



PERSISTENT

NSE & BSE / 2019-20 / 054
August 8, 2019

The Manager,
Corporate Services,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai 400 051
Ref: Symbol: PERSISTENT

The Manager,
Corporate Services,
Bombay Stock Exchange Limited
14th Floor, P J Towers, Dalal Street,
Mumbai 400 001
Ref: Scrip Code: 533179

Dear Sir / Madam:

Sub: Submission of Notice of Extra Ordinary General Meeting of the Members of the Company

We wish to inform you that Extra Ordinary General Meeting (the 'Meeting') of the Members of Persistent Systems Limited will be held on Wednesday, September 4, 2019 at 1500 Hrs. (India Time) at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India for considering the appointment of the Statutory Auditors and fix their remuneration.

The copy of the said notice is enclosed to this letter for your ready reference.

Further, in compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide Members the facility to exercise their right to vote on resolution proposed to be considered at the Meeting by electronic means and the business may be transacted through e-Voting Services.

The cut-off date with respect to eligibility of Members who may avail the facility of remote e-Voting / Ballot / venue e-Voting is Wednesday, August 28, 2019. The remote e-Voting period commences from 0001 Hrs. (IST) on Sunday, September 1, 2019 and ends on Tuesday, September 3, 2019 at 1700 Hrs. (IST).


This is for your information and record.

Please acknowledge and oblige.

Thanking you,

Yours sincerely,

For Persistent Systems Limited


Amit Atre
Company Secretary
ICSI Membership No.: A20507

Encl: As above

Dear Member,

We are honoured to invite you to attend the Extra Ordinary General Meeting of the Company scheduled to be held on Wednesday, September 4, 2019 at 1500 Hrs. (India time) at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India.

Sincerely,

Anand Deshpande, Ph.D.

Chairman and Managing Director

DIN: 00005721

August 5, 2019

PS:

Should you need, pick-up arrangements have been made for you to reach the venue from the following locations in Pune:

1. Corporation Bus Depot
2. Deccan Gymkhana Bus Depot
3. Kothrud Bus Depot
4. Shivaji Nagar Railway Station
5. Pune Railway Station
6. Swargate Bus Depot

If you wish to avail this facility, we request you to please register with us your name, pick-up point and contact details on or before Thursday, August 29, 2019, by e-mail to 'investors@persistent.com' or you may contact:

Mr. Amol Undre

Senior Manager - Administration

Persistent Systems Limited

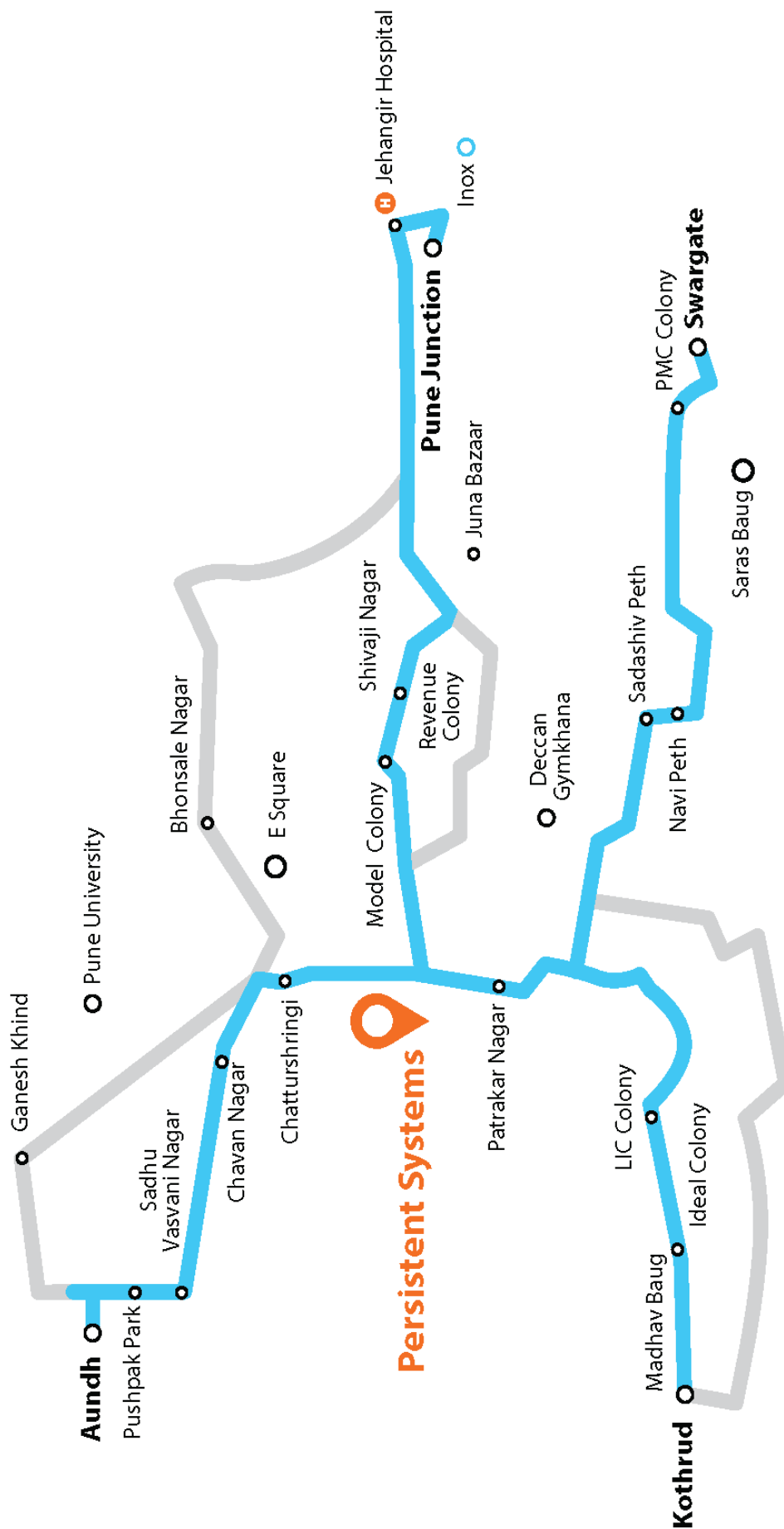
Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India

Tel.: +91 (20) 6703 0000 Extn.: 34450

Cell: +91 98228 44 169

Physically challenged members who require any assistance at the venue, are also requested to contact Mr. Amol Undre.

Route map to the venue of the Extra Ordinary General Meeting



Notice of Extra Ordinary General Meeting of the Members

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Persistent Systems Limited will be held on Wednesday, September 4, 2019 at 1500 Hrs. (India Time) at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India to transact the following **Special Business**:

To appoint Statutory Auditors and fix their remuneration:

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

RESOLVED THAT pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendation of the Audit Committee and the Board of Directors, **M/s. Walker Chandiok & Co LLP**, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Extra Ordinary General Meeting ('EOGM') up to the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2020 i.e. on or before September 30, 2020 at the remuneration of **INR 9.00 Million** plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company for the period starting with quarter ending September 30, 2019 up to and including the quarter ending June 30, 2020.

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and is hereby authorized to decide and finalize the other terms and conditions of the appointment of the Statutory Auditors.

Explanation / Note:

The proposed remuneration and the terms of appointment as per the Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') have been provided in the explanatory statement. These statements / disclosures should be treated as part of this Notice.

By the order of the Board of Directors

Amit Atre

Company Secretary

ICSI Membership No.: A20507

Pune, August 5, 2019

Persistent Systems Limited

CIN: L72300PN1990PLC056696

Registered Office:

Bhageerath, 402 Senapati Bapat Road,

Pune 411 016

Tel.: +91 (20) 6703 0000

Fax: +91 (20) 6703 0009

E-mail: investors@persistent.com

Website: www.persistent.com

**NOTES:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (the 'Act'), with respect to the Special Business to be transacted at the Extra Ordinary General Meeting (the 'Meeting') is annexed hereto.
2. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice. Further, the Company has uploaded the above route map on its website at <https://www.persistent.com/investors/extra-ordinary-general-meeting/>
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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY, IN ORDER TO BE EFFECTIVE MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other shareholder.
5. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members are requested to bring their attendance slip along with a copy of the Notice to the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. As a measure of austerity and green initiatives of the Company, copies of the Notice will not be distributed at the Extra Ordinary General Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members at the Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Link Intime India Private Limited (Registrar and Share Transfer Agent of the Company).
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
12. Non-Resident Indian Members are requested to inform their Depository Participant, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete bank name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
13. Information and other instructions relating to e-Voting are as follows:
 - A. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Extra Ordinary General Meeting ('Meeting') by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - B. The facility for casting the vote through Ballot Paper or venue e-Voting will be made available at the Meeting and the Members attending the Meeting who have not casted their vote by means of remote e-Voting shall be able to cast their vote at the Meeting through Ballot Paper or venue e-Voting.
 - C. The Members who have casted their vote by remote e-Voting may also attend the Meeting but shall not be entitled to cast their vote again. In case any Member casts his / her vote through Ballot or venue e-Voting to be conducted at the Meeting in addition to remote e-Voting, his voting through remote e-Voting shall be considered as Final and vote casted through Ballot or venue e-Voting shall be considered as invalid.
 - D. Voting rights shall be reckoned on the number of shares registered in the name of the Member / Beneficial Owner (in case of electronic shareholding) as on the cut-off date i.e. Wednesday, August 28, 2019.
 - E. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Wednesday, August 28, 2019 only shall be entitled to avail the facility of remote e-Voting / Ballot / venue e-Voting.
 - F. The remote e-Voting period commences from 12:01 a.m. (IST) on Sunday, September 1, 2019 and ends on Tuesday, September 3, 2019 at 5:00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 28, 2019, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:
Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN: 111201" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pallavi.salunke@legalogic.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- G. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, August 28, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ashok.sherugar@linkintime.co.in
- H. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- I. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper or venue e-voting.
- J. The Board of Directors has appointed M/s. SKO & Associates, Practicing Company Secretaries, Pune (represented by CS Pallavi Salunke, Partner bearing CP No. 4453) as the Scrutinizers to scrutinize the remote e-Voting process and Ballot process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.
- K. The Chairman shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “venue e-voting” or “ballot paper” for all those members who are present at the meeting but have not casted their votes by availing the remote e-voting facility.
- L. The Scrutinizer shall after the conclusion of voting at the meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two days conclusion of the meeting i.e. on or before Friday, September 6, 2019, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or Executive Director and Chief Financial Officer, who shall countersign the same and declare the result of the voting forthwith.
- M. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.persistent.com) and on the website of NSDL at (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and Managing Director or Executive Director and Chief Financial Officer of the Company. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.
14. Members desiring any information as regards to proposed appointment of auditors are requested to write to the Company at an early date so as to enable the management to keep the information ready.
15. With a view to take “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies, the Ministry of Corporate Affairs (the ‘Ministry’) has allowed companies to share documents with Members through electronic communication. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow public at large to contribute towards a greener environment. This is a golden opportunity for every Member to support the initiative of the Ministry.

To support initiative of the Ministry and in view of Persistent Green Movement, the Company will henceforth propose to send documents to Members in electronic form, at the e-mail address provided by Members with their respective depositories. In case, Members desire to have a different e-mail address to be registered, they may please update the same with their respective Depository Participant. Registering e-mail address helps to receive communication promptly, reduce paper consumption and save trees, eliminate wastage of paper, avoid loss of document in postal transit and save costs on paper and on postage.

16. Members are requested to communicate matters relating to shares, including dividend matters to the Company’s Registrar and Share Transfer Agent at the following address:

Link Intime India Private Limited
(Unit: Persistent Systems Limited)
CIN – U67190MH1999PTC118368
Block No. 202, Second Floor,
Akshay Complex, Off Dhole Patil Road, Pune 411 001, India
Tel.: +91 (20) 2616 0084 / 2616 1629 / 2616 3503
E-mail: pune@linkintime.co.in
Website: www.linkintime.co.in

EXPLANATORY STATEMENT to the Special Business [Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The following Explanatory Statement sets out material facts relating to proposed resolution of the accompanying Notice:

The Members of the Company at its 29th Annual General Meeting (the 'AGM') held on Wednesday, July 24, 2019 had passed the resolution for appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants ('Deloitte') as the Statutory Auditors of the Company for a term of 2 (Two) years i.e. from July 24, 2019 till the AGM to be held in the calendar year 2021 i.e. on or before September 30, 2021.

However, M/s. Deloitte vide their letter dated July 23, 2019, communicated that, if their reappointment is approved by the shareholders in the 29th AGM held on July 24, 2019 for a period of 2 (Two) years and not for 5 (Five) years, they would not be able to accept the same. Hence, in light of this communication, the resolution passed by the shareholders could not be made effective. It may be noted that in terms of Section 139(10) of the Companies Act, 2013, Deloitte shall continue to be the statutory auditor of the Company until the appointment of new statutory auditors.

Accordingly, the Audit Committee and the Board of Directors of your Company have recommended appointment of M/s. Walker Chandiook & Co LLP (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company to hold office from the conclusion of Extra Ordinary General Meeting (EOGM) up to the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2020 i.e. on or before September 30, 2020.

Further, pursuant to Regulation 36 of the Listing (Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the proposed remuneration and terms of appointment of M/s. Walker Chandiook & Co LLP are as follows:

The remuneration proposed to be paid is INR 9.00 Million plus applicable taxes and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit of accounts of the Company for the period starting with quarter ending September 30, 2019 up to and including the quarter ending June 30, 2020.

The Audit Fees of M/s. Deloitte Haskins and Sells LLP for the Financial Year 2018-19 was INR 9.20 Million only.

It may be noted that the remuneration proposed for M/s. Walker Chandiook & Co LLP from the EOGM up to the conclusion of the 30th Annual General Meeting of the Company is similar to what has been paid to M/s. Deloitte for the financial year 2018-19. Therefore, there is no material change in the fees proposed to be paid to the proposed Auditors as compared to the fees paid to the incumbent Auditors.

Key terms of appointment and the responsibilities of M/s. Walker Chandiook & Co LLP:

1. M/s. Walker Chandiook & Co LLP shall audit the financial statements of the Company as defined in Section 2(40) of the Companies Act, 2013 (the 'Act') for the term from this EOGM up to the conclusion of the 30th AGM i.e. on or before September 30, 2020 (for the period starting with quarter ending September 30, 2019 up to and including the quarter ending June 30, 2020). The financial statements of the Company include, where applicable, consolidated financial statements of the Company and of all its subsidiaries (including associate companies and joint ventures);
2. The audit will be conducted by M/s. Walker Chandiook & Co LLP with the objective of them expressing an opinion on the aforesaid financial statements which, inter alia, includes assessment of risk, reporting on whether the Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls separately;
3. The Standards on Auditing issued by The Institute of Chartered Accountants of India (ICAI) require that M/s. Walker Chandiook & Co LLP comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements;
4. M/s. Walker Chandiook & Co LLP will be evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements;
5. Identifying and informing on the financial transactions or matters that might have any adverse effect on the functioning of the Company;
6. In accordance with the requirements of Section 143(12) of the Companies Act, 2013, if in the course of performance of duties of M/s. Walker Chandiook & Co LLP as auditor, they have a reason to believe that an offence involving fraud is being or has been committed against the Company by officers or employees of the Company, they will be required to report to the Central Government, in accordance with the rules prescribed in this regard which, inter alia, requires them to forward their report to the Board or Audit Committee, as the case may be, seeking the Company's reply or observations, to enable them to forward the same to the Central Government;
7. Perform an audit of the financial results (interim financial information), including consolidated financial results, to be prepared by the Company pursuant to Regulation 33 of the Listing Regulations; and
8. Such other attestation engagements, which are required to be undertaken by the Statutory Auditors in terms of any statute or regulation or otherwise.

Basis of recommendation for appointment including credentials of M/s. Walker Chandiook & Co LLP:

M/s. Walker Chandiook & Co LLP (WCC LLP) is registered with the Institute of Chartered Accountants of India (ICAI Registration No: 001076N/N500013 and LLP registration number: AAC-2085) as well as the PCAOB (US Public Company Accounting Oversight Board). WCC LLP licenses audit software as well as audit methodology from M/s. Grant Thornton. For multinational companies and other organisations with international operations or interests, WCC LLP has access to M/s. Grant Thornton member firms in other countries that adopt the same rigorous standards, and utilise the same tools and methodologies. WCC LLP has 48 Partners and over 1,300 personnel operating from 13 offices in 11 cities in India.

M/s. Walker Chandiook & Co LLP have provided confirmation that they have subjected themselves to peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board of ICAI'. The Company has received their eligibility and willingness for their proposed appointment for the period from the conclusion of this EOGM till the next Annual General Meeting of the Company to be held in the calendar year 2020 i.e. on or before September 30, 2020.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

In view of the above, the Board of Directors of your Company recommend the proposed Resolution for your approval.



Persistent Systems Limited

CIN: L72300PN1990PLC056696
Registered Office: Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India
Tel: +91 (20) 6703 0000; Fax: +91 (20) 6703 0009
E-mail: investors@persistent.com; Website: www.persistent.com



PERSISTENT

Form No. MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

EXTRA ORDINARY GENERAL MEETING

Name of the Member(s):

Registered Address:

.....

E-mail ID:.....

Folio No. / DP ID and Client ID:

I/We being the Member(s) holding _____ shares of above-named Company, hereby appoint:

1. Name:

Address:

Email ID: Signature: or failing him;

2. Name:

Address:

Email ID: Signature: or failing him;

3. Name:

Address:

Email ID: Signature: or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company scheduled to be held on Wednesday, September 4, 2019 at 1500 Hrs. (India Time) at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India and at any adjournment thereof, in respect of such resolutions as are indicated below:

Summary of Special Business to be transacted at the Extra Ordinary General Meeting

To appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company, to hold office from the conclusion of this Extra-ordinary General Meeting (EOGM) up to the conclusion of the 30th Annual General Meeting of the Company to be held in the calendar year 2020 i.e. on or before September 30, 2020.

Signed this day of....., 2019

Folio No. / DP ID and Client ID

Signature of Member.....

Signature of Proxy holder(s).....

Affix
Revenue
Stamp of
15 Paise

Note: This proxy form in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



PERSISTENT

Persistent Systems Limited

CIN:L72300PN1990PLC056696

Registered Office : Bhageerath, 402 Senapati Bapat Road, Pune-411016, India

Tel: +91 (20) 6703 0000; Fax : +91 (20) 6703 0009

E-mail: investors@persistent.com; Website: www.persistent.com

ATTENDANCE SLIP

Sr.No.:

Registered Folio No. / DP ID & Client ID	
Name and address of the Member(s)	
Joint Holder 1 Joint Holder 2	
No. of Shares	

I / We record my / our presence at the 'EXTRA ORDINARY GENERAL MEETING' of the Company to be held on Wednesday, September 4, 2019, at 1500 Hrs. (India Time) at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411 016, India.

Member's / Proxy's name in Block
Letters

Member's / Proxy's Signature

Note: Please fill in the name and sign this Attendance Slip and deposit the same with the Company Officials at the venue of the Meeting.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note:

1. Please read the instructions printed under the Notes to the Notice of the Extra Ordinary General Meeting to be held on Wednesday, September 4, 2019 at 1500 hours.

2. The remote e-Voting period starts from 12.01 a.m. on Sunday, September 1, 2019 and ends on Tuesday, September 3, 2019 at 5.00 p.m. The voting module shall be disabled by National Securities Depository Limited thereafter.