

July 7, 2021

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

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 June 11, 2021 sharing copy of the Notice of the 10th AGM of the Company dated June 7, 2021, we confirm that the AGM as scheduled was held today i.e., July 7, 2021 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.

The transcript of the AGM will be made available on the website of the Company <https://www.happiestminds.com/investors/> 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 10th AGM of Happiest Minds Technologies Limited

The 10th Annual General Meeting (“**AGM**”) of the members of Happiest Minds Technologies Limited (“**the Company**”) was held on Wednesday, July 7, 2021 at 4.00 P.M (IST) through video conferencing and 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	Executive Chairman & Director (Bangalore, India)
Mr. Joseph Anantharaju	Executive Vice Chairman & Director (Seattle, USA)
Mr. Venkatraman N	Managing Director & CFO (Bangalore, India)
Mr. Rajendra Kumar Srivastava	Independent Director (Austin, Texas, USA)
Ms. Anita Ramachandran	Independent Director (Bangalore, India)
Ms. Shubha Rao Mayya	Independent Director (Bangalore, India)
Mr. Praveen Kumar D	Company Secretary & Compliance Officer (Bangalore, India)

Other Invitees in attendance (all present through VC):

Mr. Vikas Bagaria (Partner)	M/s. Deloitte Haskins & Sells LLP Incoming Statutory Auditors (Bangalore, India)
Mr. Sumit Mehra (Partner) Mr. Pradip Agarwal (Director - Audit and Assurance)	M/s. S.R Batliboi & Associates LLP Outgoing Statutory Auditors (Bangalore, India)
Mr. V Sreedharan (Sr. Partner) Mr. Pradeep B Kulkarni (Partner) Mrs. Devika Satyanarayana (Partner)	M/s. V Sreedharan & Associates Secretarial Auditor/Scrutinizer (Bangalore, India)

Quorum of the Meeting:

A total of 122 members attended the meeting through VC.

The meeting commenced at 4:00 PM (IST) and concluded at 5:03 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 under the current circumstances 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. Before starting the proceedings, he expressed his condolences to the entire country for the lives of many loved ones lost due to Covid-19 and observed 30 seconds pause and silence in honour and remembrance of all the departed souls.

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 Annual Report. The Managing Director & CFO made presentation to the members on the financial performance of the Company during the financial year ended March 31, 2021. The Company Secretary then provided the summary of the statutory auditors' report and secretarial audit report for the financial year ended March 31, 2021.

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, 2021 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, 2021 together with the Report of the Auditors thereon	Ordinary
3	To declare a final dividend of Rs.3 per share on equity shares for the financial year ended March 31, 2021	Ordinary
4	To appoint a Director in place of Mr. Venkatraman Narayanan (having DIN: 01856347) who retires by rotation and, being eligible, offers himself for re-Appointment	Ordinary
5	To appoint Auditors to hold office from the conclusion of the 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting,	Ordinary

	and to fix their remuneration	
Special Business		
6	To appoint Mr. Joseph Vinod Anantharaju (having DIN No. 08859640) as Director of the Company, liable to retire by rotation	Ordinary
7	To appoint Mr. Joseph Vinod Anantharaju (having DIN No. 08859640), as Whole-time Director of the Company designated as Executive Vice Chairman, for a period of five years from November 4, 2020 to November 3, 2025	Special
8	To appoint Mr. Venkatraman Narayanan (having DIN No. 01856347), as Managing Director and Chief Financial Officer of the Company, for a period of five years from November 4, 2020 to November 3, 2025	Special
9	To ratify and approve the 'Happiest Minds Employee Stock Option Scheme 2020', formulated and approved prior to the Initial Public Offering of the Company	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

