

Date: March 1, 2019

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

BSE Scrip Code: 539289

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

NSE Symbol: MAJESCO

Dear Sir/ Madam,


Sub: Form 8-K by Majesco, USA, Subsidiary Company of Majesco Limited

Please find enclosed herewith Form 8-K filed by Majesco, USA, subsidiary company of Majesco Limited, with United States Securities and Exchange Commission on February 28, 2019.

You are requested to take the same on record.

Thanking you.

Yours faithfully
For **Majesco Limited**



Varika Rastogi
Company Secretary

Encl: As above

Submission Data File

| General Information | |
|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Form Type* | 8-K |
| Subject-Company File Number | |
| Subject-Company CIK | |
| Subject-Company Name | |
| Subject-Company IRS Number | |
| Contact Name | Chris Pinilla |
| Contact Phone | 212-596-7747 |
| Filer File Number | |
| Filer CIK* | 0001626853 [Majesco] (Majesco) |
| Filer CCC* | ***** |
| Confirming Copy | No |
| Notify via Website only | No |
| Return Copy | No |
| Group Name | |
| Items* | 1.02 Termination of a Material Definitive Agreement 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation under an Off-Balance Sheet Arrangement |
| SROS* | NASD |
| Depositor CIK | |
| Depositor 33 File Number | |
| Fiscal Year | |
| Item Submission Type | |
| Period* | 02-27-2019 |
| ABS Asset Class Type | |
| ABS Sub Asset Class Type | |
| Sponsor CIK | |
| Emerging Growth Company | Yes |
| Elected not to use extended transition period | No |
| (End General Information) | |

| Document Information | |
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): February 27, 2019

Majesco

(Exact Name of Registrant as Specified in its Charter)

California
*(State or Other Jurisdiction
of Incorporation)*

001-37466
(Commission File Number)

77-0309142
*(IRS Employer
Identification No.)*

412 Mount Kemble Ave, Suite 110C, Morristown, NJ 07960
(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code **(973) 461-5200**

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.02 Termination of a Material Definitive Agreement.

On February 27, 2019, Majesco used a portion of the proceeds from its recently completed rights offering to repay \$5 million which constituted the total amount outstanding under its previously disclosed Loan Agreement (the "Loan Agreement") dated March 23, 2016 with HSBC Bank USA, National Association ("HSBC") pursuant to which HSBC agreed to extend loans to Majesco in the amount of up to \$10 million and Majesco issued a promissory note to HSBC in the maximum principal amount of \$10 million or any lesser amount borrowed under the Loan Agreement and terminated the Loan Agreement.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

The disclosures in Item 1.02 above are incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Majesco

By: /s/ Farid Kazani
Farid Kazani, Chief Financial Officer

Date: February 28, 2019