



## Annexure “A”

### **Reasons for resignation**

Management of Majesco Group has desired to work with a global accounting firm and in pursuit of this strategy, proposed to appoint BDO International as the common audit firm across Majesco group entities in all geographies. Consistent with future growth plans , Majesco, USA, main operating subsidiary of the Company has appointed BDO USA, LLP, as its independent registered public accounting firm for the fiscal year ending March 31, 2020 replacing its existing auditors MSPC Certified Public Accountants and Advisors, P.C.

Form 8-K filed by Majesco, USA, subsidiary of the Company, with United States Securities and Exchange Commission in this regard on July 3, 2019 is also attached hereto, for your reference.

M/s. Varma & Varma, Chartered Accountants, existing Statutory Auditors, have agreed to the same and resigned to pave the way for the Company to appoint a global accounting firm as statutory auditors.

## Submission Data File

General Information	
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Subject-Company CIK	
Subject-Company Name	
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Contact Name	Edgar Agents, LLC
Contact Phone	732-780-5036
Filer File Number	
Filer CIK*	0001626853 (Majesco)
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Confirming Copy	No
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Return Copy	No
Group Name	
Items*	4.01 Changes in Registrant's Certifying Accountant 9.01 Financial Statements and Exhibits
SROS*	NASD
Depositor CIK	
Depositor 33 File Number	
Fiscal Year	
Item Submission Type	
Period*	06-27-2019
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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Document Type 1*	8-K
Document Description 1	Current Report
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Document Type 2*	EX-16.1
Document Description 2	Letter from MSPC Certified Public Accountants and Advisors, P.C
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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): June 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)*

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.

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$0.002 par value	MJCO	The Nasdaq Stock Market LLC

**Item 4.01 Changes in Registrant's Certifying Accountant.**

The Audit Committee of the Board of Directors (the "Committee") of Majesco (the "Company") recently conducted a competitive selection process to determine the Company's independent registered public accounting firm for the fiscal year ending March 31, 2020. The Committee invited several public accounting firms to participate in this process, necessitated by the desire to work with an accounting firm that has greater experience with insurance companies. As a result of this process, on June 27, 2019, the Committee approved the appointment of BDO USA, LLP ("BDO") as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2020 replacing MSPC Certified Public Accountants and Advisors, P.C. ("MSPC").

MSPC reported on the Company's financial statement for the fiscal years ended March 31, 2019 and 2018.

During the Company's two most recent fiscal years and subsequent interim period before the termination of MSPC as certifying accountant, the reports on the Company's financial statements by MSPC for both years did not contain any adverse opinion or disclaimer of opinion, nor was either report qualified or modified as to uncertainty, audit scope, or accounting principles; nor was there any disagreement between the Company and MSPC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of MSPC, would have caused MSPC to make reference to the subject matter of the disagreement in connection with its report issued in connection its audit of the Company's financial statement for those years.

Further, there were no reportable events (as described under Item 304(a)(1)(v)(A)-(D) of Regulation S-K) for the Company within the last two fiscal years nor subsequently up to the date of the termination of MSPC.

The Company has provided a copy of the foregoing disclosures to MSPC and requested MSPC to provide it with a letter indicating whether or not it agrees with such disclosures. A copy of the letter, dated July 3, 2019 is attached hereto as Exhibit 16.1.

During the two most recent fiscal years and the subsequent period through the appointment of BDO, the Company did not consult with BDO regarding any of the matters set forth in Item 304(a)(2)(i) or (ii) of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

No.	Description
16.1	<a href="#">Letter from MSPC Certified Public Accountants and Advisors, P.C.</a>

**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.

Date: July 3, 2019

**MAJESCO**

By: /s/ Adam Elster  
Adam Elster, Chief Executive Officer

## Exhibit 16.1



An independent firm associated with  
Moore Stephens International Limited  
**MOORE STEPHENS**

July 3, 2019

U.S. Securities Exchange Commission  
Office of the Chief Accountant  
100 F Street NE  
Washington, DC 20549

Re: Majesco  
File No. 001-37466

Dear Sir or Madam:

We have read Item 4.01 of Form 8-K of Majesco dated July 3, 2019, and agree with the statements concerning our Firm contained therein.

Very truly yours,

A handwritten signature in dark ink that reads "MSPC" in a stylized, cursive font.

**MSPC**  
Certified Public Accountants and Advisors,  
A Professional Corporation

[www.mspc-cpa.com](http://www.mspc-cpa.com)

340 North Avenue, Cranford, NJ 07016-2496 Tel 908 272-7000 Fax 908 272-7101  
546 5th Avenue, New York, NY 10036-5000 Tel 212 682-1234 Fax 212 687-8846

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