

**Outcome of e-Voting at Extra-ordinary General Meeting
(As per Clause 35A of the Listing Agreement)**

Date of Extra-ordinary General Meeting	February 26, 2015		
Total No. of Shareholders as on Record date (*)	26,810 Shareholders as on January 23, 2015		
No. of Shareholders present in the meeting either in person or through proxy	Promoters and Promoter Group	Public	
	In Person	In Person	Through Proxy
	4	75	3
No. of Shareholders attended the meeting through Video Conferencing	Promoters and Promoter Group	Public	
	Not Applicable	Not Applicable	

(*) Please note that the Board of Directors had identified **January 23, 2015** as the **cut-off date** to ascertain the List of Shareholders entitled to cast their votes on the resolution for Issue of Bonus Shares as mentioned in the Notice of the Extra-ordinary General Meeting.

The mode of voting for the resolution was electronic voting.

Given below is the result of e-Voting conducted from 9.00 a.m. on Thursday, February 19, 2015 till 6.00 p.m. on Saturday, February 21, 2015.



Resolution No. 1: Approval for the Issue of Bonus Shares

Resolution Required: Special

Mode of Voting: e-Voting

Promoter / Public	No. of shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	1	2	3 = [(2)/(1)]*100	4	5	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	1,55,76,782	1,55,76,117	99.99	1,55,76,117	0	100	0
Public – Institutional holders	1,42,15,526	90,79,363	63.87	90,79,363	0	100	0
Public – Others	1,02,07,692	32,90,289	32.23	32,90,289	0	100	0
Total	4,00,00,000	2,79,45,769	69.86	2,79,45,769	0	100	0



SKO & Associates Company Secretaries

REPORT OF SCRUTINIZER

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

The Chairman,
Persistent Systems Limited
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 process in a fair and transparent manner in respect of the below mentioned resolution proposed in the Extra-Ordinary General Meeting Notice dated January 24, 2015 (the "Extra-Ordinary General Meeting Notice") and submit our report as under:

1. In accordance with the Extra-Ordinary General Meeting Notice sent to the shareholders on or before January 31, 2015, and the 'Advertisement' published pursuant to the Rule 20(3) (v) of the Companies (Management and Administration) Rules, 2014 on February 4, 2015, the e-voting opened at 9.00 a.m. IST on Thursday, February 19, 2015 and remained open upto 6:00 p.m. IST on Saturday, February 21, 2015.
2. The Equity Shareholders holding shares as on January 23, 2015 being the "cut-off date" were entitled to vote on the resolution stated in the Extra-Ordinary General Meeting Notice.
3. The votes were unblocked at 1.15 p.m. on February 23, 2015, in the presence of Mr. Vikas Agarwal and Ms Poorva Arankalle, who are not the employees of the Company, who have signed below as witness to the unblocking of the votes.
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 process in respect of the resolution contained in the Extra-Ordinary General Meeting Notice sent on or before January 31, 2015, to the shareholders of the Company.

Our responsibility as a scrutinizer for the e-voting process is restricted to make Scrutinizers Report of the votes cast "in favor" or "against" the resolution stated below, based on data downloaded from the e-voting website of Central Depository Services Limited.

Shridhar Kulkarni



SKO & Associates
Company Secretaries

5. The e –voting results/ list of equity shareholders who have voted “For” and “Against” were downloaded from the e- voting website of Central Depository Services Limited and the same are being handed over to the Chairman.

6. The result of the e-voting is as under:

a) **Item No. 1 of the Extra-Ordinary General Meeting Notice**

Issue of Bonus Shares

i. Voted in favor of the Resolution

Number of members voting through electronic system	Number of votes cast in favor of resolution	% of total numbers of valid votes cast
174	27,945,769	100.00

ii. Voted against the Resolution:

Number of members voting through electronic system	Number of votes cast against the resolution	% of total numbers of valid votes cast
NIL	NIL	NIL

iii. Invalid Votes:

Total number of members whose votes declared invalid	Total number of votes cast by them
NIL	NIL

7. 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.

Shridhar Kulkarni



SKO & Associates Company Secretaries

8. All the relevant records of electronic voting will remain in our safe custody until the Chairman declares the results 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
Company Secretaries

Shridhar Kulkarni

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



Place: Pune

Date: February 26, 2015, 10.00 a.m.

The votes were unblocked from the e-voting website of CDSL in our presence at 1.15 p.m. on February 23, 2015 at the office of the Scrutinizer.

Vikas Agarwal

Vikas Agarwal

Poorva Arankalle

Poorva Arankalle