

USHA SUNDAR

Date:- 01 FEB 2018

BSE Limited
Listing Operations
Phiroze Jeejeebhoy Towers,
Narai Street,
Mumbai - 400 001
BSE Script Code: 539289

National Stock Exchange of India Limited
Listing Department,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
NSE Script Code: MAJESCO

The
Company Secretary
Majesco Limited
MBP-P-136, Mahape, Navi Mumbai 400710

**Sub: Disclosure in terms of Regulation 29 (2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Majesco Limited has informed that Majesco Limited has allotted 4443849 Equity Shares of face value of Rs. 5/- each to Qualified Institutional Buyers under the Qualified Institutional Placement on February 1, 2018.

Pursuant to this allotment, the percentage of my holding in the paid up equity share capital of Majesco Limited stand reduced from 1.95% to 1.64%.

~~Although there is no change in my shareholding in Majesco Limited~~, out of abundant caution, the disclosure under Regulation 29 (2) of the captioned Regulations in the prescribed format relating to details of change in shareholding being promoter of Majesco Limited is enclosed herewith.

Request you to take the same on record

Yours Truly,



Usha Sundar

Encl: a/a

Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

| | | | |
|--|---|--|---|
| Name of Target Company (TC) | MAJESCO LIMITED | | |
| Name(s) of the acquirer and Person Acting in Concert (PAC) with the acquirer | Usha Sundar | | |
| Whether the acquirer belongs to Promoter/Promoter group | Yes, Promoter Group | | |
| Name of the Stock Exchange(s) where the shares of TC are Listed | National Stock Exchange of India Limited BSE Limited | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share /voting capital wherever applicable | % w.r.t. total diluted share/voting capital of the TC** |
| Before the acquisition/disposal under consideration, holding of: | | | |
| a) Shares carrying voting rights | 460,000 | 1.95 | 1.95 |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others) | | | |
| c) Voting rights (VR) otherwise than by shares | | | |
| d) Warrants/Convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in TC | | | |
| e) Total (a+b+c+d) | 460,000 | 1.95 | 1.95 |
| Details of sale | | | |
| a) Shares carrying voting rights acquired/sold | | 0.31# | 0.31# |
| b) VRs acquired/sold otherwise than by shares | | | |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | | | |
| d) Shares encumbered/invoked/released by the acquirer/seller | | | |
| e) Total (a+b+c+/-d) | | 0.00 | 0 |
| After the acquisition/sale, holding of | | | |
| a) Shares carrying voting rights | 460,000 | 1.64 | 1.64 |
| b) Shares encumbered with the acquirer | | | |
| c) VRs otherwise than by shares | | | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition/sale. | | | |
| e) Total (a+b+c+d) | | | |
| Mode of acquisition/sale (e.g. open market/off market/public issue/rights issue/preferential allotment/inter-se transfer etc.) | # There is no actual change in shareholding of Ms. Usha Sundar in Majesco Limited, However, the percentage of shareholding of Ms. Usha Sundar stand reduced from 1.95% to 1.64% due to increase in paid up capital of Majesco Limited on account of allotment of Equity Shares to Qualified Institutional Buyers under the Qualified Institutions Placement | | |

| | |
|--|---|
| Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment of shares, whichever is applicable | February 1, 2018 |
| Equity share capital / total voting capital of the TC before the said acquisition/sale | 23608606 Equity Shares of Rs. 5/- each |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | 28052455 Equity Shares of Rs. 5/- each. |
| Total diluted share/voting capital of the TC after the said acquisition | NA |

There is no actual change in shareholding of Ms. Usha Sundar in Majesco Limited, However, the percentage of shareholding of Ms. Usha Sundar stand reduced from 1.95% to 1.64% due to increase in paid up capital of Majesco Limited on account of allotment of Equity Shares to Qualified Institutional Buyers under the Qualified Institutions Placement

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(**) Diluted shares/voting capital does not include ESOPs granted and outstanding

Usha Sundar

Usha Sundar

Place: *Mumbai*

Date: **01 FEB 2018**