

NSE & BSE / 2020-21 / 29

June 25, 2020

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

The Manager,
Corporate Services,
BSE Limited
14th Floor, P J Towers, Dalal Street,
Mumbai 400 001

Ref: Symbol: PERSISTENT

Ref: Scrip Code: 533179

Dear Sirs,

Sub.: Submission of Notice of the 30th Annual General Meeting of the Company
Ref.: Our letter bearing Ref. No. NSE & BSE / 2020-21 / 23 dated June 9, 2020

We refer to our above-mentioned letter to your office wherein we had informed that the 30th Annual General Meeting (AGM) will be held on Friday, July 24, 2020.

In continuation of the same and in terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 30th AGM of the Company.

Today, the Company has initiated the process to send the Notice through electronic mode to those Members whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 19, 2020.

The Company has uploaded the AGM Notice on its website at <https://persys.co/agm-notice-2020>.

This is for your information and records please.

Please acknowledge the receipt.

Thanking you,

Yours sincerely,
For **Persistent Systems Limited**



Amit Atre
Company Secretary
ICSI Membership No.: ACS 20507

Encl.: As above

Notice

NOTICE is hereby given that the THIRTIETH Annual General Meeting of the Members of Persistent Systems Limited will be held on Friday, July 24, 2020 at 1600 Hrs. (India Time) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) (hereinafter referred as ‘VC’) to transact the following businesses:

| Item No. of Notice | Summary of Businesses to be transacted at the 30 th Annual General Meeting | Page No. |
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| Ordinary Businesses | | |
| 1\ | To receive, consider and adopt Audited Unconsolidated Financial Statements for the Financial Year ended March 31, 2020, Reports of the Board of Directors and Auditors thereon | 3 |
| 2\ | To receive, consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2020 | 3 |
| 3\ | To confirm the payment of 1 st Interim Dividend of ₹ 9 per equity share and 2 nd Interim Dividend of ₹ 3 per equity share for the Financial Year 2019-20 | 3 |
| 4\ | To appoint a director in place of Mr. Thomas Kendra (DIN: 07406678), Non-Executive Non-Independent Director who retires by rotation and has confirmed his eligibility and willingness to accept the office, if re-appointed | 3 |
| 5\ | To appoint a director in place of Mr. Sunil Sapre (DIN: 06475949), Executive Director, who retires by rotation and has confirmed his eligibility and willingness to accept the office, if re-appointed | 3 |
| 6\ | To appoint M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 35 th Annual General Meeting of the Company to be held on or before September 30, 2025, on the proposed remuneration terms | 7 |
| Special Businesses | | |
| 7\ | To consider and approve re-appointment of Dr. Anand Deshpande (DIN: 00005721), Chairman and Managing Director of the Company as the Managing Director of the Company liable to retire by rotation, to hold office for a period of 5 (Five) years i.e. up to the conclusion of the 35 th Annual General Meeting of the Company to be held on or before September 30, 2025 | 8 |
| 8\ | To appoint Mr. Praveen Kadle (DIN: 00016814) as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (Five) consecutive years i.e. for a term up to April 22, 2025 | 12 |

Ordinary Businesses

- 1\ To receive, consider and adopt the Audited Unconsolidated Financial Statements for the Financial Year ended March 31, 2020, Reports of the Board of Directors and Auditors thereon
- 2\ To receive, consider and adopt the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2020
- 3\ To confirm the payment of 1st Interim Dividend of ₹ 9 per equity share and 2nd Interim Dividend of ₹ 3 per equity share for the Financial Year 2019-20
- 4\ To appoint a director in place of Mr. Thomas Kendra (DIN: 07406678), Non-Executive Non-Independent Director who retires by rotation and has confirmed his eligibility and willingness to accept the office, if re-appointed
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Thomas Kendra, (DIN: 07406678), Non-Executive Non-Independent Director, retiring by rotation and being eligible for re-appointment, has confirmed his eligibility and willingness to accept the office, be and is hereby re-appointed as a Director of the Company.
- 5\ To appoint a director in place of Mr. Sunil Sapre (DIN: 06475949), Executive Director, who retires by rotation and has confirmed his eligibility and willingness to accept the office, if re-appointed
To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

Dear Member,

In the midst of the global pandemic caused by COVID-19, we pray that all our members and their families are safe and healthy.

We completed thirty years’ of incorporation of the Company on May 30, 2020 and we are honoured to invite you to attend the Thirtieth Annual General Meeting of the Company scheduled to be held on Friday, July 24, 2020 at 1600 Hrs. (India time) through Video Conferencing (“VC”).

Sincerely,

Anand Deshpande, Ph.D.
Chairman and Managing Director
DIN: 00005721

Pune, June 9, 2020

RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Mr. Sunil Sapre (DIN: 06475949), Executive Director, retiring by rotation and being eligible for re-appointment has confirmed his eligibility and willingness to accept the office, be and is hereby re-appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 2(78), 2(94), 197, 203 and Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Rules made thereunder, consent of the Company be and is hereby accorded for the re-appointment of Mr. Sunil Sapre as the Executive Director of the Company with effect from January 27, 2018, for a period of 3 (three) consecutive years for a term up to January 26, 2021, on terms and conditions as mentioned below:

i. Basic Salary

In the range of ₹ 2,00,000 to ₹ 5,00,000 per month.

ii. Bonus

Bonus, as may be decided by the Board up to a maximum of 2% (Two percent) of the Net Profits payable quarterly or at other intervals.

iii. Allowances

Allowances in the nature of City Compensatory Allowance, Dearness Allowance, Personal Allowance, Special Allowance or such other allowance, by whatever name called calculated as a percentage of Basic Salary or fixed amount, as decided by the Board of Directors from time to time.

iv. Perquisites and other benefits

a. Housing: The expenditure by the Company on hiring furnished accommodation shall be subject to a ceiling of 50% of the Basic Salary. The perquisite value shall be computed in accordance with the prevailing Income Tax Rules.

In case the Company does not provide accommodation, a House Rent Allowance subject to a ceiling of 50% of the Basic Salary.

In addition, the Company may arrange for maintenance of house by providing the services of a sweeper and/or gardener at the residence of the Executive Director. The monthly wages of each of them, to be paid by the Company, which shall be valued as taxable perquisite as per the prevailing Income Tax Rules.

b. Reimbursement of Corporate Relation Expenses: The Executive Director shall be entitled to reimbursement of Corporate Relation Expenses subject to submission of bills.

c. Medical Reimbursement: Medical and Hospitalization benefits for self and family by way of reimbursement of expenses actually incurred, the total cost of which to the Company shall not exceed such amount as decided by the Board of Directors from time to time.

d. Leave travel concession/allowance: For self and family once in a year, as decided by the Board of Directors from time to time.

e. Club fees: Entrance fees (excluding life membership fees) and monthly subscription fees payable subject to a maximum of two clubs as approved by the Managing Director of the Company.

f. Life Insurance Policy, Personal Accident Insurance Health and Mediclaim Policy: Life Insurance Policy, Personal accident insurance for self and Health and Mediclaim policy for self and dependent family members as per the rules of the Company. In addition, Life Insurance policy for self and dependent family members subject to the annual premium not exceeding ₹ 300,000.

g. Company's contribution to provident fund and superannuation fund: As per the rules of the Company.

h. Gratuity: As per the rules of the Company.

i. Earned/privileged leave: As per the rules of the Company.

j. Encashment of leave: As per the rules of the Company.

k. Company car: The Company will provide to the Executive Director, a Company owned car with a driver, for all his official and personal needs. In this case, no Commuting Allowance will be paid.

If the Executive Director chooses not to use the Company vehicle, then he will be entitled to a vehicle allowance as decided by the Board of Directors from time to time.

l. Telephone/Telefax/Internet: The Company shall reimburse rent, taxes and call charges of telephone/telefax at residence of the Executive Director. The Company shall also provide Cellular Phones with roaming facility and reimburse all charges pertaining to the same. The Company shall also reimburse the cost of Internet connection at the residence of the Executive Director.

m. Books and Periodicals: The Executive Director shall be entitled to reimbursement of cost of books and periodicals subject to a ceiling as decided by the Board of Directors from time to time.

n. Stock Options: The Executive Director shall be eligible to receive Stock Options of the Company as decided by the Board of Directors or the Committee thereof from time to time.

o. Other Privileges: Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company.

Explanation

Perquisites shall be evaluated as per the Income-Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

'Family' means the spouse, the dependent children and dependent parents of the Executive Director.

RESOLVED FURTHER THAT the Board of Directors (the 'Board') based on the recommendations of the Nomination and Remuneration Committee or any of its Committee, by whatever name called, be authorized in its absolute discretion and from time to time, to fix within the range stated above, the salary payable to Mr. Sunil Sapre.

RESOLVED FURTHER THAT Mr. Sunil Sapre be designated as 'Executive Director and Chief Financial Officer' or such other designation as may be decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT the term of Mr. Sunil Sapre as the Executive Director of the Company shall be on continued basis on his re-appointment at the Annual General Meeting, when he retires by rotation.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Mr. Sunil Sapre as the Executive Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Sapre, the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT Mr. Sunil Sapre be authorized to exercise the following powers:

- a. Subject to the superintendence, control and direction of the Board of Directors of the Company, Mr. Sunil Sapre so long as he holds the position of the Executive Director of the Company shall have the general authority for conduct and management of the whole of business and affairs of the Company except in the matters which may be specifically required to be done by the Board either pursuant to the Companies Act, 2013 or by the Articles of Association of the Company.
- b. Mr. Sunil Sapre, Executive Director shall exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business he may consider necessary or proper or in the interest of the Company and in particular but without in any way restricting the general powers and authorities hereinbefore conferred upon, Mr. Sunil Sapre, Executive Director shall in particular have the following powers on behalf of the Company:
 - 1\ To manage, conduct and transact day-to-day business, affairs and operations of the Company including power to enter into contracts and to vary and rescind them;
 - 2\ To enter into and become party to and to sign and execute all deeds, instruments, contracts, receipts and all other documents or writings on behalf of the Company whether statutory or otherwise;
 - 3\ To become party to and to present for registration and admit execution of and to do every act, matter or thing necessary or proper to enable registration on behalf of the Company of all deeds, instruments, contracts, agreements, receipts and all other documents whatsoever;

- 4\ To convene meetings of the Board of Directors, Committees of the Board and the ordinary or extraordinary general meetings of the shareholders;
- 5\ To insure and keep insured Company's properties, buildings, machinery, plants, materials, equipment and all other properties of the Company, movable or immovable either lying in the offices, or elsewhere or in transit for import against loss or damage by fire or other risks and to sell, assign, surrender or discontinue any of the insurances effected in pursuance of this;
- 6\ To incur expenses as may be necessary to maintain offices and other buildings and otherwise deal with the Company's properties, articles or things or for the purposes of the business of the Company;
- 7\ To raise or borrow (otherwise than by way of debentures/ deposits) from time to time on behalf of the Company, funds not exceeding Rupees Fifty Crores between two consecutive Board Meetings;
- 8\ To invest and deal with the moneys of the Company not exceeding Rupees Fifty Crores between two consecutive Board Meetings or to deposit the same with banks and from time to time to realise and vary such investments;
- 9\ To make loans, provide guarantee or give security for the amount not exceeding Rupees Fifty Crores between two consecutive Board Meetings;
- 10\ To operate upon and close accounts current, fixed or otherwise with any bank or bankers, merchant or merchants or with any company or companies, firm or firms, individual or individuals and to pay moneys into and to draw moneys from any such account or accounts from time to time;
- 11\ To enter into Foreign Currency contracts for hedging the Company's underlying outstanding export and import exposures and other outstanding foreign currency liabilities;
- 12\ To attend any general meeting of any of the companies in which the Company holds shares or is a member or any adjournment thereof and to exercise all the rights and powers of a member on behalf of the Company in the same manner as the Company could exercise if it were personally present as an individual member of such company/ companies, including the right to appointment one or more proxies to attend and vote at any of the general meetings;
- 13\ To appoint or employ for the Company's transactions and management of affairs and from time to time to discharge or remove or suspend or re-appoint and re-employ or replace managers, officers, employees and other members of the staff of the Company, bankers, all kinds of agents, brokers, advocates, solicitors, pleaders, lawyers, engineers, technicians and experts with such powers and duties and upon such terms as to duration of employment, remuneration or otherwise;
- 14\ To incur such expenses, in unavoidable situations and exigencies, as may deem expedient for business purposes subject to ratification by the Board of Directors;
- 15\ To make applications to various government, semi-government and local authorities and to execute requisite declarations, statements and other documents, on behalf of the Company, for any permissions, licenses, and registrations, and enhance or modify the application that are necessary for the Company for carrying out the day to day affairs of the Company and to comply with and/or cause to be complied with all statutory requirements affecting the Company and to represent the Company before any Government, courts of law, civil, criminal, industrial or labour, revenue or before all conciliators, other public officers, authorities, bodies or tribunals in connection with all suits, actions, petitions, appeals and other legal or other proceedings and matters whether civil, criminal, revenue, industrial or labour in which the Company may be concerned or interested whether as plaintiffs, defendants, petitioners, appellants, respondents, opponents, prosecutors, opposing creditors or in any other capacity whatsoever or otherwise howsoever and in all matters in anywise concerning the business affairs and properties of the Company and to appear and to represent the Company in all actions, suits, appeals, petitions, and other proceedings under all Acts or enactments of the Parliament of India or of any State Legislature and to affirm, declare and sign all pleadings applications, petitions, statements, memoranda of appeal, affidavits, documents, acknowledgments and papers in connection therewith and to appear and to represent the Company before all officers, authorities, bodies or tribunals under any of the said Acts or enactments;
- 16\ To apply for and obtain copies of returns of Income/ Wealth tax statements, refund orders, depositions, correspondence, proceedings, assessment orders, appellate orders or orders of tax/in land revenue authorities on the Company's behalf herein and to carry on all correspondence and also apply for extension of time, accept notices, assessment orders, appellate orders, revision orders, tribunal judgment etc., on behalf of the Company;
- 17\ To institute, defend, prosecute, conduct, compound, refer to arbitration and abandon and to compromise legal or other proceedings, claims and disputes by or against the Company or in which the Company may be concerned or interested;
- 18\ To collect, ask, demand, sue or recover and receive from all persons, firms, companies, societies including the Government, its agents and servants or local authorities in any part of the world, liable to pay, transfer and deliver the same respectively all such sums of money, stocks, funds, interests, dividends, debts, dues, goods, effects and things now or hereafter to be owing or payable or belonging to the Company by virtue of any security or by right, title, ways or means howsoever or upon any balance of accounts and upon receipt thereof to ask, demand, sue for, recover and receive from persons or from everybody, political or corporate, whom it shall or may concern all sums of money, debts, dues, chattels, effects and things of whatsoever nature and description which now are or at any time or times during the subsistence of these presents shall or may be or become owing, payable or belonging to the Company in or by any right, title, ways or means howsoever;
- 19\ To protest unpaid bills, obtain declarations of bankruptcy from others, attend and vote at all meetings in all bankruptcy, insolvency and liquidation or other proceedings in which the Company may be interested or concerned, concur in or object to the appointment of trustees and members of committees of control and take part in the same, and accept and repudiate composition whether judicial or otherwise;
- 20\ To engage, constitute appoint and remove advocates, attorneys, lawyers, pleaders or other authorities to advise the Company, to prosecute or defend all proceedings in which the Company may be concerned and to advise the Company on all legal and tax issues and in connection with any reference or proceedings in the Tribunals, in the High Court or other Court in connection with the above matters or in or about the premises and to sign vakalatnamas or warrants to act or appeals in any such matters;
- 21\ To apply for, purchase or otherwise acquire any patents, copyrights, designs and inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the Company's purposes or the acquisition of which may seem calculated directly or indirectly to benefit the Company and in accordance with the terms if any of such property rights or information so acquired to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired;
- 22\ To sign various applications, forms, returns or any other document to be filed by the Company under the provisions of Companies Act, 2013 by using Digital Signature Certificate; and
- 23\ To delegate from time to time as he thinks fit to do, execute and perform all or any such matters and things as aforesaid to other officers of the Company.
- RESOLVED FURTHER THAT** the Board of Directors through an in-person meeting or by way of circulation, be authorized to add, delete or amend the designation, powers and responsibilities of Mr. Sunil Sapre, as may be necessary from time to time, in the best interest of the Company.
- 6\ To appoint M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 35th Annual General Meeting of the Company to be held on or before September 30, 2025.
- To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
- RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. Walker Chandio & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) years, to hold office from the conclusion of this Annual General Meeting up to the conclusion of the 35th Annual General Meeting of the Company to be held on or before September 30, 2025 at an annual remuneration/ fees of ₹ 9.45 million (INR Nine Million Four Hundred and Fifty Thousand only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure of four years, etc., including by reason of necessity on account of conditions as may be stipulated by the authority, in such manner and to such extent as may be mutually agreed with 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.

Special Businesses

- 7) 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 liable to retire by rotation, to hold office for a period of 5 (Five) years i.e. up to the conclusion of the 35th Annual General Meeting of the Company to be held on or before September 30, 2025

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013, and the Rules made thereunder and the Articles of Association of the Company, Dr. Anand Deshpande (DIN: 00005721) who was appointed as the Managing Director of the Company by the Members at the 25th Annual General Meeting held on July 24, 2015 to hold office until the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Dr. Deshpande as a candidate for the office of a director of the Company, be and is hereby appointed as a Managing Director of the Company, liable to retire by rotation, for a period of 5 (Five) years i.e. up to the conclusion of the 35th Annual General Meeting of the Company to be held on or before September 30, 2025.

RESOLVED FURTHER THAT pursuant to the provisions of Section 2(78), 2(94), 197, 203 and Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Rules made thereunder, consent of the Company be and is hereby accorded for the re-appointment of Dr. Anand Deshpande as the Managing Director of the Company to hold office for a further period of 5 (Five) years, effective from July 24, 2020, for a term up to the conclusion of the 35th Annual General Meeting of the Company to be held in the calendar year 2025; on or before September 30, 2025, on the terms and conditions as mentioned below:

i. Basic Salary

In the range of ₹ 4,00,000 to ₹ 7,00,000 per month.

ii. Bonus

Bonus, as may be decided by the Board up to a maximum of 3% (Three percent) of the Net Profits payable quarterly or at other intervals.

iii. Allowances

Allowances in the nature of City Compensatory Allowance, Dearness Allowance, Personal Allowance, Special Allowance or such other allowance, by whatever name called calculated as a percentage of Basic Salary or fixed amount, as decided by the Board of Directors from time to time.

iv. Perquisites and other benefits

- a. **Housing:** The expenditure by the Company on hiring furnished accommodation shall be subject to a ceiling of 50% of the Basic Salary. The perquisite value shall be computed in accordance with the prevailing Income Tax Rules.

In case the Company provides no accommodation, a House Rent Allowance subject to a ceiling of 50% of the Basic Salary.

In addition, the Company shall provide for maintenance of a house.

The Company may provide the services of a sweeper and/or gardener at the residence of the Managing Director. The Company shall pay the monthly wages of each of them which shall be valued as taxable perquisite as per the prevailing Income Tax Rules.

- b. **Domestic Utilities:** The Company shall reimburse expenses for utilities such as gas, electricity, water, repairs at the residence of the Managing Director.

- c. **Reimbursement of Corporate Relation Expenses:** The Managing Director shall be entitled to a reimbursement of Corporate Relations Expenses subject to submission of bills.

- d. **Medical Reimbursement:** Medical and Hospitalisation benefits for self and family by way of reimbursement of expenses actually incurred, the total cost of which shall not exceed such amount as decided by the Board of Directors from time to time.

- e. **Leave travel concession/allowance:** For self and family once in a year, as decided by the Board of Directors from time to time.

- f. **Club fees:** Entrance fees (excluding life membership fees) and monthly subscription fees payable subject to a maximum of two clubs.

- g. **Life Insurance Policy, Personal Accident Insurance and Health and Medclaim Policy:** Life Insurance Policy, Personal accident insurance for self and Health and Medclaim policy for self and dependent family members as per the rules of the Company. In addition, Life Insurance policy for self and dependent family members subject to the annual premium not exceeding ₹ 3,00,000.

- h. **Company's contribution to provident fund and superannuation fund:** As per the rules of the Company.

- i. **Gratuity:** As per the rules of the Company.

- j. **Earned/privileged leave:** As per the rules of the Company.

- k. **Encashment of leave:** As per the rules of the Company.

- l. **Company car:** The Company will provide a car with a driver, for all his official and personal needs. In this case, no Commuting Allowance will be paid.

If Managing Director chooses not to use the Company vehicle, then he will be entitled to a vehicle allowance as decided by the Board of Directors from time to time.

- m. **Telephone/Telefax/Internet:** The Company shall reimburse rent, taxes and call charges of telephone/telefax at residence of the Managing Director. The Company shall also provide cellular phones with roaming facility and reimburse all charges pertaining to the same. The Company shall also reimburse the cost of Internet connection at the residence of the Managing Director.

- n. **Books and Periodicals:** The Managing Director shall be entitled to reimbursement of the cost of books and periodicals subject to a ceiling as decided by the Board of Directors from time to time.

- o. **Other Privileges:** Such other privileges, facilities, perquisites and amenities as may be applicable from time to time to the Executives of the Company.

Explanation

Perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.

'Family' means spouse, dependent children and dependent parents of the Managing Director.

RESOLVED FURTHER THAT the Board of Directors (the 'Board') based on the recommendations of the Nomination and Remuneration Committee or any of its Committee, by whatever name called, be authorised in its absolute discretion and from time to time, to fix within the range stated above, the salary payable to Dr. Anand Deshpande.

RESOLVED FURTHER THAT subject to conformity in terms of the applicable laws, Dr. Anand Deshpande be designated as 'Managing Director' or such other designation as decided by the Board from time to time.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of Dr. Anand Deshpande as the Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Dr. Deshpande, the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the term of Dr. Anand Deshpande as the Managing Director of the Company shall be on continued basis on his re-appointment at the Annual General Meeting, when he retires by rotation.

RESOLVED FURTHER THAT Dr. Anand Deshpande be authorised to exercise the following powers:

- a. Subject to the superintendence, control and directions of the Board of Directors of the Company, Dr. Anand Deshpande, so long as he holds the position of the Managing Director of the Company, shall have the general authority for conduct and management of the whole of business and affairs of the Company except in the matters which may be specifically required to be done by the Board either pursuant to the Companies Act, 2013 or by the Articles of Association of the Company.
- b. Dr. Anand Deshpande shall exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine and shall also do and perform all other acts and things which in the ordinary course of business, he may consider necessary or proper or in the interest of the Company and in particular but without in any way restricting the general powers and authorities hereinbefore conferred upon, Dr. Anand Deshpande shall in particular have the following powers on behalf of the Company:
 - 1\ To manage, conduct and transact day-to-day business, affairs and operations of the Company including power to enter into contracts and to vary and rescind them;
 - 2\ To enter into and become party to and to sign and execute all deeds, instruments, contracts, receipts and all other documents or writings on behalf of the Company whether statutory or otherwise;
 - 3\ To become party to and to present for registration and admit execution of and to do every act, matter or thing necessary or proper to enable registration on behalf of the Company of all deeds, instruments, contracts, agreements, receipts and all other documents whatsoever;
 - 4\ To convene meetings of the Board of Directors, Committees of the Board and the meetings of the shareholders;
 - 5\ To insure and keep insured the Company's properties, buildings, machinery, plants, materials, equipment and all other properties of the Company, movable or immovable either lying in the offices, or elsewhere or in transit for import against loss or damage by fire or other risks and to sell, assign, surrender or discontinue any of the insurances effected in pursuance of this;
 - 6\ To incur expenses as may be necessary to maintain offices and other buildings and otherwise deal with the Company's properties, articles or things or for the purposes of the business of the Company;
 - 7\ To raise or borrow (otherwise than by way of debentures/deposits) from time to time on behalf of the Company, funds not exceeding Rupees Fifty Crores between two consecutive Board Meetings;
 - 8\ To invest and deal with the moneys of the Company not exceeding Rupees Fifty Crores between two consecutive Board Meetings or to deposit the same with banks and from time to time to realise and vary such investments;
 - 9\ To make loans, provide guarantee or give security for the amount not exceeding Rupees Fifty Crores between two consecutive Board Meetings;
 - 10\ To operate upon and close accounts current, fixed or otherwise with any bank/s, merchant/s or with any company/ies, firm/s, individual/s and to pay moneys into and to draw moneys from any such account or accounts from time to time;
 - 11\ To enter into Foreign Currency contracts for hedging the Company's underlying outstanding export and import exposures and other outstanding foreign currency liabilities;
 - 12\ To attend any general meeting of any of the companies in which the Company holds shares or is a member or any adjournment thereof and to exercise all the rights and powers of a member on behalf of the Company in the same manner as the Company could exercise if it were personally present as an individual member of such company/ companies, including the right to appoint one or more proxies to attend and vote at any of the general meetings;
 - 13\ To appoint or employ for the Company's transactions and management of affairs and from time to time to discharge or remove or suspend or re-appoint and re-employ or replace managers, officers, employees and other members of the staff of the Company, bankers, all kinds of agents, brokers, advocates, solicitors, pleaders, lawyers, engineers, technicians and experts with such powers and duties and upon such terms as to duration of employment, remuneration or otherwise;

- 14\ To incur such expenses, in unavoidable situations and exigencies, as may deem expedient for business purposes subject to ratification by the Board of Directors;
- 15\ To make applications to various Government, semi-government and local authorities and to execute requisite declarations, statements and other documents, on behalf of the Company, for any permissions, licenses and registrations and enhance or modify the application that are necessary for the Company for carrying out the day to day affairs of the Company and to comply with and/or cause to be complied with all statutory requirements affecting the Company and to represent the Company before any Government, courts of law, civil, criminal, industrial or labour, revenue or before all conciliators, other public officers, authorities, bodies or tribunals in connection with all suits, actions, petitions, appeals and other legal or other proceedings and matters whether civil, criminal, revenue, industrial or labour in which the Company may be concerned or interested whether as plaintiffs, defendants, petitioners, appellants, respondents, opponents, prosecutors, opposing creditors or in any other capacity whatsoever or otherwise howsoever and in all matters in anywise concerning the business affairs and properties of the Company and to appear and to represent the Company in all actions, suits, appeals, petitions and other proceedings under all Acts or enactments of the Parliament of India or of any State Legislature and to affirm, declare and sign all pleadings, applications, petitions, statements, memorandum of appeal, affidavits, documents, acknowledgments and papers in connection therewith and to appear and to represent the Company before all officers, authorities, bodies or tribunals under any of the said Acts or enactments;
- 16\ To apply for and obtain copies of returns of Income/Wealth tax statements, refund orders, depositions, correspondence, proceedings, assessment orders, appellate orders or orders of tax/in land revenue authorities on the Company's behalf herein and to carry on all correspondence and also apply for extension of time, accept notices, assessment orders, appellate orders, revision orders, tribunal judgment etc., on behalf of the Company;
- 17\ To institute, defend, prosecute, conduct, compound, refer to arbitration and abandon and to compromise legal or other proceedings, claims and disputes by or against the Company or in which the Company may be concerned or interested;
- 18\ To collect, ask, demand, sue or recover and receive from all persons, firms, companies, societies including the Government, its agents and servants or local authorities in any part of the world, liable to pay, transfer and deliver the same respectively all such sums of money, stocks, funds, interests, dividends, debts, dues, goods, effects and things now or hereafter to be owing or payable or belonging to the Company by virtue of any security or by right, title, ways or means howsoever or upon any balance of accounts and upon receipt thereof to ask, demand, sue for, recover and receive from persons or from everybody, political or corporate, whom it shall or may concern all sums of money, debts, dues, chattels, effects and things of whatsoever nature and description which now are or at any time or times during the subsistence of these presents shall or may be or become owing, payable or belonging to the Company in or by any right, title, ways or means howsoever;
- 19\ To protest unpaid bills, obtain declarations of bankruptcy from others, attend and vote at all meetings in all bankruptcy, insolvency and liquidation or other proceedings in which the Company may be interested or concerned, concur in or object to the appointment of trustees and members of committees of control and take part in the same, and accept and repudiate composition whether judicial or otherwise;
- 20\ To engage, constitute, appoint and remove advocates, attorneys, lawyers, pleaders or other authorities to advise the Company, to prosecute or defend all proceedings in which the Company may be concerned and to advise the Company on all legal and tax issues and in connection with any reference or proceedings in the Tribunals, in the High Court or other Court in connection with the above matters or in or about the premises and to sign vakalatnamas or warrants to act or appeals in any such matters;
- 21\ To apply for, purchase or otherwise acquire any patents, trademarks, copyrights, designs and inventions, licenses, trade secrets, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the Company's purposes or the acquisition of which may seem calculated directly or indirectly to benefit the Company and in accordance with the terms, if any, of such property rights or information so acquired to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired;
- 22\ To various applications, forms, returns or any other document to be filed by the Company under the provisions of the Companies Act, 1956 and the Companies Act, 2013 by using Digital Signature Certificate; and

23\ To delegate from time to time as he thinks fit to do, execute and perform all or any such matters and things as aforesaid to the Executive Director/s or other officers of the Company.

RESOLVED FURTHER THAT the Board of Directors through an in-person meeting or by way of circulation, be authorised to add, delete or amend the powers and responsibilities of Dr. Anand Deshpande, as may be necessary from time to time, in the best interest of the Company.

- 8\ To consider and approve appointment of Mr. Praveen Kadle (DIN: 00016814) as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (Five) consecutive years i.e. for a term up to April 22, 2025

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Article 112 of the Articles of Association of the Company and all other applicable provisions, if any, Mr. Praveen Kadle (DIN: 00016814), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 23, 2020 and who holds office till the date of 30th Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kadle as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years; for a term up to April 22, 2025; subject to Mr. Kadle satisfying the criteria of independence in terms of the Companies Act, 2013, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and shall not be liable to retire by rotation.

By the order of the Board of Directors

Amit Atre
Company Secretary
ACS 20507

Pune, June 9, 2020

Persistent Systems Limited
CIN: L72300PN190PLC056696

Registered Office

'Bhageerath', 402 Senapati Bapat Road,
Pune 411 016
Tel.: +91 (20) 6703 0000
Fax: +91 (20) 6703 0008
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 Thirtieth Annual General Meeting (the 'Meeting/AGM') is annexed hereto.
- 2\ In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular No. 14/2020 dated April 8, 2020 and No. 17/2020 dated April 13, 2020 and No. 20/2020 dated May 5, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has permitted holding of the Annual General Meeting ("AGM") through VC, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA and SEBI Circulars, the AGM of the Company is being held through VC.
- 3\ The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are annexed.
- 4\ 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. Since this AGM is being held through VC, physical attendance of members has been dispensed with. Accordingly, the facility for appointment 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.
- 5\ Corporate Members intending to attend the AGM through VC through their authorized representative 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\ In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- 7\ Electronic copy of relevant documents referred to in the accompanying Notice and the Statement will be made available for inspection by the Members through e-mail. The Members are requested to send an email to investors@persistent.com for the same.
- 8\ Electronic copies of 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 time of the AGM.
- 9\ The Company has notified closure of the Register of Members and Share Transfer Books from Saturday, July 18, 2020 to Friday, July 24, 2020 (both days inclusive) for the purpose of AGM.
- 10\ Members desiring any information as regards to financial statements are requested to write to the Company by Friday, July 17, 2020 so as to enable the management to keep the information ready.
- 11\ The certificate from the Statutory Auditors of the Company certifying that the Company's Employees Stock Option Award - X, Employee Stock Option Scheme 2014, Employee Stock Option Plan 2016 and Employee Stock Option Plan 2017 are being implemented in accordance with the SEBI (Share Based Employee Benefits), Regulations, 2014, and in accordance with the resolution of the Members passed at the general meetings will be available for inspection by the Members on our website at <https://www.persistent.com/investors/>
- 12\ In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.persistent.com at <https://persys.co/agm-notice-2020> and <https://persys.co/annual-report-2020>, respectively, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>
- 13\ Since the AGM will be held through VC, the Route Map is not annexed ESOP in this Notice.
- 14\ Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 15\ 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) ('Link Intime').

16\ The 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.

17\ Non-Resident Indian / Foreign 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.

18\ As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to convert their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agent for assistance in this regard.

19\ Members who wish to claim dividends, which remained unclaimed, are requested to correspond to the Company at investors@persistent.com or companysecretary@persistent.com. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ('IEPF') maintained by the Government of India. For the dividend amounts which have already been transferred to IEPF Account, Member needs to approach the Government authorities for the same and the procedure to avail of such dividend is available at <http://www.iepf.gov.in/IEPF/refund.html>

20\ 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. The Company will also make available a copy of its Annual Report and quarterly results on its website.

21\ Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of Members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company/Link Intime (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. The Members can submit their tax exemption forms directly on the portal of Link Intime.

The requisite form for claiming tax exemption can be downloaded from Link Intime's website. The URL for the same is as under:

<https://www.linkintime.co.in/client-downloads.html> - On this page, select the General tab. All the forms are available under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below:

<https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> On this page, the user shall be prompted to select / share the following information to register their request.

Select the company (Dropdown)
Folio / DP-Client ID
PAN
Financial year (Dropdown)

Form selection
Document attachment – 1 (PAN)
Document attachment – 2 (Forms)
Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime should be done in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company.

The Members may note that in case the tax on said interim/final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to the Members to file the return of income as per the Income Tax Act, 1961 and claim an appropriate refund, if eligible.

The Income Tax Act, 1961 and claim an appropriate refund, if Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate at a higher rate as per prevailing tax rates.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F and/or any other document which may be required to avail the tax treaty benefits.

22\ 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 resolutions proposed to be considered at the Annual General Meeting (AGM) 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 ('remote e-Voting') will be provided by National Securities Depository Limited ('NSDL').
- B. 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 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 e-Voting to be conducted at the time of the Meeting in addition to remote e-Voting, his voting through remote e-Voting shall be considered as Final and vote casted through e-Voting at the time of the Meeting 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. Friday, July 17, 2020.
- 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. Friday, July 17, 2020 only, shall be entitled to avail the facility of remote e-Voting/e-Voting at the time of the Meeting.
- F. The remote e-Voting period commences from 12:01 a.m. (IST) on Tuesday, July 21, 2020 and ends on Thursday, July 23, 2020 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 of Friday, July 17, 2020, 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.

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.

Procedure under Step 1 is as follows

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

- 1\ Visit the e-Voting website of NSDL. Open web browser by typing the 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/Members' section.

- 3\ A new screen will open. Member will have to enter their User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if Members are registered for NSDL e-services i.e. IDeAS, they can log-in at <https://eservices.nsdl.com/> with their existing IDeAS login. Once a Member log-in to NSDL e-services after using their log-in credentials, click on e-Voting and they can proceed to Step 2 as provided below i.e. cast their vote electronically.

- 4\ Member 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\ Members password details are given below:
 - a. If Members are already registered for e-Voting, then they can use their existing password to login and cast their vote.
 - b. If Members are using NSDL e-Voting system for the first time, they will need to retrieve the 'initial password' which was communicated to them. Once they retrieve their 'initial password', they need to enter the 'initial password' and the system will force them to change their password.
 - c. How to retrieve the '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 by NSDL in 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, please follow steps mention below in process for the shareholders whose email ID are not registered your 'initial password' is communicated to you on your postal address.
- 6\ If Members are unable to retrieve or have not received the "Initial password" or have forgotten their password:
 - a. Click on "Forgot User Details/Password?" (If Members are holding shares in their demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If Members are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If Members are still unable to get the password by aforesaid two options, they can send a request at evoting@nsdl.co.in mentioning their demat account number/folio number, PAN, name and 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.

Procedure under Step 2 is as follows

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 - 113011" of Persistent Systems Limited.
- 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 Members

- 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@legallogic.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.
- 4\ In case of any grievances connected with the facility for e-Voting, please contact Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Email: evoting@nsdl.co.in/saritam@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990.

Process for those Members whose email IDs are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

- 1\ **Physical Holding**
Provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to ashok.sherugar@linkintime.co.in
- 2\ **Demat holding**
Provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ashok.sherugar@linkintime.co.in

The instructions for members for e-Voting on the day of the AGM are as under:

The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

Only those Members who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

Instructions for members for attending the AGM through VC are as under:

- 1\ The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through

VC will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- 2\ Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- 3\ Members are encouraged to join the Meeting through Laptops for better experience.
- 4\ Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 5\ Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 6\ Members who would like to express their views/have questions may register themselves as a speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at investors@persistent.com before Friday, July 17, 2020. Those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for AGM.
- 7\ In case of any queries connected with the attending AGM through VC, please contact Ms. Sarita Mote, Assistant Manager, NSDL, 4th Floor, 'A' wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Email: evoting@nsdl.co.in/saritam@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990.

G. The Board of Directors has appointed M/s. PVS & Associates, Practising Company Secretaries, Pune (represented by CS Pallavi Salunke, Partner bearing CP No. 4453) as the Scrutinizers to scrutinize the remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

The Scrutinizer shall, immediately after the conclusion of e-Voting at the time of the AGM, unblock the votes cast through remote e-Voting/e-Voting at the time of AGM and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to any of the Executive Directors of the Company who shall countersign the same and declare the result of the voting forthwith.

H. 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 <https://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.

- 23\ 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 — Pursuant to Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The following Explanatory Statement sets out material facts relating to Item no. 4 to 8 of the accompanying Notice:

Explanatory Statement to the Ordinary Businesses

Item no. 4

Disclosure relating to a Director retiring by rotation pursuant to the provisions of the Act and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'):

| | |
|--|---|
| Name of the Director | Mr. Thomas (Tom) Kendra |
| Date of Birth/Age | May 22, 1954/63 years |
| Date of First Appointment | January 22, 2016 |
| Total tenure in the Company | 4 years |
| Expertise in specific General Functional area | IT Industry |
| Qualification | Bachelor of Arts in Business Administration from the Indiana University in Bloomington, Indiana, USA |
| Shareholding in the Company [®] | Nil |
| No. of Board meetings attended during the Financial Year 2019-20 | During the Financial Year 2019-20, there were 6 (Six) meetings and he attended all the meetings in person/through Tele Conferencing |
| Chairman/Member of the Committee of the Board of Directors of the Company [®] | Nomination and Remuneration Committee |
| List of outside Directorships held [®] | ChiroTouch, USA |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director [®] | Nil |
| Relationship with other Directors or Key Managerial Personnel of the Company [®] | Nil |

[®]As on June 9, 2020

Except Mr. Kendra, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company recommends the Resolution at item no. 4 for your approval as an Ordinary Resolution.

Item no. 5

Disclosure relating to a Director retiring by rotation pursuant to the provisions of the Act and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'):

| | |
|--|--|
| Name of the Director | Mr. Sunil Sapre |
| Date of Birth/Age | December 25, 1964/55 years |
| Date of First Appointment | January 27, 2018 |
| Total tenure in the Company | 2 years as an Executive Director and before such appointment, he has been appointed as Chief Financial Officer w.e.f. December 1, 2015 |
| Expertise in specific General Functional area | Financial and Operational Management |
| Qualification | 1\ Bachelor's Degree in Commerce 2\ Member of the Institute of Chartered Accountants of India |
| Shareholding in the Company ^{®*} | 4,600 Shares (0.006%) |
| No. of Board meetings attended during the Financial Year 2018-19 | During the Financial Year 2019-20, there were 6 (Six) meetings and he attended all the meetings in person |
| Chairman/Member of the Committee of the Board of Directors of the Company [®] | 1\ Risk Management Committee 2\ Stakeholders Relationship Committee 3\ Executive Committee |

List of outside Directorships held[®]

- 1\ Aepona Group Limited, Ireland
- 2\ Aepona Limited, United Kingdom
- 3\ Persistent Systems Lanka (Pvt.) Limited, Sri Lanka
- 4\ Persistent Systems Israel Ltd., Israel
- 5\ Persistent Systems México S.A. de C.V., Mexico
- 6\ Parx Werk AG, Switzerland
- 7\ Persistent Systems Germany GmbH, Germany
- 8\ Valista Limited, Ireland (under liquidation)
- 9\ Youperience GmbH, Germany
- 10\ Youperience Limited, UK
- 11\ MCCIA Electronic Cluster Foundation, India
- 12\ Persistent Foundation, India (Public Charitable Trust)

| | |
|--|-----|
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director [®] | Nil |
| Relationship with other Directors or Key Managerial Personnel of the Company [®] | Nil |

[®] As on June 9, 2020

* Jointly held with Spouse/Father

Except Mr. Sunil Sapre, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company recommends the Resolution at item no. 5 for your approval as an Ordinary Resolution.

Item no. 6

The Members of the Company at the Extra Ordinary General Meeting ('EOGM') held on September 4, 2019 had appointed M/s. Walker Chandio & Co. LLP, Chartered Accountants ('Walker Chandio') as the Statutory Auditors of the Company from the conclusion of the said 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 ₹ 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.

Pursuant to such appointment, Walker Chandio will retire at the ensuing 30th AGM.

The Audit Committee considered the appointment of Walker Chandio as the Statutory Auditors of the Company for the term of 5 (Five) years.

Further, pursuant to Regulation 36 of the Listing Regulations, the proposed remuneration and terms of appointment of Walker Chandio are as follows:

Proposed remuneration

Walker Chandio will be paid an annual remuneration/fees of ₹ 9.45 million (INR Rupees Nine Million Four Hundred and Fifty Thousand only) plus outlays and taxes as applicable from time to time, for the purpose of audit of the Company's accounts.

The power may be granted to the Board/Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration for remaining tenure during the proposed tenure of four years, etc., including by reason of necessity on account of conditions as may be stipulated by the authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

Key terms of appointment and the responsibilities of the M/s. Walker Chandio & Co. LLP are as follows:

- 1\ M/s. Walker Chandio & Co. LLP (the 'Walker Chandio') shall audit the financial statements of the Company as defined in Section 2(40) of the Companies Act, 2013 ('2013 Act'), for the 5 (Five) years starting with quarter ending September 30, 2020 up to and including the quarter ending June 30, 2025. 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 Walker Chandio with the objective of them expressing an opinion on the aforesaid financial statements which, inter alia, includes 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 Institute of Chartered Accountants of India ('ICAI') require that Walker Chandio comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis-statements. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements;
- 4\ Walker Chandio 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 Walker Chandio's duties 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;
- 8\ Such other attestation engagements, which are required to be undertaken by the Statutory Auditors in terms of any statute or regulation or otherwise.

Walker Chandio have also provided confirmation that they have been subjected themselves to peer review process and hold a valid certificate issued by the 'Peer Review Board of ICAI'.

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

The Board of Directors of your Company recommends the Resolution at item no. 6 for your approval as an Ordinary Resolution.

Explanatory Statement to the Special Businesses

Item no. 7

Dr. Anand Deshpande has been the Chairman and Managing Director of the Company since October 19, 1990.

Further, the Members in 25th Annual General Meeting of the Company held on Friday, July 24, 2015 had appointed Dr. Deshpande as the Managing Director of the Company for a period of 5 (Five) years with effect from July 24, 2015 for a term up to the conclusion of the 30th Annual General Meeting of the Company to be held on or before September 30, 2020.

The tenure of Dr. Deshpande as the Managing Director will expire at the ensuing Annual General Meeting.

In terms of Section 152 of the Companies Act, 2013, Dr. Deshpande is liable to retire by rotation.

Subject to approval of the Members of the Company, the Board of Directors in its meeting held on June 9, 2020, in terms of the recommendation of the Nomination and Remuneration Committee at its meeting held on April 23, 2020, approved the re-appointment of Dr. Deshpande as the Managing Director of the Company to hold office for a further period of 5 (Five) years, effective from July 24, 2020, for a term up to the conclusion of the 35th Annual General Meeting of the Company to be held on or before September 30, 2025.

The re-appointment has been recommended by the Nomination and Remuneration Committee and according to the Companies (Amendment) Act, 2017, deposit of ₹ 100,000 under Section 160 of the Act is not required.

The proposed re-appointment is on the following terms and conditions:

- Period of re-appointment — 5 (Five) years, effective from July 24, 2020 and ending on 35th Annual General Meeting of the Company to be held in calendar year 2025 i.e. on or before September 30, 2025.
- Details of remuneration — As provided in Item No. 7 of the Notice
- Dr. Anand Deshpande shall perform such duties as shall from time to time entrusted to him, subject to superintendence, guidance and control of the Board of Directors and he shall perform such other duties as shall from time to time be entrusted to him by the Board of Directors, as detailed in Item No. 7 in the Notice.

In terms of the provisions of the Companies Act, 2013 and the Rules made thereunder, re-appointment of Managing Director and payment of remuneration to him is required to be approved by the Members of the Company.

The copies of the relevant resolution of the Board of Directors with respect to the appointment is available for inspection by the Members at the Registered Office of the Company during the working hours on any working day till the date of the Annual General Meeting.

Profile of Dr. Anand Deshpande

Dr. Anand Deshpande is the Founder, Chairman and Managing Director of Persistent Systems since its inception and is responsible for the overall leadership, strategy and management of the Company.

Dr. Deshpande holds a B. Tech. (Hons.) in Computer Science and Engineering from the Indian Institute of Technology (IIT), Kharagpur, and a M.S. and a Ph.D. in Computer Science from Indiana University, Bloomington, Indiana, USA.

As a true technology visionary, Dr. Deshpande's strengths lie in identifying and investing in next-generation technologies and encouraging internal entrepreneurship to ensure that Persistent Systems stays at the forefront of technology innovation.

Dr. Deshpande has been the driving force in growing Persistent Systems from its inception in 1990, to the publicly-traded global Company of today. He has been recognized by his alma mater, IIT Kharagpur, as a Distinguished Alumnus in 2012 and by the School of Informatics of Indiana University with the Career Achievement Award in 2007.

Prior to founding Persistent Systems, Dr. Deshpande began his professional career at Hewlett-Packard Laboratories in Palo Alto, California, where he worked as Member of Technical Staff from May 1989 to October 1990.

Dr. Deshpande has served numerous positions at various professional and non-profit organizations viz. NASSCOM's Executive Council, ACM (Association for Computing Machinery) India, where he was the first President, SEAP (Software Exporters' Association of Pune), Pune Chapter of CSI (Computer Society of India), CII's Pune Zonal Council, Trustee in the Computer History Museum, Dean's Advisory Council in the School of Informatics, Computing and Engineering of Indiana University, and Member of the Executive Committee of MCCA.

Dr. Deshpande is a founding member of iSPIRT, India's first product think tank, started with the vision of creating a vibrant entrepreneurial ecosystem in India and is a founder member of Inter Institutional Inclusive Innovations Centre (i4C). i4C is an independent, non-profit entity which acts as a platform to pro-actively scout, showcase and handhold technology innovations, especially aimed at the base of the pyramid.

Currently, Dr. Deshpande serves as a Trustee of the VLDB Endowment www.vldb.org, Trustee of BAIF and as a Trustee of Persistent Foundation. With members of his family, he has established DeAsra Foundation <http://www.deasra.in>, a non-profit entity which focuses on creating self-employment at scale.

Dr. Deshpande is married to Sonali and they have a daughter and a son.

Other details of Dr. Deshpande are as follows:

| | |
|-----------------------------|----------------------------------|
| Name of the Director | Dr. Anand Suresh Deshpande |
| Father's Name | Mr. Suresh Purushottam Deshpande |
| Date of Birth/Age | May 7, 1962/58 years |
| Date of First Appointment | October 19, 1990 |
| Total tenure in the Company | 30 years |

| | |
|--|--|
| Expertise in specific General Functional area | Computer Science and Management |
| Qualification | B.Tech. (Hons.) (Computer Science and Engineering) M.S. (Computer Science) Ph.D. (Computer Science) |
| Shareholding in the Company ^{®*} | 22,848,840 Shares (29.90%) |
| Shareholding in the company of the Spouse and immediate relatives of the Director | Refer Note No. 1 below |
| Stock options available for exercise | Nil |
| No. of Board meetings attended during the Financial Year 2019-20 | During the Financial Year 2019-20, there were 6 (Six) meetings and he attended all the meetings in person |
| Chairman/Member of the Committee of the Board of Directors of the Company [®] | 1\ Stakeholders Relationship Committee 2\ Corporate Social Responsibility Committee |
| List of outside Directorships held [®] | 1\ Persistent Systems Germany GmbH, Germany 2\ Persistent Systems Inc., USA 3\ Persistent Telecom Solutions Inc., USA 4\ Persistent Systems France S.A.S., France 5\ Persistent Systems Malaysia Sdn. Bhd., Malaysia 6\ Persistent Foundation (Public Charitable Trust) 7\ DeAsra Foundation 8\ Deazzle Services Private Limited 9\ Rama-Purushottam Foundation 10\ Inter Institutional Inclusive Innovations Center 11\ Unique Identification Authority of India (UIDAI) Government of India, Ministry of Electronics and Information Technology, New Delhi (Government stream) 12\ VLDB Endowment (Non-profit Organization) 13\ BAIF Development Research Foundation, Pune (Public Charitable Trust) |
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director [®] | Nil |
| Relationship with other Directors or Key Managerial Personnel of the Company [®] | Nil |

[®] As on June 9, 2020

^{*} Jointly held with Spouse

Note No. 1

Shareholding in the Company of the Spouse and immediate relatives of the Director as on June 9, 2020

| Sr. No. | Name of immediate relative | No. of shares | % of shareholding |
|---------|---|------------------|-------------------|
| 1\ | Mr. Suresh Purushottam Deshpande* | 5,000 | 0.01 |
| 2\ | Ms. Sulabha Suresh Deshpande* | 66,000 | 0.09 |
| 3\ | Ms. Sonali Anand Deshpande* | 112,000 | 0.15 |
| 4\ | Ms. Chitra Hemadri Buzruk [#] | 469,400 | 0.61 |
| 5\ | Mr. Mukund Suresh Deshpande | 396,825 | 0.52 |
| 6\ | Mr. Hemadri Narayan Buzruk [#] | 7,820 | 0.01 |
| 7\ | Mr. Padmakar Govind Khare* | 880 | 0.00 |
| 8\ | M/s. Rama-Purushottam Foundation | 140,000 | 0.18 |
| | Total | 1,057,925 | 1.38 |

^{*} Jointly held with spouse

[#] Held singly/jointly

The re-appointment of Dr. Deshpande as the Managing Director of the Company at the Meeting or at any adjournment thereof, does not cause any dis-continuation in his tenure as the Managing Director of the Company.

Except Dr. Deshpande, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company is of the opinion that re-appointment of Dr. Deshpande as the Managing Director of the Company would be beneficial to the Company and hence recommends the Resolution at Item No. 7 for your approval as an Ordinary Resolution.

Item no. 8

The Board of Directors appointed Mr. Praveen Kadle (DIN: 00016814) as an Additional Director (Independent Member) of the Company with effect from April 23, 2020, pursuant to the provisions of Section 161 of the Act read with Article 112 of the Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Kadle will hold office up to the date of this 30th AGM. The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Kadle for the office of Independent Director, to be appointed under the provisions of Section 149 of the Act. The appointment is of an Independent Director and the same has been recommended by the Nomination and Remuneration Committee and according to the Companies (Amendment) Act, 2017, deposit of ₹ 100,000 under Section 160 of the Act is not required.

Mr. Kadle is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further, the Company has received a declaration from Mr. Kadle that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and the Listing Regulations.

In the opinion of the Board of Directors, Mr. Kadle fulfils the conditions for his appointment as an Independent Director as specified under the Act and the Listing Regulations. He also holds valid registration under the Independent Director's Database pursuant to the Notification dated October 22, 2019 issued by the MCA. Mr. Kadle is independent of management and possesses appropriate skills, experience and knowledge.

A draft copy of the letter of appointment of Mr. Kadle as an Independent Director of the Company setting out the terms and conditions of his appointment, including remuneration, is available for inspection by the Members without any fee at the Company's Registered Office. The same is also uploaded on the Company's website.

Brief Profile of Mr. Praveen Kadle

Mr. Kadle holds a bachelor's degree with Honours in Commerce from Bombay University since 1977. He is also an Associate Member of the Institute of Chartered Accountants of India since 1981, Member of the Institute of Cost and Management Accountants of India since 1981 and Professionally qualified Company Secretary from the Institute of Company Secretaries of India since 1983.

Mr. Kadle is currently the non-executive Chairman of Tata Auto Comp Systems Limited. He is associated with the Tata group for more than 2 decades now. He is also a non-executive director of Tata Technologies Limited, a closely held company in the Tata Group.

Mr. Kadle has been working as an Honorary Trustee and Treasurer of CRY (Child Rights and You) for the last 14 years. CRY is the most respected social sector player in the area of Child Rights and is regularly consulted by Government and Semi-Government bodies in the area of Child Rights.

Mr. Kadle is recipient of many prestigious recognitions and awards such as CFO of the year Award in the year 2004 and 2006, Best CFO in Auto Sector in the year 2007, Best CFO for the cost reduction in the year 2003, Induction into CFO - Hall of Fame in 2008, "Indian Business Leader of the Year" in 2015 by 'Horusis', a Global Leadership Institute, Best Indian CEO in financial Services Sector by Finance Asia in 2017.

Mr. Kadle is married to Chetana, an accomplished artiste and they have a son.

Other details of Mr. Kadle are as follows:

| | |
|--|---|
| Name of the Director | Mr. Praveen Purushottam Kadle |
| Father's Name | Mr. Purushottam Venkatrao Kadle |
| Date of Birth/Age | January 21, 1957/63 years |
| Date of First Appointment | April 23, 2020 |
| Expertise in specific General Functional area | 1\ Large-scale global operations; 2\ Strategy and planning; 3\ Financial, Treasury management taxation expertise; and 4\ Governance, Compliance and Audit purview |
| Qualification | 1\ Bachelor's degree with Honours in Commerce 2\ Associate Member of the Institute of Chartered Accountants of India 3\ Member of the Institute of Cost and Management Accountants of India 4\ Professionally qualified Company Secretary from the Institute of Company Secretaries of India |
| Shareholding in the Company of the Director [®] | Nil |
| Shareholder in the Company of the spouse and immediate relatives of the Director | Nil |
| No. of Board meetings attended during the Financial Year 2019-20 | NA |
| Chairman/Member of the Committee of the Board of Directors of the Company [®] | Nil |
| List of outside Directorships held [®] | 1\ Tata Technologies Limited 2\ International Asset Reconstruction Company Private Limited 3\ Andhra Paper Limited 4\ Tata Autocomp Systems Limited^ 5\ Shankar Mahadevan World of Art Private Limited 6\ Rithwik Foundation For Performing Arts 7\ Garware Bestretch Limited 8\ Beam Global Spirits & Wine (India) Private Limited 9\ Divgi Torqtransfer Systems Private Limited 10\ Shivakrtih Realtors LLP 11\ Tata Technologies Inc, US 12\ Tata Technologies Europe Limited 13\ Tata Technologies Pte Ltd, Singapore 14\ TitanX Holding AB 15\ Incat International Plc, UK |

| | |
|--|---|
| Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director [®] | I Andhra Paper Limited a Audit Committee* |
| | II Tata Autocomp Systems Limited a Nomination and Remuneration Committee |
| | III Tata Technologies Limited a CSR Committee* b Stakeholder Relationship Committee* c Audit Committee |
| | IV Garware Bestretch Limited a Audit Committee* b Nomination and Remuneration Committee |
| | V Divgi TorqTransfer Systems Private Limited a Nomination and Remuneration Committee b CSR Committee |
| Relationship with other Directors or Key Managerial Personnel of the Company [®] | No |

[®] As on June 9, 2020

[^] Chairman of the Company

^{*} Chairman of the Committee

In the opinion of the Board of Directors, Mr. Kadle fulfils the conditions for his appointment as an Independent Director as per the statutory requirements and possesses appropriate skills, experience and knowledge. Except Mr. Kadle, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors of your Company is of the opinion that appointment of Mr. Kadle as an Independent Director of the Company would be beneficial to the Company and hence recommends the Resolution at Item no. 8 for your approval as an Ordinary Resolution.

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