REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rules 20(4)(xi) of the Companies (Management and Administration) Rules, 2014)

The Chairman,

Twenty-fifth Annual General Meeting of the Equity Shareholders of Persistent Systems Limited held on July 24, 2015 at 11:00 A.M at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411016, India.

Dear Sir,

I, Shridhar Kulkarni, Partner, SKO & Associates, Company Secretaries having its office at Level 3, Sargam Tower, 2 Neelkamal Society, Near Rajaram Bridge, Karvenagar, Pune – 411052, Maharashtra, India, appointed as Scrutinizer by the Board of Directors of Persistent Systems Limited (the Company) for the purpose of scrutinizing e-voting and Ballot Paper process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the Twenty-fifth Annual General Meeting of the Equity Shareholders of the Company held on July 24, 2015 at 11:00 A.M at Persistent Systems Limited, Dewang Mehta Auditorium, Bhageerath, 402 Senapati Bapat Road, Pune 411016, India, submit our report as under:

1. In accordance with the Notice of the Twenty-fifth Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to the Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on June 30, 2015, the e- voting opened at 12:01 am on July 21, 2015 and remained open up to 5:00 pm on July 23, 2015 and the voting by Ballot Paper was conducted at the said Annual General Meeting.

2. The Equity Shareholders holding shares as on July 17, 2015 ("cut-off date"), were entitled to vote on the resolutions stated in the Notice of the Twenty-fifth Annual General Meeting of the Company ("AGM Notice").

3. The votes were unblocked at 14:10 hours on July 24, 2015 in the presence of Mr. Niraj Modi and Ms. Vinita Solanki who are not the employees of the Company and who have signed below as witness to the unblocking of the votes on e- voting website of National Securities Depository Limited and the Ballot Papers.

4. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and Ballot Paper process in respect of the resolutions contained in the Notice to the Twenty-fifth Annual General Meeting of the members of the Company.

   Our responsibility as a scrutinizer for the e-voting and Ballot Paper process is restricted to make Scrutinizers Report of the votes cast "in favor" or "against" the resolutions stated below, based on data downloaded from the e-voting website of National Securities Depository Limited and the votes cast by Ballot Paper, by the shareholders of the Company at the said Annual General Meeting.

SKO And Associates * Company Secretaries *

Shridhar Kulkarni

5. The consolidated result of the e-voting and voting by Ballot Paper is as under:

a) Item No. 1 of the AGM Notice

To receive, consider and adopt:

a) Audited Financial Statements for the financial year ended March 31, 2015, Reports of the Board of Directors and the Auditors thereon and

b) Audited Consolidated Financial Statements for the financial year ended March 31, 2015

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
43	304	9648422	46969535	347	56617957	99.9998

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
1	1	20	60	2	80	0.0002

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	1	56160	328432

SKO And Associates Company Secretaries

Shridhar Kulkarni

b) Item No. 2 of the AGM Notice

To declare a Final Dividend of Rs.5.00 per share (Final Dividend of Rs.2.50 per share and Special Silver Jubilee Dividend of Rs.2.50 per share) for the financial year ended March 31, 2015

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
39	305	9646456	46969864	344	56616320	99.9998

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
Nil	1	Nil	60	1	60	0.0002

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	9	56160	957098

c) Item No. 3 of the AGM Notice

To ratify the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117365W/W-100018) as the Joint Statutory Auditors of the Company to hold office up to the conclusion of the 29th Annual General Meeting to be held in the calendar year 2019

SKO And Associates Company Secretaries

Shridhar Kulkarni

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
39	295	9646456	46969167	334	56615623	99.9996

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
Nil	6	Nil	222	6	222	0.0004

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	9	56160	957098

d) Item No. 4 of the AGM Notice

To ratify the appointment of M/s. Joshi Apte & Co., Chartered Accountants (Firm Registration No. 104370W), Pune as the Joint Statutory Auditors of the Company to hold office up to the conclusion of the 27th Annual General Meeting to be held in the calendar year 2017

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
39	298	9646456	46969314	337	56615770	99.9996

Shridhar Kulkarni

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
Nil	4	Nil	210	4	210	0.0004

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	9	56160	957098

e) Item No. 5 of the AGM Notice

To consider and approve an increase in the Authorised Share Capital of the Company

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
39	290	9646456	46966315	329	56612771	99.9944

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
Nil	9	Nil	3119	9	3119	0.0056

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	9	56160	957098

f) **Item No. 6 of the AGM Notice**

To consider and approve the alteration of Article No. 160 of the Articles of Association of the Company

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
39	299	9646456	47596572	338	57243028	99.9972

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
Nil	10	Nil	1568	10	1568	0.0028

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	1	56160	328432

g) **Item No. 7 of the AGM Notice**

To consider and approve the re-appointment of Dr. Anand Deshpande (DIN: 00005721), Chairman and Managing Director of the Company as the Managing Director of the Company

i. Voted in favor of the Resolution

Number of members voting		Number of votes cast in favor of resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast in favor of resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
39	289	9646456	20731864	328	30378320	88.9685

Shridhar Kulkarni

SKO And Associates ★ Company Secretaries ★

ii. Voted against the Resolution:

Number of members voting		Number of votes cast against the resolution		Total Number of Members Voting (Consolidated)	Total Number of votes cast against the resolution (Consolidated)	% of total numbers of valid votes cast (Consolidated)
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system			
Nil	19	Nil	3766707	19	3766707	11.0315

iii. Invalid Votes:

Total number of members whose votes declared invalid		Total number of votes cast by them	
Through Ballot Paper	Through electronic system	Through Ballot Paper	Through electronic system
47	1	56160	328432

6. It has been presumed that in case of custodians and body corporate shareholders, the authorized signatories who have been authorized by the Board Resolution or in terms of the Power of Attorney have actually voted on electronic platform.

7. All the relevant records of the voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the Twenty-fifth Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary of the Company for safe keeping.

Thanking you.

Yours faithfully
For SKO and Associates

Shridhar Kulkarni
Partner
FCS No. 5631
CP No. 3950
Scrutinizer

Place: Pune
Date: July 25, 2015

We understand that the votes were unblocked from the e- voting website of NSDL in our presence at 14.10 hours on July 24, 2015.

Niraj Modi

Vinita Solanki