

June 23, 2023

Listing Compliance & Legal Regulatory
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Stock Code: 543227,974728 & 974820

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 12th 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 Monday, the 17th day of July, 2023 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





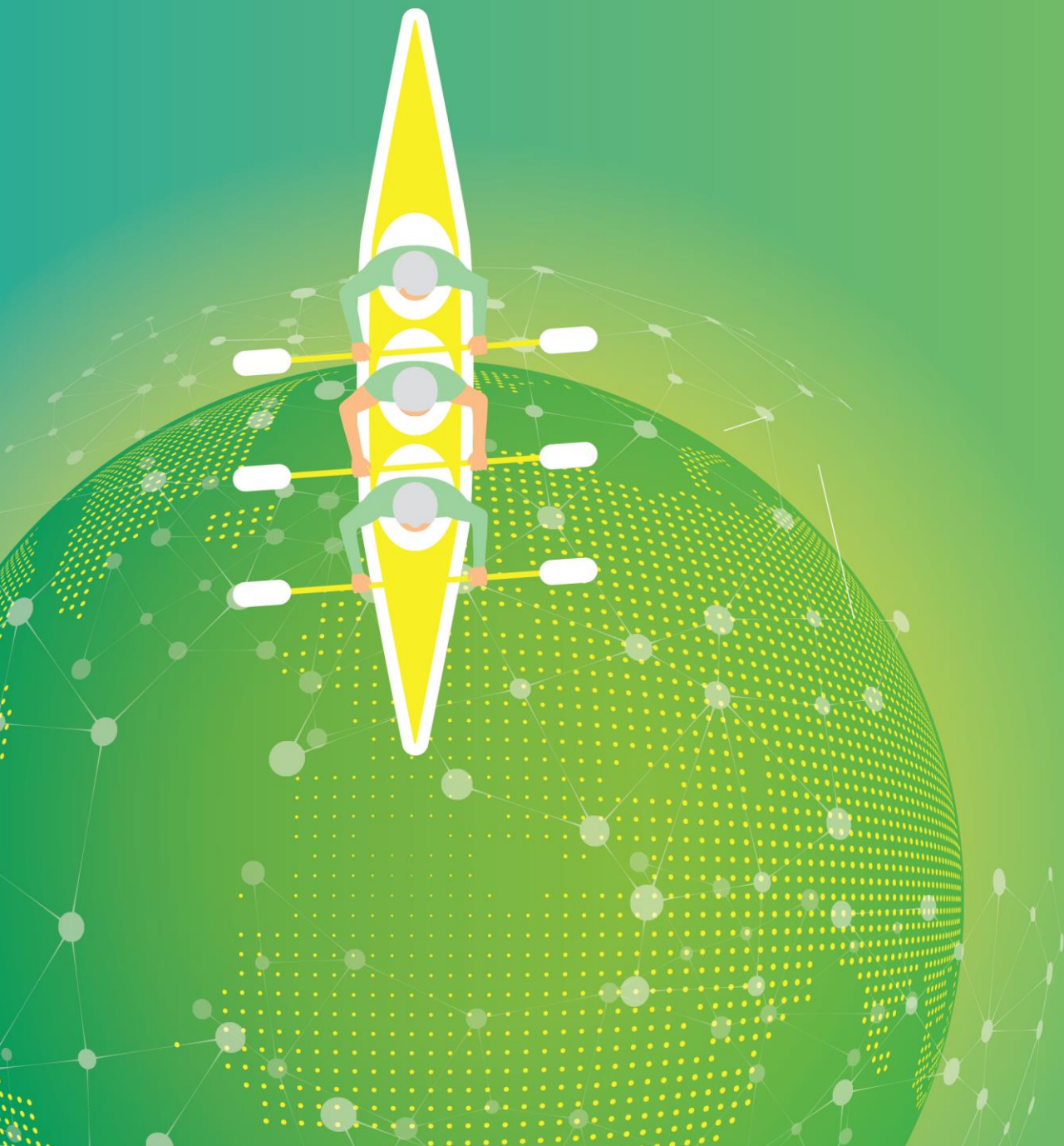
happiest minds

The Mindful IT Company

Born **Digital** . Born **Agile**

HAPPIEST MINDS

NOTICE OF AGM 2023





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: investors@happiestminds.com; Website: www.happiestminds.com

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting ("AGM") of the members of **Happiest Minds Technologies Limited** will be held on Monday, the 17th day of July, 2023 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, 2023, 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, 2023, 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, 2023, 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, 2023, 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, 2023.

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

"RESOLVED THAT a final dividend @ Rs 3.40 /- per equity share (@170% on par value of Rs.2/- each), for the financial year ended March 31, 2023 be paid on equity shares of the Company to those members whose names appear on the Register of Members of the Company as on July 7, 2023 and in respect of shares held in electronic form, to the beneficial owners of the shares as on July 7, 2023 as per details furnished by the Depositories for this purpose."

4. To appoint a Director in place of Mr. Joseph Vinod Anantharaju (DIN 08859640) 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. Joseph Vinod Anantharaju (holding DIN 08859640), 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.”

Registered Office:

#53/1-4, Hosur Main Road,
Madivala (Next to Madivala Police Station),
Bengaluru-560068, Karnataka, India
Date : June 16, 2023
Place : Bengaluru

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

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

Notes:

1. AGM of the Company is being conducted through VC in compliance with General Circular No. 10/2022 dated December 28, 2022 read with General Circular Nos. 14/2020, 17/2020, 20/2020, issued by Ministry of Corporate Affairs and Circular dated January 5, 2023 read with Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 issued by the Securities and Exchange Board of India (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. Details of the Director seeking appointment/re-appointment at the 12th 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.
5. 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.
6. 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.
7. 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.
8. The Company has appointed Mr. V Sreedharan, Practicing Company Secretary, Senior Partner of M/s V Sreedharan & Associates, Company Secretaries, Bengaluru (FCS 2347; CP 833) and in his absence Mr. Pradeep B Kulkarni, Practicing Company Secretary, Bengaluru (FCS 7260; CP 7835) or Ms. Devika Sathyanarayana (FCS 11323; CP No. 17024) Practicing Company Secretary, Bengaluru, Partners of the same firm, as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.

9. 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.
10. The Register of Members and Transfer Book of the Company will be closed from Saturday, July 8, 2023 to Monday, July 17, 2023 (both days inclusive) for the purpose of AGM, annual closing and for determining entitlement of members for the final dividend for FY'23. Accordingly, Friday, July 7, 2023 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.
11. The Board of Directors has recommended a final dividend of Rs 3.40 /- per equity share of Rs.2/- each for the financial year ended March 31, 2023 that is proposed to be paid on and from 24th July, 2023, 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.
12. 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-physical-form.pdf> Members holding shares in Demat may contact their Depository Participant to update their email address, nominee and bank account details.
13. 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 been provided on the Company's website at <https://www.happiestminds.com/investors/disclosures/>.
14. 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.
15. 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 www.happiestminds.com. The Notice is also accessible from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of RTA at <https://evoting.kfintech.com/>.
16. 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, June 16, 2023 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.

17. SEBI vide its notification 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.
18. 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) Regulations, 2014), 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. July 17, 2023. Members seeking to inspect such documents can send an email to investors@happiestminds.com.
19. 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.

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. Joseph Vinod Anantharaju 
DIN No.	08859640
Date of birth (Age)	March 1, 1971 (52 years)
Date of first appointment	November 4, 2020, as Whole-time Director
Qualification	BE, MBA
Experience & expertise in specific functional areas	Over 27 years of experience in the areas of strategy, sales & marketing, operations and management. Prior to joining the Company in 2011, he was associated with Mindtree Limited
Directorships held in other Companies in India	Nil
Chairmanship / Membership of Committees held in other Companies in India	Nil
Relationship with other Directors and KMP	None
No. of Shares held in the Company (% to total capital)	0.29%
No. of Board Meetings attended during FY'23	7

Note: The Director has furnished consent/declarations for his appointment as required under the Companies Act and Rules made thereunder. For other details of the Director, please refer to the Report on Corporate Governance, which is a part of the Integrated Annual Report 2023.

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

1. 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, July 7, 2023, can access the notice of AGM along with the Integrated Annual report for the financial year 2022-23 on the website of the Company <https://www.happiestminds.com/investors/>, website of stock exchanges i.e. BSE Limited <https://www.bseindia.com/> and National Stock exchange of Indian Limited <https://www.nseindia.com/> and on the website of RTA at <https://evoting.kfintech.com/>.
2. Members who have not registered their email address as a consequence of which the Integrated Annual Report, Notice of AGM, and e-voting instructions could not be serviced or who have become members post sending of this Notice of AGM, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

Members are requested to follow the process as guided in the above-mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, please write to inward.ris@kfintech.com

3. 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
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>i) Go to URL: https://eservices.nsdl.com ii) Click on the "Beneficial Owner" icon under 'IDeAS' section.</p>	<p>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <p>Go to URL: https://web.cdslindia.com/myeasitoken/home/login ; or</p>

<p>iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>iv) 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.</p>	<p>ii) URL: www.cdslindia.com and then go to Login and select New System Myeasi</p> <p>iii) Login with user id and password.</p> <p>iv) The option will be made available to reach e-Voting page without any further authentication.</p> <p>v) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>i) To register click on link: https://eservices.nsdl.com (Select "Register Online for IDeAS")</p> <p>or</p> <p>ii) https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>i) Option to register is available at https://web.cdslindia.com/myeasitoken/home/login</p> <p>ii) Proceed with completing the required fields.</p>
<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>i) Go to URL: https://www.evoting.nsdl.com/</p> <p>ii) Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>v) 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.</p>	<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <p>i) Go to URL: www.cdslindia.com</p> <p>ii) Click on the icon "E-Voting"</p> <p>iii) Provide demat Account Number and PAN No.</p> <p>iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>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.</p>
<p>4. Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for a seamless voting experience.</p> <div data-bbox="204 1601 774 1908" style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>	

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: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to helpdesk.evoting@cdslindia.com or call at 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: <https://evoting.kfintech.com/>

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., 7318, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned 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
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> 6614HMT12345678

4. OTHER GENERAL INSTRUCTION FOR REMOTE E-VOTING:

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

Start date and time	Friday, July 14, 2023 at 09.00 a.m IST
End date and time	Sunday, July 16, 2023 at 05.00 p.m IST

During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, July 7, 2023 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 <https://evoting.kfintech.com/>. Member may also call RTA at toll free number 1-800-3094-001 or send an e-mail request to einward.ris@kfintech.com for all e-voting related matters.

5. 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. July 7, 2023, and who are attending the meeting and who have not already cast their vote(s) through remote e-voting.

6. 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 <https://emeetings.kfintech.com/> 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 <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from July 13, 2023 at 09.00 a.m IST up to July 15, 2023 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., July 07, 2023.

- f) A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>
- g) Members who need technical or other assistance before or during the e-AGM can contact RTA by sending email to emeetings@kfintech.com 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.

7. 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 12th 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 www.happiestminds.com/investors and the website of RTA at <https://evoting.kfintech.com/> 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 Monday the July 17, 2023
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Book closure dates	From July 8, 2023 to July 17, 2023 (both days inclusive)
Record date for payment of final dividend	July 7, 2023
Final dividend recommended for FY'23	Rs. 3.40/- per equity share
Final dividend payout date, if approved by members	On or after July 24, 2023
Detailed information on TDS	https://www.happiestminds.com/investors/disclosures/
Cut-off date for e-Voting	July 7, 2023
E-voting Start time and date	Friday, July 14, 2023 at 09.00 a.m IST
E-voting end time and date	Sunday, July 16, 2023 at 05.00 p.m IST
E-voting website links (Please use as applicable to you)	https://evoting.kfintech.com/ https://eservices.nsdl.com https://web.cdslindia.com/myeasitoken/home/login
E-voting Event Number (EVEN)	7318
Weblink for temporary registration to receive AGM Notice and credentials for E-voting/eAGM	https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
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: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number: 1- 800-309-4001

About Happiest Minds Technologies

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