

August 12, 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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Ref:- BSE Script Code: 539289 / NSE Symbol: MAJESCOSubject: Voting Results of the 3rd Annual General Meeting ("AGM") of the Company as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs,

This is to inform you that the 3rd Annual General Meeting of the Company was 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.

In accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of the Companies Act, 2013 and Rules made thereunder, the Company had provided the facility of Remote E-voting to the shareholders to cast their votes on the resolutions set out in the Notice for 3rd AGM. The voting period started from 10.00 a.m. on August 08, 2016 and ended at 5.00 p.m. on August 10, 2016.

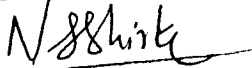
Also the Company had provided the Ballot Paper to the shareholders who were present at the meeting venue and were unable to cast their vote through remote E-Voting.

Please find enclosed the following:

1. Voting result as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Scrutinizer's Report on Consolidated Voting i.e. for remote e-voting and Ballot paper voting at the AGM venue.

You are Requested kindly take the same on your records and acknowledge the receipt.

Yours faithfully,

For **MAJESCO LIMITED**Nishant Shirke
Company Secretary

Date of the AGM/EGM	11-08-2016	MAJESCO LTD
Total number of shareholders on record date	23694	
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	3	
Public:	43	
No. of Shareholders attended the meeting through Video	0	
Promoters and Promoter Group:	0	
Public:	0	

Resolution required: (Ordinary/Special)	ORDINARY - Adoption of Financial Statements and Reports therefor for the Financial Year 2015-2016							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	11506660	11384660	98.9397	11384660	0	100.0000	0.0000
Promoter and Promoter Group	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Total	11506660	11384660	98.9397	11384660	0	100	0
	E-Voting	3523074	3375706	95.8171	3375706	0	100.0000	0.0000
Public- Non Institutions	Poll	3523074	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3523074	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	3523074	3375706	95.8171	3375706	0	100	0
	E-Voting	8151229	82472	1.0118	82472	2	99.9975	0.0024
Public- Non Institutions	Poll	8151229	4961	0.609	4961	0	100.0000	0.0000
	Postal Ballot (if applicable)	8151229	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	Total	8151229	87433	1.0727	87431	2	199.9975	0.0024
	Total	23180963	14847799	64.0517	14847797	2	100.0000	0.0000

Resolution required: (Ordinary/Special)	ORDINARY - Re-appointment of Non-Executive Director- Mr. Ketan Mehta, as Director liable to retire by rotation							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	11506660	8378360	72.8131	8378360	0	100.0000	0.0000
Promoter and Promoter Group	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000



	Total	11506660	8378360	72,8131	8378360	0	100	0
	E-Voting	3523074	3411141	96,8229	2711141	700000	79,4790	20,5209
	Poll	3523074	0	0,0000	00	0	0,0000	0,0000
	Postal Ballot (if applicable)	3523074	0	0,0000	00	0	0,0000	0,0000
Public- Institutions	Total	3523074	3411141	96,8229	2711141	700000	79,479	20,5209
	E-Voting	8151229	82472	1,0118	82470	2	99,9975	0,0024
	Poll	8151229	4961	0,0609	4961	0	100,0000	0,0000
	Postal Ballot (if applicable)	8151229	0	0,0000	00	0	0,0000	0,0000
Public- Non Institutions	Total	8151229	87433	1,0727	87431	2	199,9975	0,0024
	Total	23180963	11876934	51,2337	11176932	700002	94,1062	5,8938

Resolution required: (Ordinary/ Special) ORDINARY - To ratify the appointment of Varma & Varma, Chartered Accountants as Statutory Auditors of the Company

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11506660	11384660	98,9397	11384660	0	100,0000	0,0000
	Poll	11506660	0	0,0000	00	0	0,0000	0,0000
	Postal Ballot (if applicable)	11506660	0	0,0000	00	0	0,0000	0,0000
Public- Institutions	Total	11506660	11384660	98,9397	11384660	0	100,0000	0,0000
	E-Voting	3523074	3411141	96,8229	3411141	0	100,0000	0,0000
	Poll	3523074	0	0,0000	00	0	0,0000	0,0000
Public- Non Institutions	Total	3523074	3411141	96,8229	3411141	0	100,0000	0,0000
	E-Voting	8151229	82472	1,0118	82357	115	99,8605	0,1394
	Poll	8151229	4961	0,0609	4961	0	100,0000	0,0000
Public- Non Institutions	Total	8151229	87433	1,0727	87318	115	199,8605	0,1394
	Total	23180963	11876934	51,2337	11176932	115	99,9992	0,0008

Resolution required: (Ordinary/ Special) ORDINARY - Payment of Commission to Non-Executive Directors

Whether promoter/ promoter group are interested in the agenda/resolution?

Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting	11506660	11384660	98,9397	11384660	0	100,0000	0,0000



Promoter and Promoter Group	Poll	11506660	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000
	Total	11506660	11384660	98.9397	11384660	0	100	0.0000
	E-Voting	3523074	3411141	96.8229	3411141	0	100.0000	0.0000
	Poll	3523074	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)	3523074	0	0.0000	00	0	0.0000	0.0000
	Total	3523074	3411141	96.8229	3411141	0	100	0
	E-Voting	8151229	82472	1.0118	82357	115	99.8605	0.1394
	Poll	8151229	4961	0.0609	4960	1	99.9798	0.0201
Public- Non Institutions	Postal Ballot (if applicable)	8151229	0	0.0000	00	0	0.0000	0.0000
	Total	8151229	87433	1.0727	87317	116	199.8403	0.1595
	Total	23180963	14883234	64.2046	14883118	116	99.9992	0.0008

Resolution required: (Ordinary/ Special)	ORDINARY - To amend ESOP Plan 1 of Majesco Limited								
Whether promoter/ promoter Group are interested in the agenda/resolution?	Yes								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	11506660	11384660	98.9397	11384660	0	100.0000	0.0000	0.0000
	Poll	11506660	0	0.0000	00	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	11506660	0	0.0000	00	0	0.0000	0.0000	0.0000
	Total	11506660	11384660	98.9397	11384660	0	100	0	0
	E-Voting	3523074	3411141	96.8229	2571366	839775	75.3814	24.6185	0
	Poll	3523074	0	0.0000	00	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)	3523074	0	0.0000	00	0	0.0000	0.0000	0.0000
Public- Institutions	Total	3523074	3411141	96.8229	2571366	839775	75.3814	24.6185	0
	E-Voting	8151229	82472	1.0118	82347	125	99.8484	0.1515	0
	Poll	8151229	4961	0.0609	4961	0	100.0000	0.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)	8151229	0	0.0000	00	0	0.0000	0.0000	0.0000
	Total	8151229	87433	1.0727	87308	125	199.8484	0.1515	0
	Total	23180963	14883234	64.2046	14043334	839900	94.3567	5.6433	0





Abhishek Bhate & Co.

Company Secretary in Practice

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

Off. : Block No.3, 'A' Wing, Rajdeep CHS., Opp. IT Office, Gokhale Rd., Naupada, Thane (W) 400 602.

Mobile. : 9892902956 | Email. : pcsabhishekbhate@gmail.com

FORM No. MGT-13

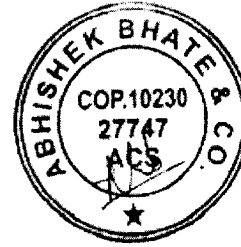
Consolidated Scrutinizer Report.

[Pursuant to rule section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

Date: 12th August, 2016

NAME OF COMPANY	MAJESCO LIMITED
MEETING	3 rd AGM
DATE & TIME	11 th August, 2016 at 11:00 A.M.
VENUE	Fortune Select Exotica, Banquet Hall: Appollo and Zeus, Plot no. 16, Sector-19D, Palm Beach Road, Vashi, Navi Mumbai - 400705

To,
The Chairman,
Majesco Limited,
MNDC, MBP-P-136, Mahape, Navi Mumbai 400706



Dear Sir,

I, Abhishek H. Bhate, Proprietor of AbhishekBhate& Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Majesco Limited at its meeting held on May 18th, 2016 to conduct the voting in electronic means commenced on Monday August 8th, 2016 at 10:00 a.m. and ended on Wednesday, August 10th, 2016 at 5.00 p.m. and through Ballot Form provided at the Annual General Meeting held on August 11th, 2016, in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Electronic copy of the Notice convening the Annual General Meeting of the Company along with the process of e-voting was sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register their e-mail addresses, physical copies of the Notice of Annual General Meeting of the Company along with process of e-voting were sent to the members in the permitted mode.

Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the 3rd AGM

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Abhishek Bhate & Co.

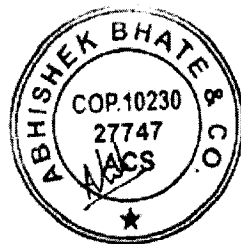
Company Secretary in Practice

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2. The notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given option to vote electronically on e-voting system, provided by Karvy Computershare Pvt Ltd. ("KARVY")
3. 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 July 19th, 2016.
4. The Remote e-voting period commenced on Monday August 8th, 2016 at 10:00 a.m. and ended on Wednesday, August 10th, 2016 at 5.00 p.m. Remote e-Voting Portal was blocked at 5:00 P. M.
5. The members who were present at the Meeting but had not cast their votes by Remote e-Voting were allowed to vote through Ballot Form at AGM.
6. After the Voting through Ballot Form concluded at the venue of the AGM. The Ballot Box was unlocked by me. Subsequently the votes cast were reconciled with the records maintained by the company / registrar and transfer agents of the company and the authorizations lodged with the company.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
8. I observed that –
 - a) 61 (Sixty One) members had cast their votes through remote e voting and
 - b) 14 (Fourteen) members had cast their votes through the Ballot facility provided at the meeting
9. The VOTES, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the 3rd AGM

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Abhishek Bhate & Co.

Company Secretary in Practice

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

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The result of the voting is as under:

Resolution No.1

To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2016, the Balance Sheet as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial statements for the year ended March 31, 2016 along with the Auditors' Report thereon.

(i) Voted in favour of the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
71	14847797	100

(ii) Voted against the resolution:

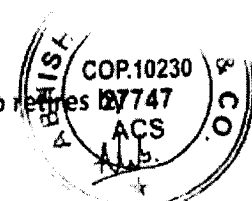
Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
2	2	00

(iii) Invalid votes:

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

Resolution No.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.



(i) Voted in favour of the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
68	11176932	94.1062

(ii) Voted against the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
3	700002	5.8938

Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the 3rd AGM

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Abhishek Bhate & Co.

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(iii) Invalid votes:

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

Resolution No.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.

(i) Voted in favour of the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
72	14883119	99.9992

(ii) Voted against the resolution:

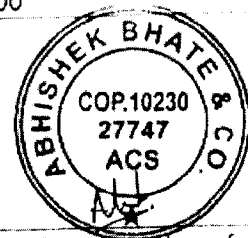
Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
3	115	0.0008

(iii) Invalid votes:

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

Resolution No.4

PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS.



(i) Voted in favour of the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
71	14883118	99.9992

Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the 3rd AGM

(4)



Abhishek Bhate & Co.

Company Secretary in Practice

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(ii) Voted against the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
4	116	0.0008

(iii) Invalid votes:

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

**Resolution No.5- Special Resolution
TO AMEND THE ESOP PLAN I.**

(i) Voted in favour of the resolution:

Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
64	14043334	94.3567

(ii) Voted against the resolution:

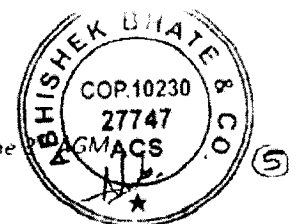
Number of members voted electronically or through Ballot Form (including proxies)	Number of votes cast by them	% of total number of valid votes cast
11	839900	5.6433

(iii) Invalid votes:

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

A softcopy and the Hard Copy 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 Ballot Form were sealed and handed over to the CS Nishant Shirke - Company Secretary of Majesco Limited authorized by the Board for safe keeping.

Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the





Abhishek Bhate & Co.

Company Secretary in Practice

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I report that all the above 5 resolutions have been passed by the shareholders by the requisite majority.

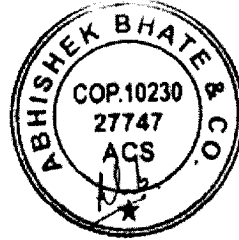
Signed this on Friday August 12th, 2016

Thanking You,

Yours Faithfully,

For AbhishekBhate& Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747





Abhishek Bhate & Co.

Company Secretary in Practice

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SUMMARY OF E-VOTING AND PHYSICAL BALLOT VOTING AT THE 3RD AGM OF THE MAJESCO LIMITED HELD ON AUGUST 11TH, 2016.

Combined Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on August 11th, 2016.

Resolution No. 1	To receive, consider and adopt the Profit and Loss Account for the year ended March 31, 2016, the Balance Sheet as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial statements for the year ended March 31, 2016 along with the Auditors' Report thereon.								
	Assent	%	Dissent	%	Total	%	Invalid/ Abstain	%	Total Votes Cast
Total No. of Shares on E-Voting	14842836	100	2	0	14842838	100	35435	00	14878273
Total No. of Ballots Voting	4961	100	00		4961	100	00	00	4961
Total	14847797	100	2	0	14847799	100	35435	00	14883234

Resolution No. 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.								
	Assent	%	Dissent	%	Total	%	Invalid/ Abstain	%	Total Votes Cast
Total No. of Shares on E Voting	11171971	94.1037	700002	5.8963	11871973	100	3006300	00	14878273
Total No. of Ballots Voting	4961	100	00	00	4961	100	00	00	4961
Total	11176932	94.1062	700002	5.8938	11876934	100	3006300	00	14883234

Resolution No. 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.								
	Assent	%	Dissent	%	Total	%	Invalid/ Abstain	%	Total Votes Cast
Total No. of Shares on E-Voting	14878158	99.9992	115	0.0008	14878273	100	00	00	14878273
Total No. of Ballots Voting	4961	100	00	00	4961	100	00	00	4961
Total	14883119	99.9992	115	0.0008	14883234	100	00	00	14883234

Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the 3rd AGM

(7)



Abhishek Bhate & Co.

Company Secretary in Practice

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Resolution No. 4	PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS.								
	Assent	%	Dissent	%	Total	%	Invalid/ Abstain	%	Total Votes Cast
Total No. of Shares on E-Voting	14878158	99.9992	115	0.0008	14878273	100	00	00	14878273
Total No. of Ballots Voting	4960	99.9798	1	0.0202	4961	100	00	00	4961
Total	14883118	99.9992	116	0.0008	14883234	100	00	00	14883234

Resolution No. 5	TO AMEND THE ESOP PLAN I.								
	Assent	%	Dissent	%	Total	%	Invalid/ Abstain	%	Total Votes Cast
Total No. of Shares on E-Voting	14038373	94.3549	839900	5.6451	14878273	100	00	00	14878273
Total No. of Ballots Voting	4961	100	00	00	4961	100	00	00	4961
Total	14043334	94.3567	839900	5.6433	14883234	100	00	00	14883234

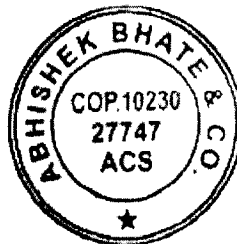
Signed this on Friday August 12th, 2016

Thanking You,

Yours Faithfully,

For AbhishekBhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747



Report of Scrutinizer on Remote e-voting & Ballot by Shareholders of Majesco Limited at the 3rd AGM

