



Persistent Systems Limited Remuneration Policy

April 2025

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Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel, Key Personnel and other Employees of Persistent Systems Limited and its Subsidiaries

Introduction

Persistent Systems Limited and its subsidiaries (PSL / the 'Company') recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. Therefore, the Company has formulated the Remuneration Policy for its Directors, Key Managerial Personnel, Senior Management Personnel, Key Personnel and other employees of the Company keeping in view the following objectives:

- 1\ The composition of remuneration is reasonable and industry comparative to attract, retain and motivate the employees at different levels.
- 2\ Relationship of remuneration to performance is transparent and well disclosed to its employees ahead of payment.
- 3\ Remuneration has a balance between fixed and variable pay and is supported with suitable long-term incentives, on need basis.

Scope

This Policy sets out the guiding principles for the Compensation and Benefits Team of the P&OD Department and the Nomination and Remuneration Committee for recommending to the Board the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel, Key Personnel and other employees of the Company and its subsidiaries.

Definitions

In this Policy, the following terms shall have the following meanings:

- 1\ **“Director”** means a director appointed to the Board of the Company. 2\ **“Key Managerial**

Personnel” means:

- a. The Managing Director
- b. The Chief Executive Officer
- c. The Executive / Whole-Time Director
- d. The Chief Financial Officer
- e. The Company Secretary; and

- f. Such other officer as may be prescribed under the Companies Act, 2013

3\ **“Senior Management Personnel”** means:

Members of the Company's core management team excluding the Board of Directors and shall also comprise all the members of the management one level below the Chief Executive Officer (CEO) or Managing Director (MD) or Whole Time Director (WTD) or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the Board of Directors, by the listed entity.

4\ **“Key Personnel”** means:

- i. Any person having Compensation (Base + Annual Variable including LTI) of:
 - a. More than INR 35Mn in India.
 - b. More than USD 650K in the RoW.

Note: To calculate LTI, the valuation of ESOPs / RSUs should be based on Fair Market Value (FMV) at the time of the grant.

- ii. The Core Management Team of the Company consisting of functional heads of the Company such as the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Chief People Officer, Chief Planning Officer, Chief Delivery Officer, Chief of Staff, Chief Corporate Development Officer, Chief Information Officer, Chief Marketing Officer, EVP Sales, General Counsel, Company Secretary and any other members of the management one level below the Chief Executive Officer
 - iii. Any additional designation/role as may be recommended by the MD/CEO to, or included by the Nomination and Remuneration Committee of the Board from time to time
- 5\ **“Nomination and Remuneration Committee”** means the committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Policy

1\ **Remuneration to Executive / Whole-Time Directors, Key Managerial Personnel, Key Personnel and Senior Management Personnel**

The Board, on the recommendation of the Nomination and Remuneration Committee (NRC), shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The Board, on the recommendation of the NRC, shall also review and approve the remuneration payable to the Key Managerial Personnel, Senior Management Personnel and Key Personnel of

the Company.

Appointment of the Key Managerial Personnel, Senior Management Personnel and Key Personnel of the Company should be approved by NRC and thereafter by the Board. Before sending recommendation to NRC, the appointment should be recommended by the Chief Executive Officer, Chief Financial Officer and Chief People Officer.

The broad remuneration structure of the Executive Directors, Key Managerial Personnel, Senior Management Personnel, and Key Personnel include any of the following components:

- a. Basic pay
- b. Perquisites and allowances
- c. Commission (Applicable in case of Executive Directors)
- d. Long term incentives (such as ESOPs / RSUs)
- e. Retiral benefits
- f. Annual performance bonus
- g. Any other component as may be mandatory in terms of the local statutory payroll norms for any employee

The Variable Components of the remuneration payable to Key Managerial Personnel, Senior Management Personnel and Personnel of the Company are as follows:

- a. Company Performance Bonus (CPB)
 - Based on Company Revenue and;
 - Based on Company EBIT / PBT / PAT
- b. Individual Performance Bonus (IPB)
 - Based on Individual Objectives as set in Performance Management and Health Management System (PHMS)
- c. Soft Parameters
 - As decided by reporting manager

Any change in remuneration structure or exception to above remuneration structure or change in criteria for variable component should be intimated to NRC.

The annual plan and objectives, if any for Executive Directors and Senior Executives shall be reviewed by the NRC before finalization.

The Annual Performance Bonus for the Key Managerial Personnel, Senior Management Personnel and Key Personnel shall be approved based on the achievements against the Annual

Plan and Objectives by the Executive Directors to whom the ultimate reporting is identified under the organizational hierarchy.

The Annual Performance Bonus for the Executive Directors will be approved by the NRC based on the achievements against the Annual Plan and Objectives.

The Corporate Secretarial team is responsible for sharing the Board-approved Remuneration for Executive / Whole-Time Directors, Key Managerial Personnel, Senior Management Personnel and Key Personnel with the Compensation and Benefit ('Comp. and Ben.' / 'C&B') Team for implementation. The C&B Team is responsible for intimating the Payroll Team for further processing.

2\ Remuneration to Non-Executive Directors

The Board shall review and approve the remuneration payable to the Non-Executive Directors on the Board of Directors of Persistent Systems Limited on a periodical basis. The overall remuneration shall be within the overall limits approved by the shareholders.

Non-Executive Directors mentioned above shall be entitled to sitting fees in terms of the Companies Act, 2013 for attending the meetings of the Board and the Committees thereof. These Non-Executive Directors shall also be entitled to the Annual commission plus service tax in addition to the sitting fees.

3\ Remuneration to Other Employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the Company. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs within the company and in the industry, as well as in term of the local statutory payroll norms.

About Persistent

Persistent Systems (BSE & NSE: PERSISTENT) is a global services and solutions company delivering Digital Engineering and Enterprise Modernization to businesses across industries. With over 23,900 employees located in 19 countries, the Company is committed to innovation and client success. Persistent offers a comprehensive suite of services, including AI-enabled software engineering, product development, data and analytics, CX transformation, cloud computing, and intelligent automation. The Company is part of the MSCI India Index and is included in key indices of the National Stock Exchange of India, including the Nifty Midcap 50, Nifty IT, and Nifty MidCap Liquid 15 as well as several on the BSE such as the S&P BSE 100 and S&P BSE SENSEX Next 50. Persistent is also a constituent of the Dow Jones Sustainability World Index. The Company has achieved carbon neutrality, reinforcing its commitment to sustainability and responsible business practices. As a participant of the United Nations Global Compact, Persistent is committed to aligning strategies and operations with universal principles on human rights, labor, environment, and anti-corruption, as well as take actions that advance societal goals. With 327% growth in brand value since 2020, Persistent is the fastest-growing IT services brand in the 2024 Brand Finance India 100 Report.

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