEBI (Share

Based Employee Benefits and Sweat Equity) Regulations, 2021, will be available electronically for inspection by the members during the AGM. Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. June 28, 2024. Members seeking to inspect such documents can send an email to <u>investors@happiestminds.com</u>.

20. Members seeking any information with regard to accounts or operations are required to write to the Company at least seven days prior to the date of meeting, so as to enable the Management to keep the information ready.

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

Item No. 5

In terms of Section 196 of the Companies Act, 2013 a managing director, manager, or whole-time director of a company who has attained the age of 70 years may continue to hold such post or be appointed to such post only upon approval by the members of the Company by passing a Special Resolution.

Mr. Ashok Soota (81) was appointed as an Executive Chairman and Director of the Company with effect from April 1, 2011, on a permanent basis, much before Section 196 as referred above was notified. He had attained the age of 70 years on 12 November 2012. Consequently, from the date of notification of Section 196 (2) of Companies Act, 2013 and in terms of said provision, he was appointed to hold office of managerial person for a term not exceeding 5 years i.e. from April 1, 2019 to March 31, 2024.

He is the Promoter of the Company and is widely recognized as one of the pioneering leaders of the Indian IT industry. As a serial entrepreneur, he has led both companies where he was founding Chairman to very successful IPOs: Happiest Minds (2020) and MindTree (2007). He has been the President of Confederation of Indian Industry (CII), a member of the Prime Minister's Task Force for IT and was on the Advisory Council for the World Intellectual Property Organization, Geneva. He is a Fellow of INAE and CSI and on the Board of Governors of Asian Institute of Management (AIM), Philippines. He is a recipient of multiple awards for IT Person of the year (Dataquest and Elcina) and Lifetime Achievement (Financial Express, Dataquest and Chiratae Ventures, earlier IDG) and ICSI Lifetime Achievement Award for Translating Excellence in Corporate Governance into Reality for the year 2022.

In April 2022, he announced the creation of Happiest Health, a knowledge, health & wellness enterprise. In April 2021, he launched SKAN, India's first private sector, non-profit organization exclusively dedicated to carry out medical research on ageing and neurological disorders. SKAN's areas of expertise include stem cells, gut microbiome, molecular biology and bioinformatics. SKAN has recently signed collaboration agreements with Cambridge University for stem cell research and Quadram Institute of Biosciences in UK for gut microbiome. He also established in 2011 Ashirvadam, a Trust for environmental projects and assistance to the needy. Ashok has been included in Forbes' Asia Top 15 list of philanthropists in 2022.

He is co-author of the national bestseller – "Entrepreneurship Simplified: From Idea to IPO". He has recently co-authored another book, 'Busted' which seeks to challenge many management myths and commonly accepted wisdom.

The Company wishes to retain his services, in light of his vast knowledge and experience, which has helped and guided the Company in the expansion of its operations and in reaching new milestones. Since his continuation as an Executive Chairman is very much essential to the Company, your Directors based on the recommendation of Nomination, Remuneration and Board Governance Committee have re-appointed Mr. Ashok Soota as Whole-time Director, designated as Executive Chairman, with effect from April 1, 2024, for a period of five (5) years, subject to the approval of members. Hence appropriate resolution has been placed before the members in the manner proposed in Agenda No.5, to be passed by way of a Special Resolution.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature proposing re-appointment of Mr. Ashok Soota as an Executive Director. The Company has also received requisite consent and declarations from Mr. Ashok Soota for his re-appointment, as required under the Act and rules made thereunder.

All other relevant details of Mr. Ashok Soota and information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India, are mentioned in Annexure A attached hereto.

This explanatory statement and the resolution at Item No. 5 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 & 196 of the Companies Act, 2013.

Except Mr. Ashok Soota, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

As per the provisions of Section 186 of the Companies Act, 2013 a company can, give or make Loans/Investments, directly or indirectly, for a sum exceeding 60% of the aggregate of paid-up share capital, free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account, whichever is higher, only upon obtaining approval of the members of the Company by a Special Resolution.

Over the years, the Company has been making various acquisitions in pursuit of strengthening its inorganic growth opportunities and all investments so made were well within the aforementioned limits. As on March 31, 2024, 60% of the paid-up share capital, free reserves and securities premium account of the Company amounts to Rs. 883.41 crores while 100% of its free reserves and securities premium account amounts to Rs. 1,442.48 crores. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for giving/making Loans/Investments is Rs. 1,442.48 crores. Till date, the aggregate of value of Loans/Investments totals to Rs 1313.37 crores and the remaining limit available with the Company is just Rs 129.11 crores.

In order to make optimum utilization of funds available with the Company and to fulfil the strategic initiatives and business objectives of the Company and considering the benefits that may accrue on the Company as a result of expansion of business through acquisitions, , the Board in its meeting held on May 06, 2024 has recommended to enhance the limit prescribed under Section 186(2) of the Act by seeking members approval.

Accordingly, consent of the members by way of a Special Resolution as set out in Agenda No. 6, is sought, to authorize the Board to give or make Loans/Investment over and above the limits provided under Section 186 of the Act by Rs. 2500,00,000/- (Rupees Two Thousand Five Hundred Crores only).

It may be noted that pursuant to Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 the item proposed in Agenda No. 6 can be transacted only by means of voting through a postal ballot unless the Company provides the facility of e-voting to its members. Since the Company has provided e-voting facility to transact the said business, the option of Postal Ballot is not provided.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, in the resolution set out in Agenda No. 6 of the Notice, except to the extent of their directorships and shareholding in the Company (if any).

Registered Office:

#53/1-4, Hosur Main Road, Madivala (Next to Madivala Police Station), Bengaluru-560068, Karnataka, India Date : June 05, 2024 Place : Bengaluru

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

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

Annexure A

Profile of Director being appointed at the AGM

(In pursuance to Reg. 36 (3) of the SEBI (LODR) Regulations and Secretarial Standard - 2)

Name of the Director	Mr. Venkatraman Narayanan	Mr. Ashok Soota
DIN No.	01856347	00145962
Date of birth (Age)	April 29, 1971 (53 years)	November 12, 1942 (81 years)
Date of appointment	He was first appointed on the Board on January 16, 2018 as Executive Director and on November 4, 2020 as MD & CFO	April 1, 2024 as Executive Chairman (He was first appointed on the Board on April 1, 2011 as Executive Chairman)
Qualification	B.Com, LLB, FCA	BE (Electrical) & MBA
Experience & expertise in specific functional areas	Over 30 years of experience in the areas of general management, operations, finance, & law. He has been associated with our Company since April 2015. Prior to joining us he was CFO at Sonata Software Limited, TeamLease Services Limited, Perot Systems TSI (India) Limited, Transworks Information Services Limited, MindTree Limited; Director Operations at Oracle and Consultant at Arthur Andersen.	Over 57 years of experience in the areas of general management, operations and entrepreneurship. He has been associated with our Company since April, 2011. Prior to joining us he was with Mindtree Limited as its Chairman and Chief Executive Officer and Wipro Limited as its Vice Chairman
Directorships held in other Companies in India	 Govardhan Trading Company Private Limited Aureustech Systems Private Limited PureSoftware Technologies Private Limited 	 Happiest Health Systems Private Ltd Happiest Business Services Private Ltd
Chairmanship / Membership of Committees held in other Companies in India	Nil	Nil

Relationship with other Directors and KMP	None	None
No. of Shares held in the Company (% to total capital)	5,50,000 (0.37%)	7,63,31,061 (50.13%)
No. of Board Meetings attended during FY'24	7 (Seven)	5 (Five)
Terms and conditions of appointment/reappointment	Not applicable	No special perquisites or benefits as a Director. All terms and conditions of appointment as per the employment agreement and applicable polices of the Company. As a Director he is liable to retire by rotation
Details of Remuneration sought to be paid	Not applicable	INR 1,97,73,600 per annum
Remuneration last drawn	Not applicable	INR 1,55,25,563 per annum

Note: The Directors have furnished consent/declarations for their appointment as required under the Companies Act and Rules made thereunder. For other details of the above Directors, please refer to the Report on Corporate Governance, which is a part of the Annual Report 2024.

Annexure B

Detailed instructions for remote e-voting, the process to receive notice and login credentials by the persons who become members after the cut-off date, participation in the AGM through VC, and for e-voting during the AGM

 Any person who becomes a Member of the Company after sending this Notice of AGM but on or before the cut-off date viz. Friday, June 14, 2024, can access the notice of AGM along with the Integrated Annual report for the financial year 2023-24 on the website of the Company <u>https://www.happiestminds.com/investors/</u>, website of stock exchanges i.e. BSE Limited <u>https://www.bseindia.com/</u> and National Stock exchange of Indian Limited <u>https://www.nseindia.com/</u> and on the website of RTA at <u>https://evoting.kfintech.com/</u>.

2. INSTRUCTION FOR REMOTE E-VOTING:

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations and applicable Circulars, the Company is offering the facility of remote e-voting to its Members. The facility of casting votes by a Member using a remote e-voting system before the AGM as well as during the AGM will be provided by Company's RTA – M/s KFin Technologies Limited.

(a) Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Option 1 – Login through Depositories

NSDL	CDSL
1. Members who have already registered and opted for IDeAS facility to follow below steps:	 Members who have already registered and opted for Easi / Easiest to follow below steps:
 (i) Go to URL:<u>https://eservices.nsdl.com</u> (ii) Click on the "Beneficial Owner" icon under 'IDeAS' section. 	 (i) Go to URL: <u>https://web.cdslindia.com/myeasitoken/home</u>/login; or URL: <u>www.cdslindia.com</u> and then go to Login and select New System Myeasi

	On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e- Voting" Click on the company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	 (ii) Login with user id and password. (iii) The option will be made available to reach e- Voting page without any further authentication. (iv) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.
2.	User not registered for IDeAS e-Services	2. User not registered for Easi/Easiest
	To register click on link: <u>https://eservices.nsdl.com (</u> Select "Register Online for IDeAS") or <u>https://eservices.nsdl.com/SecureWeb/Id</u> <u>easDirectReg.jsp</u> Proceed with completing the required fields.	 (i) Option to register is available at <u>https://web.cdslindia.com/myeasitoken/hom</u> <u>e/login</u> (ii) Proceed with completing the required fields.
(i) (ii) (iii) (iv)	redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	 3. First-time users can visit the e-Voting website directly and follow the process below: (i) Go to URL: www.cdslindia.com (ii) Click on the icon "E-Voting" (iii) Provide demat Account Number and PAN No. (iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. (v) After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress. (vi) Click on the company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
4.	Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.	



Option 2 - Login through Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website. For any technical issues, Members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to:	CDSL helpdesk by email to
<u>evoting@nsdl.co.in</u> or call at toll-free no.: 1800	helpdesk.evoting@cdslindia.com or call at
1020 990 or 1800 22 44 30	022- 23058738 or 22-23058542-43

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

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

Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from RTA which will include details of E-Voting Event Number (EVEN) i.e., 8038, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned URL.

Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgotten the

password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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

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

3. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING :

a) The remote e-voting facility will be available during the following period:

Start date and time	Tuesday, June 25, 2024 at 09.00 a.m IST
End date and time	Thursday, June 27, 2024 at 05.00 p.m IST

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, June 14, 2024 i.e. cut-off date, may cast their vote electronically.

- b) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled/blocked by RTA upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member(s), they shall not be allowed to change it subsequently or cast the vote again.
- c) In case of any query pertaining to e-voting, please refer Help' or 'FAQs' and 'User Manual for shareholders' available at the 'Download' section on the website (bottom corner) of our RTA at <u>https://evoting.kfintech.com/</u>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to <u>einward.ris@kfintech.com</u> for all e-voting related matters.

4. INSTRUCTIONS FOR E-VOTING AT E-AGM:

- a) Only those members who will be present in the e-AGM through video conference facility and have not cast their vote earlier through remote e-voting are eligible to vote through e-voting during the e-AGM.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.

- c) Upon the declaration by the Chairperson about the commencement of e-voting at e-AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- d) Members to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.
- e) The facility of Instapoll will be available during the time not exceeding 15 minutes from the commencement of e-voting as declared by the Chairman at e-AGM and can be used for voting only by those Members who hold shares as on the cut-off date viz. June 14, 2024, and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

5. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE E-AGM:

- a) Members will be able to attend the e-AGM through VC/OAVM provided by RTA at <u>https://emeetings.kfintech.com/</u> by clicking on the tab 'video conference' and using their remote e-voting login credentials shared through email. The link for e-AGM will be available in the Member's login where the event and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned in clause 2 of this Annexure.
- b) Members are encouraged to join the meeting through Laptops with Google Chrome for a better experience.
- c) Further, members will be required to use the camera, if any, and hence it is recommended to use the internet with a good speed to avoid any disturbance/glitch/garbling, etc. during the meeting.
- d) While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops, etc. may at times experience audio/video loss due to fluctuation in their respective networks. The use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- e) Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <u>https://emeetings.kfintech.com/</u> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from June 24, 2024 at 09.00 a.m IST up to June 26, 2024 at 05.00 p.m IST. Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and the maximum time per speaker will be restricted to 3 minutes.

The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., June 14, 2024.

- f) A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <u>https://cruat04.kfintech.com/emeetings/video/howitworks.aspx</u>
- g) Members who need technical or other assistance before or during the e-AGM can contact RTA by sending email to <u>emeetings@kfintech.com</u> or call at Helpline: 1800 309 4001 (toll-free).
- h) Due to limitations of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the e-AGM.

6. GENERAL INSTRUCTIONS FOR MEMBERS:

- a) The Chairperson shall formally propose to the Members participating through VC/OAVM facility to vote on the resolutions as set out in this Notice of 13th AGM (e-AGM) and shall also announce the start of the casting of the vote at AGM through the e-voting platform of our RTA KFin Technologies Limited and thereafter the e-voting at AGM will commence.
- b) The Scrutiniser shall, immediately after the conclusion of e-voting at the e-AGM, first count the votes cast during the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairperson of the Company or any person authorized in that respect, who shall countersign the same and thereafter announce the results of the e-voting. The results declared along with the scrutinizer's report shall be placed on the Company's website at <u>www.happiestminds.com/investors</u> and the website of RTA at <u>https://evoting.kfintech.com/</u> and shall also be communicated to the stock exchanges viz BSE Limited & National Stock Exchange of India Limited. where the shares of the Company are listed. The resolutions shall be deemed to be passed at the e-AGM of the Company subject to obtaining requisite votes thereto.

Summarized information at a glance:

Particulars	Details
Time and date of AGM	4.00 PM IST on Friday the June 28, 2024
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Book closure dates	From June 15, 2024 to June 28, 2024 (both days inclusive)
Record date for payment of final dividend	June 14, 2024
Final dividend recommended for FY'24	Rs. 3.25/- per equity share
Final dividend payout date, if approved by members	On or after July 05, 2024
Detailed information on TDS	https://www.happiestminds.com/investors/disclosures/
Cut-off date for e- Voting	June 14, 2024
E-voting Start time and date	Tuesday, June 25, 2024 at 09.00 a.m IST
E-voting end time and date	Thursday, June 27, 2024 at 05.00 p.m IST
E-voting website links (Please use as applicable to you)	<u>https://evoting.kfintech.com/</u> <u>https://eservices.nsdl.com</u> <u>https://web.cdslindia.com/myeasitoken/home/login</u>
E-voting Event Number (EVEN)	8038
Webcast and transcript	http://www.happiestminds.com/investors
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Limited Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana Email ids: <u>einward.ris@kfintech.com</u> <u>umesh.pandey@kfintech.com</u> Website: <u>https://www.kfintech.com</u> Toll free number : 1- 800-309-4001

About Happiest Minds Technologies

Happiest Minds Technologies Limited (NSE: HAPPSTMNDS), a Mindful IT Company, enables digital transformation for enterprises and technology providers by delivering seamless customer experiences, business efficiency and actionable insights. We do this by leveraging a spectrum of disruptive technologies such as: artificial intelligence, blockchain, cloud, digital process automation, internet of things, robotics/drones, security, virtual/ augmented reality, etc. Positioned as 'Born Digital . Born Agile', our capabilities span Product & Digital Engineering Services (PDES), Generative AI Business Services (GBS) and Infrastructure Management & Security Services (IMSS). We deliver these services across industry groups: Banking, Financial Services & Insurance (BFSI), EdTech, Healthcare & Life Sciences, Hi-Tech and Media & Entertainment, Industrial, Manufacturing, Energy & Utilities, and Retail, CPG & Logistics. The company has been recognized for its excellence in Corporate Governance practices by Golden Peacock and ICSI. A Great Place to Work Certified[™] company, Happiest Minds is headquartered in Bengaluru, India with operations in the U.S., UK, Canada, Australia, and the Middle East.





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Happiest Minds Notice of AGM 2024