

Date: September 08, 2021

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai-400 001

Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex
Bandra East
Mumbai – 400 051

BSE Script Code: 539289

NSE Symbol: MAJESCO

Dear Sir/Madam,

Sub.: Submission of Voting Results and Scrutinizer's Report in respect of the 8th Annual General Meeting ("AGM") of the Company

This is to inform you that in accordance with the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, the relevant circulars issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility of remote e-voting and e-voting at the AGM to its Members on all resolutions set out in the Notice of AGM of the Company, which was duly convened on Monday, September 06, 2021 at 11:00 a.m. through two way Video Conference/ Other Audio Visual Means.

Mr. Abhishek Bhate, Practicing Company Secretary (Membership No. A27747, COP: 10230) was appointed as the Scrutinizer, to scrutinize the e-voting process prior and during the AGM in a fair and transparent manner.

Based on the Scrutinizer's Report, we hereby inform you that all the above resolutions have been passed by the members with requisite majority on the date of 8th AGM i.e. September 06, 2021.

We are enclosing herewith the consolidated voting results in the prescribed format, as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report.

Request you to take the same on your records.

Thanking you.

Yours faithfully,
For **Majesco Limited**

Kunal Karan
Chief Financial Officer

Encl.: As above



Abhishek Bhate & Co.

Company Secretary in Practice

CS Abhishek H. Bhate - Membership No. 27747, CP. No. 10230

SCRUTINIZER REPORT

NAME OF COMPANY	MAJESCO LIMITED
MEETING	8 th Annual General Meeting
DATE & TIME	6 th September, 2021 at 11:00 A.M.
MODE	VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM")

To,
The Chairman,
Majesco Limited ("the Company"),
MNDC, MBP-P-136,
Mahape,
Navi Mumbai – 400 710.

Respected Sir,

Subject: Consolidated Scrutinizer Report on Remote E-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 and Remote E-Voting at the 8th Annual General Meeting of Majesco Limited held on Monday, September 6, 2021 at 11:00 a.m. IST through two-way video conferencing ('VC') or other audio-visual means ('OAVM').

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Majesco Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management & Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as electronic voting (Remote) at the 8th Annual General Meeting held on Monday, September 06, 2021 at 11.00 a.m. IST through two-way video conferencing ('VC') or other audio-visual means ('OAVM').

In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed. The Annual General Meeting ("AGM") of the Company was held on Monday, September 06, 2021 at 11:00 a.m. IST through two-way Video Conferencing (VC) or other audio





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visual means ('OAVM') and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and electronic voting (Remote) during the AGM, in compliance with applicable provisions of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment thereof) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), as amended from time to time, and the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/ 2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/ 2020 dated May 5, 2020, in relation to 'Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 "(Listing Regulations)" read with Circular dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid 19 pandemic". The venue for the AGM was the place from where the Chairman of the Board conducted the meeting.

Further, pursuant to the MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report for Financial Year 2020-21 was sent in electronic form only to those Members whose email addresses are registered with the Company/ Depositories. The Notice calling the 8th AGM had been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively.

Since this AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with. Accordingly, in terms of the above-mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were also dispensed with. Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act 2013.

The notice dated July 23, 2021 along with the statement setting out material facts under Section 102 of the Act as confirmed by the Company were sent to the shareholders in respect of the resolutions proposed at the AGM of the Company.

The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in English newspaper of wide circulation and a vernacular newspaper on August 14, 2021.





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The Company had availed e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company. The shareholders of the Company holding shares as on the cut-off date of August 30, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

The voting period for remote e-voting commenced on the remote e-Voting period commenced on Friday, September 03, 2021 at 9.00 a.m. IST and ended on Sunday, September 05, 2021 at 5.00 p.m. IST and the NSDL e-voting platform was blocked in due time. After the closure of the voting at the AGM the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

The vote cast under remote e-voting facility was thereafter unblocked by me. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and Rules relating to the remote e-voting and the casting through electronic voting (remote) at the meeting on resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting (remote) at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

Based on the results made available to me ----- Members have cast their votes through Remote E-Voting platform and ---- Members have cast their votes by means of Remote E- Voting at the AGM. The AGM was closed at **12:15 P.M.** I submit herewith Annexure I as prescribed by SEBI for a consolidated Result and an Additional Report.

The result of Voting is as under:





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ORDINARY BUSINESS: -

Resolution No.1

Adoption of Audited Financial Statements of the Company (Stand-alone) and Consolidated) for the financial year 2020-21 together with Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
416	10093230	99.98

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
08	2096	00.02

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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SPECIAL BUSINESS:-

Resolution No.2

Appointment of Mr. Onkar Shetye as an Executive Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
402	10094257	99.97

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
22	2633	00.03

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.3

Appointment of Mr. Srirang Athalye as Non-Executive Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
399	10089984	99.93

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
23	4866	00.05

(iii) **Invalid** votes:*

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
1	2020	00.02

*Vote cast by Mr. Srirang Athalye were treated invalid





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Resolution No.4

Appointment of Mr. Ramashrya Yadav as Non-Executive Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
398	10092365	99.96

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
25	4430	00.04

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.5

Appointment of Mr. Ajit Joshi as an Independent Director of the Company

(i) Voted in favour of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
404	10092501	99.96

(ii) Voted against the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
18	3994	00.04

(iii) Invalid votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.6

Appointment of Dr. (Mrs.) Padma Deosthali as an Independent Director of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
402	10093422	99.97

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
20	3363	00.03

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Company Secretary in Practice

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Resolution No.7

Approval to Serve Documents of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
402	10093210	99.97

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
21	2896	00.03

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.8

Approve Employee Stock Option Scheme of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
388	10083618	99.87

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
35	13184	00.13

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.9

Raising of funds by way of issue of securities including but not limited to Equity Shares and /or any other securities convertible into or exchangeable with Equity Shares and / or Non-Convertible Debentures with or without warrants through Rights Issue / Further Public Offer/ Qualified Institutions Placement (QIP) / Preferential Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws, subject to approval of the members of the Company, if required and other appropriate approvals for a limit not exceeding to Rs. 600 Crore (Rupees Six Hundred Crore Only)

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
399	10082308	99.86

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
25	14052	00.14

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.10

Increasing the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to any Person or other Body Corporate to limit not exceed Rs. 300 Crore (Rupees Three Hundred Crore Only)

(i) Voted in favour of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
381	10079450	99.84

(ii) Voted against the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
41	16585	00.16

(iii) Invalid votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.11

Change of Name of the company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
390	10089153	99.93

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
31	7198	00.17

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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Resolution No.12

Alteration of Objects Clause of the Memorandum of Association of the Company

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
402	10091854	99.96

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
20	4237	00.04

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





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A softcopy containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared "INVALID" for each resolution relating to E- Voting and Remote E-voting at AGM is handed over to the Secretarial Department of Majesco Limited authorized by the Board for safe keeping.

Based on above results of voting, I report that all the above Twelve resolutions have been passed by the shareholders with the requisite majority.

Signed this on Thursday of September 06, 2021

Thanking You,
Yours Faithfully,

For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 277473
UIDN - A027747C000906427

