

July 19, 2016

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022- 22723121 Fax No. 22723719	Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East Mumbai – 400 051 Tel No.: -26598100 Fax No. 022-26598237/26598238
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Dear Sirs,

Ref. :- **BSE Script Code: 539289 / NSE Symbol: MAJESCO**Sub: **Notice of 3rd Annual General Meeting.**

Pursuant to Regulation 30 and Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 3rd Annual General Meeting of the Company to be held on Thursday, August 11, 2016 at Fortune select Exotica, Banquet Hall, Appollo and Zeus, Plot no. 16, Sector-19D, Palm Beach Road, Vashi, Navi Mumbai- 400705 at 11.00 a.m.

The Annual report 2015-16 including Notice of AGM has also been placed on the website of the company <https://ir.majesco.com/financial-information/annual-reports/>. The Annual Report of the Company for the year ended March 31, 2016 will be forwarded to you after the same is approved and adopted in the AGM, in terms of regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record and kindly acknowledge the receipt.

Yours faithfully,

For MAJESCO LIMITED


Nishant Shirke
Company Secretary

NOTICE

MAJESCO LIMITED

(Formerly known as Minefields Computers Limited)

Regd. Office: MNDC, MBP-P-136, Mahape, Navi Mumbai 400706

Corporate Identification Number (CIN): L72300MH2013PLC244874

Website: www.majesco.com; Phone: +91-22-67914545/4646;

Fax: +91 22-22781332

NOTICE TO MEMBERS

NOTICE is hereby given that the 3rd Annual General Meeting (AGM) of MAJESCO LIMITED will be held on Thursday, August 11, 2016 at Fortune Select Exotica, Banquet Hall: Appollo and Zeus, Plot no. 16, Sector-19D, Palm Beach Road, Vashi, Navi Mumbai - 400705 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
 - a. the Audited Financial Statement of the Company as on March 31, 2016 together with Reports of the Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year 2015-2016.
2. To re-appoint Mr. Ketan Mehta (DIN 00129188) as Non - Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. Varma & Varma, Chartered Accountants, (Firm Registration No. 0045325), Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the next AGM and fix their remuneration and pass the following resolution, with or without modification as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, the appointment of M/s Varma and Varma, Chartered Accountants (Firm Registration Number 0045325), be and is hereby ratified by the members of the Company, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, proper or expedient in order to give effect to the above resolution."

SPECIAL BUSINESS:

4. PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to Section 197 and Section 198 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Act") and other applicable provisions of the Act, the consent of the members of the Company be and is hereby accorded for payment of a such sum not exceeding 1% p.a. of the net profit of the Company, determined in accordance with the provisions of Section 198 of the Companies Act 2013, by way of commission to the Non-Executive Directors of the Company, in such amounts or proportions and in such manner as may be determined by the Board of Directors of the Company, during each of the five financial years of the Company or any part thereof commencing from April 01, 2016 till March 31, 2021."

5. TO AMEND THE ESOP PLAN I OF MAJESCO LIMITED

To consider and, if thought fit, to pass, with or without modifications, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, applicable provisions of the Companies Act 1956, if any, applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded, to carry out the following amendments to the ESOP Plan I of Majesco Limited:

Clause 12 of the ESOP Plan I of Majesco Limited shall stand substituted with the following:

a) If an Option Holder ceases to be an Employee prior to the Exercise of the Options granted, due to dismissal, resignation or leaving the services or, retirement (other than for reasons provided for under sub-clauses (b), (c) and (d) below) or in the event of the severance of employment due to non-performance, misconduct or otherwise, all the unvested Options held by him, shall lapse from the date of his ceasing to be an Employee, save as otherwise provided for in this Scheme. Further, all Options held by him that have Vested shall be exercised within a period of 90 days from the date of cessation.

RESOLVED FURTHER THAT, the Board or Nomination and Remuneration Committee be and is hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By the order of the Board of Directors
For Majesco Limited

Nishant S. Shirke
Company Secretary

Place: Navi Mumbai

Date: May 18, 2016

Majesco Limited:

Registered Office Address: MNDC, MBP-P-136, Mahape, Navi Mumbai, Maharashtra, India. Corporate Identification Number (CIN): L72300MH2013PLC244874

NOTES:

1. A MEMBER ENTITLED TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS (FORTY-EIGHT) BEFORE THE ANNUAL GENERAL MEETING. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY, AS APPLICABLE.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting is annexed hereto.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from August 5, 2016 to August 11, 2016 (both days inclusive) for the purpose of Annual General Meeting.
4. Members are requested to immediately notify any change in their address and E-mail IDs to the Registrar and Share Transfer Agent of the Company at the following address:
*Karvy Computershare Private Limited,
Unit: Majesco Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032, India
Telephone number: +91 40 6716 2222
Fax number: +91 40 2342 0814
E-mail: einward.ris@karvy.com
Website: www.karvycomputershare.com*
5. Members are requested to bring the duly filled Attendance slip along with their copy of the Annual Report at the time of attending the Meeting. Please note that Annual Report copies shall not be available/distributed at the AGM Hall.
6. Members may note that Annual Report for the year 2015-16 including Notice of the Third Annual General Meeting will also be available on the Company's website <https://ir.majesco.com/investor-communications/> for their download.
7. The brief resume/details of the Directors being, re-appointed are annexed hereto.
8. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015 and Clause 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2014 ("LODR"), the Company is providing its members with the option of voting by electronic means.
 - (a) Each member can cast his vote electronically from <https://evoting.karvy.com>
 - (b) The login details and password for electronically voting shall be provided by Karvy Computershare Private Limited.
 - (c) In both the cases, the e-voting has to be done online by all the shareholders. Once the vote on a resolution is cast by the member electronically, he/she shall not be allowed to change it subsequently
 - (d) The Board of Directors have appointed M/s. Abhishek Bhate & Co., Practicing Company Secretary, who shall scrutinize the electronic voting process at the Third Annual General Meeting and provide its report to the Chairman by August 12, 2016. As per Rule 20(4)(vi) of the Companies (Management and Administration) Rules, 2014, the facility for remote e-voting shall close at 5.00 p.m. on the date preceding the date of general meeting, i.e. in the instant case, e-voting shall close on August 10, 2016. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - (e) The results of resolutions passed shall be declared on the basis of report of M/s. Abhishek Bhate & Co., Practicing Company Secretary and voting at Third Annual General Meeting. The Result of voting shall be placed at the Company's website <https://ir.majesco.com/investor-communications/>.

NOTICE

9. Procedure and instructions for e-voting

The instructions for remote e-voting are as under:

A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e., User ID and password mentioned below). Event No. followed by Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii) After entering these details appropriately, Click on "LOGIN"
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVENT" i.e., (name of the Company).
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".

xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).

xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: pcsabhishekbhate@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "CorporateName_EVENTNO."

xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. August 4, 2016 may write to the Karvy on the email id: evoting@karvy.com or member may call to Karvy on toll free number 1-800-3459-001, at [Unit: Name of the Company] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.

B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

- i) User ID and initial password as provided below.
- ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. The remote e-voting period commences on August 8, 2016 at 10:00 A.M. and ends on August 10, 2016 at 5 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being August 4, 2016 may cast their vote by electronic means in the manner and process set out here in above. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.

D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).

E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being August 4, 2016.

NOTICE

Name of Director	Mr. Ketan Mehta (DIN 00129188)
Expertise in specific functional Measuring and Area	Mr. Mehta is one of the co-founder of Mastek Limited. During his long tenure of 33 years with Mastek, he has handled various functions such as Sales, Delivery and General Management. He actively participates in strategic initiatives. He also advises Board on Acquisitions, Alliances and Joint Ventures. Currently, he is CEO of Majesco, USA.
Other Directorships	1. Majesco, USA 2. Majesco Software and Solutions Inc. 3. Majesco, Canada 4. Majesco UK Limited 5. Majesco Software and Solutions India Private Limited 6. Majesco SDN BHD, Malaysia,
Chairman/member Committees of the Company	Nomination and Remuneration of Committee- Member
No. of Board Meetings attended during the year	3
No. of shares held in the Company	25,19,100

Save and except Mr. Ketan Mehta, no other Director and Key Management Personnel is in any way interested or concerned in the Resolution.

The Board of Directors recommends passing of the aforesaid Resolution as an Ordinary Resolution.

By Order of the Board of Directors

For Majesco Limited

Nishant S. Shirke
Company Secretary

Date: May 18, 2016

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The current competitive business environment, stringent accounting standards and corporate governance norms require considerably enhanced levels of involvement of the Directors in the decision making process. The responsibility of the Directors has become more onerous and the Directors are required to give more time and attention to the business of the Company. It is therefore proposed that the Company may pay commission to its Non-Executive Directors. The Board of Directors will determine each year, the specific amount to be paid as commission to the Non-Executive Directors which shall not exceed one percent of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Companies Act, 2013.

The Special Resolution contained in Item No. 4 would enable the Company to pay commission to its Non-Executive Directors for a period of five years commencing from April 1, 2016 till March 31, 2021.

The Board of Directors recommend passing of the said resolution. Non-Executive Directors may be deemed to be interested or concerned in the proposed resolution to the extent of the remuneration that may become payable to them.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or otherwise, in the above resolution.

Item No. 5

As per Regulation 7(2) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Company is required to obtain the consent of the members by way of a Special Resolution to vary the terms of a ESOP scheme of the Company. Presently as per ESOP plan I of the Company, if an option holder ceases to be an Employee prior to the exercise of the options, all the options held by him that have vested shall be exercised within a period of 15 days from the date of cessation.

After taking in to consideration the difficulties face by employee for exercise of his/her vested options within short period of time of 15 days, it is recommended to shareholders to extend the period of exercise after cessation of employee from 15 days to 90 days.

The Board of Directors recommend passing of the said resolution mentioned in item No. 5 of the notice of AGM for approval of shareholders by Special Resolution.

Directors or key managerial personnel of the Company may be deemed to be concerned or interested in the Resolution to the extent of their outstanding ESOP options in the Company.

- F. The Company has appointed Mr. Abhishek Bhate, Practicing Company Secretary (Membership No. A27747) as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company.
- H. The Results on resolutions shall be declared on or after the Annual General Meeting of the Company and the resolution(s) will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- I. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company, <https://ir.majesco.com/investor-communications/> and Service Provider's website (<https://evoting.karvy.com>) and the communication will be sent to the BSE Limited and the National Stock Exchange of India Limited.

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

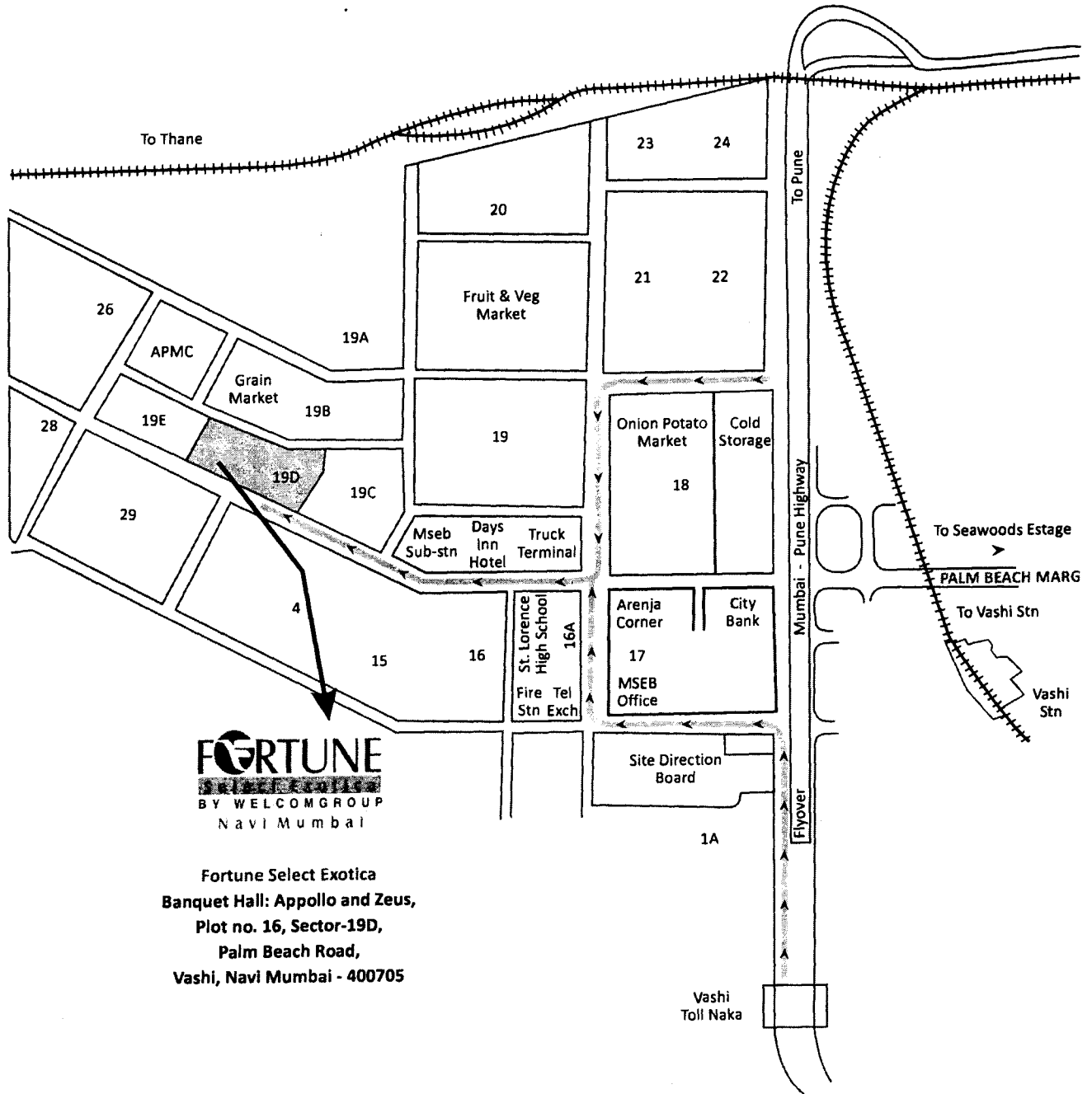
10. Guidelines for attending the Third Annual General Meeting (AGM) of the Company:

- a) Members/ Proxies are requested to affix their signature at the space provided in the attendance slip and handover the same at the entrance of the venue of the Third Annual General Meeting.
- b) Corporate Member(s) intending to send their authorized representative to attend are requested to send a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
- c) Member(s) are requested to bring the copy / notes of Annual Report to the AGM
- d) The identity/ signature of the Members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the Depository Participant (DP ID), account number (Client ID) and the relevant identity card to the AGM for easier identification and recording of attendance at the AGM.
11. All documents as mentioned in the resolutions and/or Explanatory Statement are available for inspection by the Members at the Registered Office of the Company from 10.00 am to 12.00 noon on any working day and will also be available at the venue of the Third AGM.

12. The certificate issued by Varma & Varma, Chartered Accountants, Statutory Auditors of the Company certifying that the Company's Stock Option Plans are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is available for inspection by the Members at the venue of the Third AGM and also at the Registered Office of the Company from 10.00 am to 12.00 noon on any working day.
13. Member(s) must quote their Folio Number/DP ID & Client ID and contact details such as email address, contact no. etc, in all correspondence with the Company/ Share Transfer Agent.
14. Securities and Exchange Board of India ("SEBI") has made mandatory to quote Permanent Account Number (PAN) for transfer/transmission of shares in physical form and hence, the transferee/legal heir(s) is required to furnish copy of his/her PAN to the Company/Share Transfer Agent.
15. Member(s) holding shares in physical form is/are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. In case of shares held in electronic mode, the request for change of address should be made to the respective DPs with whom the Member(s) holding the demat account.
16. Members may please note that no gifts/ gift coupons shall be distributed at the venue of the Annual General Meeting.
17. Additional Information on Director recommended for re-appointment required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of Director	Mr. Ketan Mehta (DIN 00129188)
Resume of the Director	Mr. Ketan Mehta is Co-founder and CEO of Majesco. Ketan led the transformation of Majesco from horizontal solution company to insurance focused software and solutions company over last 10 years. As a part of this transformation, he orchestrated acquisitions and integration of 5 insurance software and consulting companies into Majesco. Prior to that, Ketan was instrumental in building a successful joint venture between Mastek and Deloitte Consulting in 2000. Ketan has also played variety of roles within Majesco and Mastek including leadership of international operations. Ketan is an MBA from IIM, Ahmedabad.
Year of Joining the Board	2015

ROUTE MAP TO THE VENUE OF THE AGM



MAJESCO LIMITED

Corporate Identification Number (CIN): L72300MH2013PLC244874

Registered Office: MNDC, MBP-P-136, Mahape, Navi Mumbai 400076

Website: www.majesco.com; Phone: +91-22-67914545/4646; Fax: +91 22-22781332

ATTENDANCE SLIP

3rd Annual General Meeting – August 11, 2016

Name of the member/Proxy in Block Letters:

Folio/DP ID-Client ID:

No of Shares held:

I certify that I am a member/proxy for the member of the company.

I hereby record my presence at the 3rd Annual General Meeting of the company on Thursday, August 11, 2016 at 11.00 am at **Fortune Select Exotica, Banquet Hall: Appollo and Zeus, Plot no. 16, Sector-19D, Palm Beach Road, Vashi, Navi Mumbai - 400705**

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Signature of the Member/Proxy

Note: Please fill up the attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

E-VOTING PARTICULARS

MAJESCO LIMITED

Corporate Identification Number (CIN): L72300MH2013PLC244874

Registered Office: MNDC, MBP-P-136, Mahape, Navi Mumbai 400076

Website: www.majesco.com; Phone: +91-22-67914545/4646; Fax: +91 22-22781332

ELECTRONIC VOTING PARTICULARS

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

- Note:
1. Please read instructions given at Note no. 9 of the Notice of the 3rd Annual General Meeting carefully before voting electronically.
 2. Each equity share of the Company carries one vote.

MAJESCO LIMITED

PROXY FORM

Corporate Identification Number (CIN):- L72300MH2013PLC244874

Registered Office: MNDC, MBP-P-136, Mahape, Navi Mumbai 400076.

Website: www.majesco.com; Phone: +91-22-67914545/4646; Fax: +91 22-22781332

Name of the Member (S) :

Registered Address:

Folio/DPID - Client ID:

I/We, being the member(s) of shares of Majesco Limited (the above named Company), hereby appoint

Name:

Address:

E-mail id: signature
or failing him

Name:

Address:

E-mail id: signature
or failing him

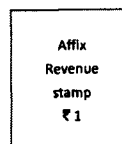
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third Annual General Meeting of the Company, to be held on Thursday, August 11, 2016 at **Fortune Select Exotica, Banquet Hall: Appollo and Zeus, Plot no. 16, Sector-19D, Palm Beach Road, Vashi, Navi Mumbai - 400705** and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	Adoption of Financial Statements and Reports thereof for the Financial year 2015-2016		
2.	Re-appointment of Non-Executive Director- Mr. Ketan Mehta, as Director liable to retire by rotation		
3.	To ratify the appointment of Varma & Varma, Chartered Accountants as Statutory Auditors of the Company		
4.	Payment of Commission to Non-Executive Directors		
5.	To amend ESOP Plan I of Majesco Limited		

Signed this day of 2016

Signature of Shareholder

Signature of Proxy holder (s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.