

August 4, 2017

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

Ref: - **BSE Script Code: 539289 / NSE Symbol: MAJESCO**

**Sub: - Regulation 30 and Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015- Proceedings and detail so voting results of the 4<sup>th</sup> Annual General Meeting respectively.**

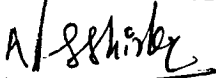
Pursuant to Regulation 30 read with read with Schedule III of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the details regarding the proceedings of the 4<sup>th</sup> Annual General Meeting of the Company held on Friday, August 4, 2017 at 11.00 a.m. and concluded at 12.15 p.m. at Fortune Select exotica, Banquet Hall: Appollo, Plot No. 16, Sector 19D, Palm Beach Road, Vashi, Navi mumbai-400 705.

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

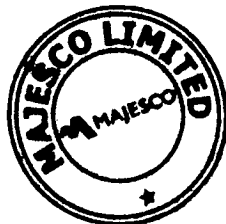
We are also enclosing the consolidated report of scrutinizer on remote e-voting and electronic voting at AGM. The above are also being uploaded on the Company's website [www.majesco.com](http://www.majesco.com) and on the website of Karvy Computershare Private Limited <https://evoting.karvy.com>.

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

Thanks &amp; Regards

For **MAJESCO LIMITED**Nishant S. Shirke  
Company Secretary

Encl: As above



Sr. No.	Particulars	Details
1	Date of the AGM	Annual General Meeting – August 4, 2017
2.	Total number of shareholders as on record date	As of Cut- off date i.e. July 28, 2017  27,581
3.	No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public	  3 35
4.	No. of shareholders attended the meeting through Video Conference:  Promoter and Promoter Group Public	  Not Applicable


B. RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution Required (Ordinary/Special)	Mode of voting	Remark
1.	To receive, consider, approve and adopt,  a. the Audited Financial Statement of the Company as on March 31, 2017 together with Reports of the Directors and Auditors thereon; and  b. the Audited Consolidated Financial Statements of the Company for the financial year 2016-2017.	Ordinary	Remote E-voting and Ballot voting at AGM	Passed with requisite majority
2.	To appoint a Director in place of Mr. Radhakrishnan Sundar (DIN: 00533952 ), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote E-voting and Ballot voting at AGM	Passed with requisite majority



3.	To ratify the appointment of M/s. Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S), Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration	Ordinary	Remote E-voting and Ballot voting at AGM	Passed with requisite majority
4.	Re-appointment of Mr. Farid Kazani as Managing Director of the Company	Special	Remote E-voting and Ballot voting at AGM	Passed with requisite majority

Thanks & Regards

For MAJESCO LIMITED



Nishant S. Shirke  
Company Secretary

Encl: As above



Resolution No.	1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements and Reports thereof for the Financial year 2016-2017								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	11,286,104	11,052,104	97.93	11,052,104	-	100	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total		11,052,104	97.93	11,052,104	-	100	-	-
Public- Institutions	E-Voting	2,250,108	929,174	41.29	929,174	-	100	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total		929,174	41.29	929,174	-	100	-	-
Public- Non Institutions	E-Voting	9,933,506	106,258	1	106,256	2	100	0	-
	Poll		21,951	0	21,951	-	100	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total		128,209	1.29	128,207	2	100	0	-
	Total	23,469,718	12,109,487	51.60	12,109,485	2	100	0	-

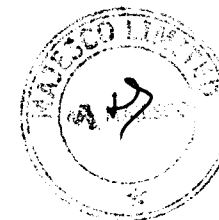
Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Director in place of Mr. Radhakrishnan Sundar, who retires by rotation and being eligible, offer himself for re-appointment								
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	11,286,104	9,103,943	80.67	9,103,943	-	100	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total		9,103,943	80.67	9,103,943	-	100	-	-
Public- Institutions	E-Voting	2,250,108	936,674	41.63	619,626	317,048	66	34	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total		936,674	41.63	619,626	317,048	66	34	-
Public- Non Institutions	E-Voting	9,933,506	106,258	1.07	106,255	3	100	0	88
	Poll		21,951	0.22	21,951	-	100	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total		128,209	1.29	128,206	3	100	0	-
	Total	23,469,718	10,168,826	43.33	9,851,775	317,051	97	3	-

Resolution No.	3								
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?	No								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	11,286,104	11,052,104	97.93	11,052,104	-	100	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	<b>Total</b>		<b>11,052,104</b>	<b>97.93</b>	<b>11,052,104</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting	2,250,108	936,674	41.63	936,674	-	100	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	<b>Total</b>		<b>936,674</b>	<b>41.63</b>	<b>936,674</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	9,933,506	106,258	1.07	106,256	2	100	0	-
	Poll	-	21,951	0.22	21,951	-	100	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	<b>Total</b>		<b>128,209</b>	<b>1.29</b>	<b>128,207</b>	<b>2</b>	<b>100</b>	<b>0</b>	<b>-</b>
	<b>Total</b>	<b>23,469,718</b>	<b>12,116,987</b>	<b>51.63</b>	<b>12,116,985</b>	<b>2</b>	<b>100</b>	<b>0</b>	<b>-</b>

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Farid Kazani as Managing Director of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	11,286,104	11,052,104	97.93	11,052,104	-	100	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	<b>Total</b>		<b>11,052,104</b>	<b>97.93</b>	<b>11,052,104</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>
Public- Institutions	E-Voting	2,250,108	936,674	41.63	936,674	-	100	-	-
	Poll	-	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	<b>Total</b>		<b>936,674</b>	<b>41.63</b>	<b>936,674</b>	<b>-</b>	<b>100</b>	<b>-</b>	<b>-</b>
Public- Non Institutions	E-Voting	9,933,506	12,242	0.12	12,221	21	100	0	-
	Poll	-	21,951	0.22	21,951	-	100	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-	-
	<b>Total</b>		<b>34,193</b>	<b>0.34</b>	<b>34,172</b>	<b>21</b>	<b>100</b>	<b>0</b>	<b>-</b>
	<b>Total</b>	<b>23,469,718</b>	<b>12,022,971</b>	<b>51.23</b>	<b>12,022,950</b>	<b>21</b>	<b>100</b>	<b>0</b>	<b>-</b>





# Abhishek Bhate & Co.

Company Secretary in Practice

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

FORM No. MGT-13

## CONSOLIDATED SCRUTINIZER REPORT

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Date: August 4, 2017

Name of Company	MAJESCO LIMITED
Meeting	4 <sup>th</sup> Annual General Meeting
Date & Time	4 <sup>th</sup> August, 2017 at 11:00 a.m.
Venue	Fortune Select Exotica, Banquet Hall: Appollo, Plot no. 16, Sector-19D, Palm Beach Road, Vashi, Navi Mumbai – 400705

To,  
Mr. Venkatesh Chakravarty, Chairman.  
Majesco Limited,  
MNDC, MBP-P-136, Mahape,  
Navi Mumbai 400706

Dear Sir,

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Majesco Limited at its meeting held on May 9, 2017 to conduct the voting in electronic means commenced on Tuesday, August 1, 2017 at 9:00 a.m. and ended on Thursday, August 3<sup>rd</sup>, 2017 at 5.00 p.m. and through Physical Ballot at the Annual General Meeting held on Friday August 4, 2017, 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.

**ABHISHEK BHATE & CO.**

ABHISHEK BHATE ACS 27747  
PRACTICING COMPANY SECRETARY

MEMBERSHIP NO. 27747, CP. NO. 10230

Scrutinizer's Combined Report of Majesco Limited - 2017

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# Abhishek Bhate & Co.

Company Secretary in Practice

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

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 Private Limited ("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 12, 2017.
4. The Remote e-voting period commenced on Tuesday, August 1, 2017 at 9:00 a.m. and ended on Thursday, August 3<sup>rd</sup>, 2017 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 Physical Ballot at AGM.
6. After the Physical Ballot voting concluded at the venue of the AGM. The Physical Ballot votes cast were blocked by me. Subsequently the votes cast were unblocked and 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. The votes, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The result of the voting is as under:

**ABHISHEK BHATE & CO.**

**ABHISHEK BHATE ACS 27747**

**PRACTICING COMPANY SECRETARY**

**MEMBERSHIP NO. 27747, CP. NO. 10230**



# Abhishek Bhate & Co.

Company Secretary in Practice

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

## ORDINARY BUSINESS:-

### Resolution No.1

To receive, consider, approve and adopt –

- a. the Audited Financial Statement of the Company as on March 31, 2017 together with Reports of the Directors and Auditors thereon; and
- b. the Audited Consolidated Financial statements of the Company for the financial year 2016-2017.

(i) Voted in favour of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
77	1,21,09,485	100%

(ii) Voted against the resolution:

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

\*Three Shareholders holding 7,588 Shares had abstained from voting.

**ABHISHEK BHATE & CO.**  
**ABHISHEK BHATE ACS 27747**  
**PRACTICING COMPANY SECRETARY**  
**CERTIFICATE OF PRACTICE 10230**





# Abhishek Bhate & Co.

Company Secretary in Practice

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

## Resolution No.2

To appoint a Director in place of Mr. Radhakrishnan Sunder (DIN 00533952), 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 Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
69	98,51,775	96.88%

(ii) Voted against the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
7	3,17,051	3.12%

(iii) Invalid votes:

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

\* Mr. Radhakrishnan Sunder and his relatives had abstained from Voting being Interested in the said Resolution.

**ABHISHEK BHATE & CO.**  
ABHISHEK BHATE ACS 27747  
PRACTICING COMPANY SECRETARY  
CERTIFICATE OF PRACTICE 10230



# Abhishek Bhate & Co.

Company Secretary in Practice

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

## Resolution No.3

To ratify the appointment of M/s. Varma & Varma, Chartered Accountants, (Firm Registration No. 004532S), 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 Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
78	1,21,16,985	100%

(ii) Voted against the resolution:

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

\*Two Shareholders holding 88 Shares had Abstained from voting.

**ABHISHEK BHATE & CO.**  
ABHISHEK BHATE ACS 27747  
PRACTICING COMPANY SECRETARY  
CERTIFICATE OF PRACTICE 10230



# Abhishek Bhate & Co.

Company Secretary in Practice

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

**SPECIAL BUSINESS:-**

**Resolution No.4**

Re-appointment of Mr. Farid Kazani (DIN-06914620) as Managing Director of the Company.

(i) Voted in favour of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
73	1,20,22,950	99.99%

(ii) Voted against the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
5	21	00.001%

(iii) Invalid votes:

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

\* Mr. Farid Kazani and his relatives had abstained from Voting being Interested in the said Resolution.

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

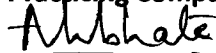
**Based on above results of voting, I report that all the above FOUR resolutions have been passed by the shareholders with the requisite majority.**

Signed this on Friday of August 4, 2017

Thanking You,

Yours Faithfully,

For Abhishek Bhate & Co.,  
Practicing Company Secretary



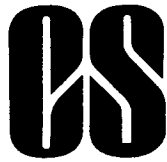
CS Abhishek H. Bhate

Proprietor

CP No 10230

ACS 27747

**ABHISHEK BHATE & CO.**  
**ABHISHEK BHATE ACS 27747**  
**PRACTICING COMPANY SECRETARY**  
**CERTIFICATE OF PRACTICE 10230**



# Abhishek Bhate & Co.

Company Secretary in Practice

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

## SUMMARY OF E-VOTING AND PHYSICAL BALLOT VOTING AT THE 4<sup>TH</sup> AGM OF THE MAJESCO LIMITED HELD ON JULY 25, 2017.

Combined Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on August 4, 2017.

Resolution No. 1	To receive, consider, approve and adopt, a. the Audited Financial Statement of the Company as on March 31, 2017 together with Report of the Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the Financial year 2016-2017.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	1,20,87,534	100	2	00	1,20,87,536	100	00	00	1,20,95,124	
Total No. of Ballots Voting	21,951	100	00	00	21,951	100	00	00	21,951	
Total	1,21,17,075		2		1,21,09,487				1,21,17,075	

*\*Three Shareholders holding 7,588 Shares had abstained from voting.*

Resolution No. 2	To appoint a Director in place of Mr. Radhakrishnan Sunder (DIN 00533952), who retires by rotation and being eligible, offers himself for re-appointment.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	98,29,824	96.87	3,17,051	3.12	1,01,46,875	100	00	00	1,20,95,124	
Total No. of Ballots Voting	21,951	100	00	00	21,951	100	00	00	21,951	
Total	98,51,775		3,17,051		1,01,68,826*				1,21,17,075	

*\* Mr. Radhakrishnan sunder and his relatives had abstained from Voting being Interested in the said Resolution.*

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	%	Total	Votes Cast
Total No. of Shares on E-Voting	1,20,95,034	100	2	00	1,20,95,036	100	00	00	1,20,95,124	
Total No. of Ballots Voting	21,951	100	00	00	21,951	100	00	00	21,951	
Total	1,21,16,985		2		1,21,16,987*				1,21,17,075	

*\*Two Shareholders holding 88 Shares had abstained from voting.*

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**ABHISHEK BHATE & CO.**  
**ABHISHEK BHATE ACS 27747**  
**PRACTICING COMPANY SECRETARY**  
**MEMBER OF PRACTICE 10230**

Scrutinizer's Combined Report of Majesco Limited - 2017



# Abhishek Bhate & Co.

Company Secretary in Practice

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

Resolution No. 4	RE-APPOINTMENT OF MR. FARID KAZANI (DIN-06914620) AS MANAGING DIRECTOR OF THE COMPANY.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	1,20,00,999	99.99	21	00	1,20,01,020	100	00	00	1,20,95,124	
Total No. of Ballots Voting	21,951	100	00	00	21,951	100	00	00	21,951	
Total	1,20,22,950		21		1,20,22,971*				1,21,17,075	

\* Mr. Farid Kazani and his relatives had abstained from Voting being Interested in the said Resolution.

Signed this on Friday of August 4, 2017

Thanking You,

Yours Faithfully,

For Abhishek Bhate & Co.,  
Practicing Company Secretary

CS Abhishek H. Bhate  
Proprietor  
CP No 10230  
ACS 27747

**ABHISHEK BHATE & CO.**  
**ABHISHEK BHATE ACS 27747**  
**PRACTICING COMPANY SECRETARY**  
**CERTIFICATE OF PRACTICE 10230**