happiest minds
AI FIRST. AGILE ALWAYS.

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

July 30, 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,

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

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results along with the Scrutinizer report for the business transacted at the 15th Annual General Meeting of the members of the Company held on Tuesday, the 28th day of July, 2026 at 4.00 pm (IST) through Video Conference / Other Audio Visual Means.

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

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

This is for your information and records.

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

PRAVEEN KUMAR DARSHANKAR
Digitally signed by PRAVEEN KUMAR DARSHANKAR
Date: 2026.07.30 20:12:17 +05'30'

Happiest Minds Technologies Limited

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

	HAPPIEST MINDS TECHNOLOGIES LIMITED
Date of the AGM/EGM	28-07-2026
Total number of shareholders on record date	655206
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	2
Public:	51

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the Reports of Board of Directors and the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,23,400	6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,77,75,195	1,38,04,845	77.6635	1,38,04,845	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,38,04,845	77.6635	1,38,04,845	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,71,76,216	14,90,484	2.2188	14,90,034	450	99.9698	0.0301	0	0
	Poll		64,357	0.0958	64,357	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,54,841	2.3146	15,54,391	450	99.9711	0.0289	0	0
	Total	15,22,74,811	8,25,54,257	54.2140	8,25,53,807	450	99.9995	0.0005	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,23,400	6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,77,75,195	1,38,04,845	77.6635	1,38,04,845	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,38,04,845	77.6635	1,38,04,845	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	6,71,76,216	14,90,384	2.2186	14,90,034	350	99.9765	0.0234	0	0
	Poll		64,357	0.0958	64,357	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,54,741	2.3144	15,54,391	350	99.9775	0.0225	0	0
	Total	15,22,74,811	8,25,54,157	54.2139	8,25,53,807	350	99.9996	0.0004	0	0

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To declare final dividend on equity shares for the financial year ended March 31, 2026.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,23,400	6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,77,75,195	1,38,04,845	77.6635	1,35,84,268	2,20,577	98.4021	1.5978	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,38,04,845	77.6635	1,35,84,268	2,20,577	98.4022	1.5978	0	0
Public- Non Institutions	E-Voting	6,71,76,216	14,89,983	2.2180	14,89,625	358	99.9759	0.0240	0	0
	Poll		64,357	0.0958	64,357	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,54,340	2.3138	15,53,982	358	99.9770	0.0230	0	0

	Total	15,22,74,811	8,25,53,756	54.2137	8,23,32,821	2,20,935	99.7324	0.2676	0	0

Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - 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.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,23,400	6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,77,75,195	1,38,04,845	77.6635	1,37,58,046	46,799	99.6609	0.3390	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,38,04,845	77.6635	1,37,58,046	46,799	99.6610	0.3390	0	0
Public- Non Institutions	E-Voting	6,71,76,216	14,90,375	2.2186	14,59,636	30,739	97.9374	2.0625	0	0
	Poll		64,357	0.0958	64,357	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,54,732	2.3144	15,23,993	30,739	98.0229	1.9771	0	0
	Total	15,22,74,811	8,25,54,148	54.2139	8,24,76,610	77,538	99.9061	0.0939	0	0

Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To re-appoint Auditors to hold office from the conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting, and to fix their remuneration.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,73,23,400	6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,71,94,571	99.8086	6,71,94,571	0	100.0000	0.0000	0	0
	E-Voting		1,38,04,845	77.6635	1,38,04,845	0	100.0000	0.0000	0	0

	Poll	1,77,75,195	0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,38,04,845	77.6635	1,38,04,845	0	100.0000	0.0000	0	0
	E-Voting		14,90,454	2.2187	14,72,743	17,711	98.8117	1.1882	0	0
	Poll	6,71,76,216	64,357	0.0958	64,357	0	100.0000	0.0000	0	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,54,811	2.3145	15,37,100	17,711	98.8609	1.1391	0	0
	Total	15,22,74,811	8,25,54,227	54.2140	8,25,36,516	17,711	99.9785	0.0215	0	0

Certified True Copy
For Happiest Minds Technologies Limited

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

V SREEDHARAN AND ASSOCIATES
Company Secretaries
Plot No. 293, # 201, 2nd Floor, 10th Main Road,
3rd Block, Jayanagar, Bengaluru - 560 011
+ 91 80 49594533 compliance@sreedharancs.com

Form No. MGT-13

REPORT OF SCRUTINIZER

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

To

The Chairman of the Fifteenth Annual General Meeting (AGM) of the Equity Shareholders of **"Happiest Minds Technologies Limited"** held on Tuesday, July 28, 2026, at 4:00 PM through Video Conferencing (VC)/ Other Audio-Visual Means.

Sir,

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

(i) Scrutinizing the remote e-voting process and

(ii) Scrutinizing the voting done through electronic voting system ("Instapoll") at the AGM.

VISHWANATHAN SREEDHARAN Digitally signed by VISHWANATHAN SREEDHARAN Date: 2026.07.29 18:35:23 +05'30'

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

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Fifteen Annual General Meeting of the Equity Shareholders dated June 30, 2026. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by KFin Technologies Limited, the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM ("Instapoll").

We submit our report as under:

1. The remote E-Voting period remained open from 9:00 AM (IST) on Saturday, July 25, 2026, up to 5:00 PM on Monday, July 27, 2026

2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants, pursuant to

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General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent Circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 . MCA General Circular No. 03/2025 dated September 22, 2025 SEBI 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 (collectively referred to as "Circulars").

3. The voting rights were reckoned as on Wednesday, July 22, 2026, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.

4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on July 28, 2026, at 5.20 PM.

5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through the e-voting facility provided by KFin Technologies Limited.

6. As per the information given by the Company / RTA, the names of the shareholders who had voted by remote e-voting through the facility provided by KFin Technologies Limited had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

7. Based on the data provided by KFin Technologies Limited e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

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a) **RESOLUTION No. 1:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon. - **Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	452	11	463
Number of votes cast by them	8,24,89,450	64,357	8,25,53,807
% of total number of valid votes cast	100	100	100.00

(ii) Voted **against** the Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	12	0	12
Number of votes cast by them	450	0	450
% of total number of valid votes cast	0.00	0.00	0.00

(iii) **Invalid** Votes – NIL

VISHWANATHAN SREEDHARAN Digitally signed by VISHWANATHAN SREEDHARAN Date: 2026.07.29 18:37:26 +05'30'

b) **RESOLUTION No. 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. - **Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	452	11	463
Number of votes cast by them	8,24,89,450	64,357	8,25,53,807
% of total number of valid votes cast	100	100	100

(ii) Voted **against** the Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	11	0	11
Number of votes cast by them	350	0	350
% of total number of valid votes cast	0.00	0	0.00

(iii) **Invalid** Votes **- NIL**

VISHWANATHAN SREEDHARAN

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Date: 2026.07.29 18:37:47 +05'30'

c) **RESOLUTION No. 3**

To declare final dividend on equity shares for the financial year ended March 31, 2026. -**Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	449	11	460
Number of votes cast by them	8,22,68,464	64,357	8,23,32,821
% of total number of valid votes cast	99.73	100	99.73

(ii) Voted **against** the Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	13	0	13
Number of votes cast by them	2,20,935	0	2,20,935
% of total number of valid votes cast	0.27	0	0.27

(iii) **Invalid** Votes – **NIL**

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d) RESOLUTION No. 4:

To appoint a director in place Mr. Joseph Vinod Kumar Anantharaju (DIN: 08859640) who retires by rotation and being eligible, offers himself for re-appointment. -**Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	423	11	434
Number of votes cast by them	8,24,12,253	64,357	8,24,76,610
% of total number of valid votes cast	99.91	100	99.91

(ii) Voted **against** the Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	39	0	39
Number of votes cast by them	77,538	0	77,538
% of total number of valid votes cast	0.09	0	0.09

(iii) **Invalid** Votes **- NIL**

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Date: 2026.07.29 18:38:28 +05'30'

e) **RESOLUTION No. 5:**

To re-appoint Auditors to hold office from the conclusion of the 15th Annual General Meeting until the conclusion of the 20th Annual General Meeting, and to fix their remuneration. **-Ordinary Resolution**

(i) Voted **in favour** of Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	447	11	458
Number of votes cast by them	8,24,72,159	64,357	8,25,36,516
% of total number of valid votes cast	99.98	100	99.98

(ii) Voted **against** the Resolution:

Particulars	**Remote E-voting**	**E-Voting at the AGM (Instapoll)**	**Total**
Number of Members voting	16	0	16
Number of votes cast by them	17,711	0	17,711
% of total number of valid votes cast	0.02	0	0.02

(iii) **Invalid** Votes **- NIL**

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

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

Thanking You,

Yours faithfully,

For **V Sreedharan & Associates**

VISHWANATHAN SREEDHARAN

Digitally signed by VISHWANATHAN SREEDHARAN Date: 2026.07.29 18:41:55 +05'30'

(V Sreedharan)
Partner
FCS 2347; CP No. 833
Date:29 July, 2026
Place: Bengaluru
UDIN: F002347H000973493
Peer Review Certificate No:5543/2024