

July 03, 2026

Listing Compliance & Legal Regulatory  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400 001  
Stock Code: 543227 & 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 15<sup>th</sup> Annual General Meeting (AGM)**

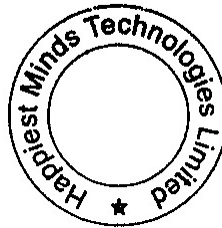
In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the AGM of the members of the Company to be held on Tuesday, the 28th day of July, 2026 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means without the physical 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/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**

# NOTICE OF AGM 2026

**AI FIRST.**

**AGILE ALWAYS.**

**Transforming How Enterprises  
Innovate at Scale**



**HAPPIEST MINDS TECHNOLOGIES LIMITED**

(CIN No. L72900KA2011PLC057931)

Registered Office: 53/1-4, Hosur Main Road, Madivala,

Bengaluru-560068, Karnataka, India

P: +91 80 6196 0300, F: +91 80 6196 0700;

Email: [investors@happiestminds.com](mailto:investors@happiestminds.com); Website: [www.happiestminds.com](http://www.happiestminds.com)

**NOTICE OF THE 15<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the Fifteenth Annual General Meeting (“AGM”) of the members of Happiest Minds Technologies Limited will be held on Tuesday, the 28th day of July, 2026, 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, 2026, 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, 2026, 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, 2026, 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, 2026, 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, 2026.**

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

**“RESOLVED THAT** a final dividend @ ₹3.65/- per equity share (@182.5% on par value of ₹2/- each), for the financial year ended March 31, 2026 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 17, 2026 and in respect of shares held in electronic form, to the beneficial owners of the shares as on July 17, 2026 as per details furnished by the Depositories for this purpose.”

**4. To appoint a Director in place of Mr. Joseph Vinod Kumar 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 Kumar Anantharaju (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.”

**5. To re-appoint Auditors to hold office from the conclusion of the 15<sup>th</sup> Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting, and to fix their remuneration**

**“RESOLVED THAT** pursuant to Sections 139 and 142 of the Companies Act, 2013 and the Rules made thereunder (including any amendments, modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee/Board of Directors of the Company, M/s. Deloitte Haskins & Sells, Chartered Accountants, Bengaluru (ICAI registration number 008072S) be and are hereby reappointed as the Auditors of the Company for the second consecutive term of five years, to hold the office from the conclusion of this 15<sup>th</sup> Annual General Meeting until the conclusion of the 20<sup>th</sup> Annual General Meeting, and that the Board of Directors (or Committee thereof) be and is hereby authorized to fix such remuneration as may be determined in consultation with the said Auditors.

**RESOLVED FURTHER THAT** approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

**Registered Office:**

#53/1-4, Hosur Main Road,  
Madivala, Bengaluru-560068,  
Karnataka, India  
Date : June 30, 2026  
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. 03/2025 dated September 22, 2025 read with other relevant Circulars, issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/49/14/49(7)2025-CFD-PoD2/I/3762/2026 dated January 30, 2026 issued by the Securities and Exchange Board of India read with the other relevant 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 Companies Act and 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, 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 appointments 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 SEBI (LODR) Regulations, 2015, in respect of re-appointment of the Statutory Auditors of the Company, as proposed under agenda item no. 5 of the notice is annexed.
5. Details of the Director seeking re-appointment at the 15<sup>th</sup> 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](mailto:sree@sreedharancs.com) with a copy marked to [investors@happiestminds.com](mailto: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, July 18, 2026 to Tuesday, July 28, 2026 (both days inclusive) for the purpose of AGM, annual closing and for determining entitlement of members for the final dividend for FY'26. July 22, 2026 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 ₹3.65 /- per equity share of ₹2/- each for the financial year ended March 31, 2026, that is proposed to be paid on and after August 4, 2026, 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.
13. SEBI vide its Master Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2024/37 dated May 07, 2024 has made it mandatory for members 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. Dividends to such members shall be paid only through electronic mode subject to the folios being KYC-compliant and having valid bank account details registered with the RTA. Further details and relevant forms to update the above-mentioned are available on the Company's website at <https://www.happiestminds.com/investors/disclosure/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.
14. Pursuant to the Income Tax Act, 2025, 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, 2025. 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 ₹10,000/-. 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/>.
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 <https://www.happiestminds.com/investors/agm-and-annual-report/> 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The same is also available on the website of RTA at <https://evoting.kfintech.com/>. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015, the Company is also sending a letter to those members whose e-mail addresses are not registered with Company / RTA/ Depository Participants, providing the weblink of Company's website from where the Annual Report can be accessed.

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, June 26, 2026 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 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.
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. July 28, 2026. Members seeking to inspect such documents can send an email to [investors@happiestminds.com](mailto:investors@happiestminds.com).
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 SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****Item No. 5**

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Members of the Company at the 10<sup>th</sup> AGM held on July 7, 2021 had approved the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as the Auditors of the Company for a period of five years from the conclusion of the said AGM till the conclusion of the 15<sup>th</sup> AGM. They will conclude their first term as Statutory Auditors of the Company on conclusion of this AGM.

The Board of Directors of the Company at their meeting held on May 28, 2026, and based on the recommendation of the Audit Committee, recommended for the approval of the members the re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (“DHS”), as the Auditors of the Company, as per the existing terms of appointment, for a period of five years from the conclusion of this AGM till the conclusion of the 20<sup>th</sup> AGM. DHS has proposed to charge audit fees of ₹130 Lakhs for conducting the audit for financial year 2026-27.

The Audit Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company’s operating segments, market standing of the firm, clientele served, technical knowledge etc., and found DHS to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company. DHS is registered with the Institute of Chartered Accountants of India.

DHS is one of the leading audit firms, with deep technology audit experience in India, as well as globally, having served some of the largest and most reputed companies, including those in the technology sector. DHS’ Audit team has over 3,400 professionals in India and national presence with offices in 18 cities. The Bangalore office of the Firm is located at 19th Floor, 46 - Prestige Trade Tower, Palace Road, High Grounds, Bengaluru, Karnataka – 560001, India.

DHS has given their consent to act as the Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the 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. The Board of Directors recommend passing of resolution in the manner proposed in Item No. 5, to be passed by way of an Ordinary Resolution.

**Registered Office:**

#53/1-4, Hosur Main Road,  
Madivala, Bengaluru-560068,  
Karnataka, India

Date : June 30, 2026


Place : Bengaluru

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

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

### Profile of Director being appointed at the AGM

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

<b>Name of the Director</b>	<b>Mr. Joseph Vinod Kumar Anantharaju</b> 
<b>DIN No.</b>	08859640
<b>Date of birth (Age)</b>	March 01, 1971 (55 years)
<b>Date of appointment</b>	He was first appointed on the Board on November 04, 2020, as Executive Vice Chairman
<b>Qualification</b>	BE & MBA
<b>Experience &amp; expertise in specific functional areas</b>	Over 30 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
<b>Directorships held in other Companies in India</b>	Nil
<b>Chairmanship / Membership of Committees held in other Companies in India</b>	Nil
<b>Listed Entities from which they have resigned as Director in past 3 years</b>	None
<b>Relationship with other Directors and KMP</b>	Mr. Joseph Vinod Kumar Anantharaju is not related to any Director or Key Managerial Personnel (KMP) of the Company
<b>No. of Shares held in the Company (% to total capital)</b>	3,75,000 (0.24%)
<b>Terms and conditions of appointment</b>	Not Applicable
<b>Details of Remuneration sought to be paid</b>	Not Applicable
<b>Remuneration last drawn, if applicable</b>	Not Applicable
<b>Date of first appointment on the Board</b>	November 04, 2020
<b>No. of Board Meetings attended during the year 2025-26</b>	Eight (8)
<b>Justification for appointment as Independent Director</b>	Not Applicable

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 2026.

**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. Wednesday, July 22, 2026, can access the notice of AGM along with the Integrated Annual report for the financial year 2025-26 on the website of the Company <https://www.happiestminds.com/investors/agm-and-annual-report/> 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. 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 Master circular dated January 30, 2026 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><b>1. For OTP based login:</b></p> <p>(i) Go to URL: <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>.</p> <p>(ii) Enter 8-digit DP ID, 8-digit client ID, PAN No, verification code and generate OTP for login.</p> <p>(iii) Enter the OTP received on registered mobile number/email id and click on log in.</p> <p>(iv) After successful authentication, member will be redirected to NSDL Depository site wherein member can see e-voting page.</p> <p>(v) Click on the Company name or e-voting service provider name and member will be redirected to e-voting service provider website for casting vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p>	<p><b>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</b></p> <p>(i) Go to URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> ; or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi</p> <p>(ii) Login with user id and password.</p> <p>(iii) The option will be made available to reach e-Voting page without any further authentication.</p> <p>(iv) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>

<p><b>2. Members who have already registered and opted for IDeAS facility to follow below steps:</b></p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>(ii) Click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing User ID and Password.</li> <li>(iii) Post successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Click on “Access to e-Voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>(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.</li> </ul> <p><b>3. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>(i) To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> (Select “Register Online for IDeAS”)  <p style="text-align: center;"><b>or</b></p> <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>  <p style="text-align: center;"><b>or</b></p> <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</li> <li>(ii) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>(iii) Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>(iv) After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>(v) Click on company name or e-Voting service provider after which you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience.</b></p>	<p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> ; or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi</li> <li>(ii) Proceed to complete registration using the DP ID, Client ID, etc.</li> <li>(iii) After successful registration, please follow the steps to cast your vote.</li> </ul> <p><b>3. First-time users can visit the e-Voting website directly and follow the process below:</b></p> <ul style="list-style-type: none"> <li>(i) Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>(ii) Click on the icon “E-Voting”</li> <li>(iii) Provide demat Account Number and PAN No.</li> <li>(iv) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>(v) After successful authentication, the user will be provided links for the respective ESP where the e- Voting is in progress.</li> <li>(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.</li> </ul>
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<p style="color: #0070C0; font-weight: bold;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>	
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**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: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 or 022-2499 7000	CDSL helpdesk by email to: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no. 1800 22 55 33 022

**(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 9847 USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.

In case of physical folio, User ID will be EVEN (E-Voting Event Number) , followed by folio number. In case of Demat account, User ID will be the member’s DP ID and Client ID. After entering the credentials member can click on “LOGIN”. Member can now reach password change menu where he is required to mandatorily change the password. After changing the password, member need to login again with the new credentials.

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 EVEN No+Folio No. (in case of physical shareholders) or MYEPWD 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

On successful login, the system will prompt member to select the “EVEN” and click on “Submit”

On the voting page, member will have to enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, they may partially enter any number in “FOR” and partially “AGAINST” however, the total number in “FOR/AGAINST” taken together shall not exceed member’s total shareholding as mentioned herein above. Member may choose the option “ABSTAIN”. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts. If the member does not desire to cast the vote, it will be treated as “ABSTAINED”

Member may cast the vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once member has voted on the resolution, he will not be allowed to modify the vote. During the voting period, members can login any number of times till they have voted on the resolution.

### 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	Saturday July 25, 2026 at 09.00 a.m. IST
End date and time	Monday July 27, 2026 at 05.00 p.m. IST

During this period, members holding shares either in physical form or in dematerialized form, as on July 22, 2026 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 [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) 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 Chairman 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 22, 2026 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 <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 24, 2026 at 09.00 a.m. IST up to July 26, 2026 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 22, 2026

- f) Members who need technical or other assistance before or during the e-AGM can contact RTA by sending email to [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call at Helpline: 1800 309 4001 (toll-free).

- g) 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 15<sup>th</sup> 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 within two working days from the conclusion of the AGM. The results declared along with the scrutinizer's report shall be placed on the Company's website at <https://www.happiestminds.com/investors/agg-and-annual-report/> 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 p.m. IST on Tuesday the July 28, 2026
Venue/Mode	Through video conference at below link: <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>
Book closure dates	July 18, 2026 to Tuesday, July 28, 2026 (both days inclusive)
Record date for payment of final dividend	July 17, 2026
Final dividend recommended for FY'26	₹3.65/- per equity share
Final dividend payout date, if approved by members	On or after August 4, 2026
Detailed information on TDS	<a href="https://www.happiestminds.com/investors/disclosures/">https://www.happiestminds.com/investors/disclosures/</a>
Cut-off date for e-Voting	July 22, 2026
E-voting Start time and date	Saturday July 25, 2026 at 09.00 a.m. IST
E-voting end time and date	Monday July 27, 2026 at 05.00 p.m. IST
E-voting website links (Please use as applicable to you)	<a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a> <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>
E-voting Event Number (EVEN)	9847

<p>Webcast and transcript</p>	<p><a href="https://www.happiestminds.com/investors/agm-and-annual-report/">https://www.happiestminds.com/investors/agm-and-annual-report/</a></p>
<p>Contact details of RTA</p>	<p><b>Mr. Umesh Pandey, Manager</b></p> <p><b>KFin Technologies Limited</b>                  Selenium Tower B, Plot 31 &amp; 32, Financial District,                  Nanakramguda, Serilingampally Mandal, Hyderabad - 500                  032, Telangana                  Email ids:  <a href="mailto:inward.ris@kfintech.com">inward.ris@kfintech.com</a>  <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a>                  Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a>                  Toll free number : 1- 800-309-4001</p>

## About Happiest Minds Technologies

Happiest Minds Technologies Limited (BSE, NSE: HAPPSTMNDS) is an AI First, customer-centric digital engineering company committed to delivering ‘Happiest People. Happiest Customers’. With an integrated approach that spans from chip to cloud, Happiest Minds delivers secure and scalable solutions across product engineering, cybersecurity, analytics, and automation platforms. Happiest Minds brings purpose and precision to every engagement, helping enterprises solve complex business challenges and fast-track their digital evolution across industry sectors such as Banking, Financial Services & Insurance (BFSI), EdTech, Healthcare & Life Sciences, Hi-Tech and Media & Entertainment, Industrial, Manufacturing, Energy & Utilities, and Retail, CPG & Logistics. Happiest Minds has been honored by both the Golden Peacock Awards and the Institute of Company Secretaries of India (ICSI) for its exemplary Corporate Governance practices. Guided by its mission of ‘Happiest People. Happiest Customers’ and consistently recognized as a great place to work, Happiest Minds is headquartered in Bengaluru, India, with a global presence across the Americas, UK, Europe, Australia, the Middle East, Africa, and Asia.

