

Date: July 24, 2020

**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 Scrip Code: 539289**

**NSE Symbol: MAJESCO**

Dear Sir/ Madam,

**Sub: Newspaper Advertisement of Postal Ballot Notice**

In continuation of our intimation dated July 23, 2020 with regard to Postal Ballot Notice, we are enclosing herewith copy of newspaper advertisement in relation to completion of dispatch of Postal Ballot Notice to the members of the Company (in electronic form), published in Financial Express (English) and Mumbai Lakshadeep (Marathi).

You are requested to take the above on your record.

Thanking you.

Yours faithfully,  
For **Majesco Limited**

**Varika Rastogi**  
Company Secretary

Encl: As above

**MAJESCO**  
**MAJESCO LIMITED**  
Reg. Office: 202, 203 & 204, 1st Floor, Naraina Complex, Convent Road, New Delhi-110028  
Tel: 011-41019300 Fax: 011-27171100 Website: www.majesco.com E-mail: investor@majesco.com

**NOTICE**

Members of Majesco Limited (the "Company"), are hereby informed that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("CA 2013"), read with the Companies (Remote Voting) Regulations, 2013 ("RV Regs.") issued by the Central Board of Direct Taxes ("CBDT") on July 14, 2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 12, 2020, in relation to: Clarification on granting of ordinary and special resolutions by electronic means under the Companies Act, 2013 and the rules made thereunder or account of the order issued by CBDT ("OP" issued by the Ministry of Corporate Affairs, Government of India on the "MCA Circulars") and of other applicable laws related to the CA 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company seeks approval of its members for the below mentioned resolutions as set out in the postal ballot notice dated July 20, 2020 (the "Ballot").

**Description of the Special Resolutions**

1. Re-appointment of Mr. Farid Kazani as Managing Director & Group CFO of the Company
2. Re-appointment of Mr. Venkatesh N. Chakravarty as an Independent Director of the Company
3. Re-appointment of Ms. Madhu Duhra as an Independent Director of the Company
4. Approval for Divestment of the Company's entire stake investment in Majesco, a mutual subsidiary of the Company.
5. Amendment to Employee Stock Option Scheme of Majesco Limited Plan 1

Any resolution not used herein but not defined shall have the same meaning assigned to it in the Notice.

In accordance with the MCA Circulars, the Company has completed dispatch of the Notice along with explanatory statement on electronic form on July 20, 2020 to all its members whose e-mail addresses are registered with the Company or with the Depositories, as well as the members whose e-mail addresses are not registered with the Company or with the Depositories, and whose e-mail address is in the Register of Members of the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as on Friday, July 17, 2020, along with the "Card of Entry".

The Notice is available on the Company's website <https://www.majesco.com/ind> and NSDL's e-voting website <https://www.evotingindia.com> and also available on the website of stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The hard copy of the Notice along with e-mail form and company printed and e-address business reply envelope is also available on the website of the Company. In accordance with the requirements specified under the MCA Circulars, the members can vote on resolutions through remote e-voting facility only. To facilitate the members whose e-mail addresses are not registered, to access the Notice electronically and cast their vote electronically, the Company has made special arrangement with Afiniti for registration of e-mail addresses in terms of the MCA Circulars. The members may electronically get their e-mail addresses registered with Afiniti by clicking the link [https://india.evotingindia.com/india\\_registration](https://india.evotingindia.com/india_registration) and follow the registration process as guided thereafter. In case of any queries, members may write to [investor@majesco.com](mailto:investor@majesco.com).

It is clarified that for permanent registration of e-mail address, members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned depository participants and in respect of physical holdings with Afiniti by following due procedure. Those members who have already registered their e-mail addresses are requested to log their e-mail addresses available with their depository participants or their depositories or brokers and documents electronically to their e-mail addresses.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 109 and 110 of the CA 2013 read with the rules framed thereunder and the MCA Circulars, the members are requested to register their e-mail addresses with the Company. It is desirable that to cast their votes electronically, members should submit the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Absent or default of the members on the resolution mentioned in the Notice would only be taken through the remote voting system as per the MCA Circulars.

The Company has engaged the services of NSDL for the purpose of providing remote voting facility to cast its votes in the voting through remote e-voting, with **commencement from 8 AM on August 24, 2020 till 5 PM on August 25, 2020** and **remains till 5 PM on August 25, 2020**. **The e-voting facility shall be disabled thereafter.** During this period, members may cast their vote electronically by accessing the website <https://www.evotingindia.com> and by using their user ID and password.

The voting rights of members shall be in proportion of their share in the paid-up equity share capital of the Company as on the Last Date. A member who has a member as an authorized signatory should refer the Notice for information purposes only.

After the lockdown is lifted by the Central State Government/competent authority, the Support Agreement and the Letter Agreement which has been referred to in the explanatory statement annexed to the Notice shall be made available for inspection of the registered and unregistered members of the Company on all working days during Business hours until the fall date for receipt of votes by remote e-voting on August 22, 2020. During the lockdown, a member may write to the Company Secretary at the Company's e-mail [investor@majesco.com](mailto:investor@majesco.com) requesting supply of relevant documents referred in the explanatory statement and which are to be considered for approval in the meeting.

The Board of Directors has appointed Mr. Anshul Bhatia, Company Secretary in Practice (ICSI Membership No. 162171) (Certificate of Practice No. 10221) as the resolution to provide the procedure in the postal ballot as per the above mentioned.

The Chairman of Company Secretary shall disclose the results of the postal ballot as per the provisions of the Company i.e. <https://www.majesco.com/>, NSDL i.e. <https://www.evotingindia.com/> and stock exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). In the event that the Company is unable to do so, the Company Secretary shall disclose the results of the Company's website. In case for business, the Company will also display the results of its registered and corporate office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. August 22, 2020.

In case of queries in relation to remote e-voting, members may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evotingindia.com/](https://www.evotingindia.com/) or call on toll free no. 1800-222-990 or send a request at [evoting@indiaevoting.com](mailto:evoting@indiaevoting.com).

Any query in relation to the resolution proposed to be passed by postal ballot including e-voting may be addressed to Mr. Varun Prasad, Company Secretary of the Company at [investor@majesco.com](mailto:investor@majesco.com) Phone: +91 22 6150 1500

Sd/-  
**Varun Prasad**  
Company Secretary

Place: New Mumbai  
Date: July 23, 2020

