

Date: July 6, 2018

Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

BSE Scrip Code: 539289

NSE Symbol: MAJESCO

Dear Sir/ Madam,

Sub: **Notice of 5th Annual General Meeting**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening 5th Annual General Meeting of the Company scheduled to be held on Friday, August 3, 2018 at 11.00 a.m. at Hotel "Country Inn and Suites By Radisson", Plot No. X- 4/5 - B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai – 400 701, Maharashtra, which is being sent to the shareholders of the Company.

You are requested to take the above on your record.

Yours faithfully,
For **Majesco Limited**
Varika Rastogi
Varika Rastogi
Company Secretary



Encl: as above

NOTICE

MAJESCO LIMITED

(formerly known as Minefields Computers Limited)

Regd. Office: MNDC, MBP-P-136, Mahape, Navi Mumbai – 400710

Corporate Identification Number (CIN): L72300MH2013PLC244874

Phone: +91-22-61501800; **Fax:** +91-22-27781320

Website: www.majesco.com

NOTICE is hereby given that 5th Annual General Meeting (“AGM”) of **MAJESCO LIMITED** is scheduled to be held on Friday, August 3, 2018 at 11.00 A.M. at Hotel “Country Inn and Suites By Radisson”, Plot No. X- 4/5 - B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai – 400 701 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Stand-alone and Consolidated) for the financial year ended March 31, 2018 together with Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of Special Dividend @ 20% i.e. Rs. 1/- per equity share of face value of Rs. 5/- each, already paid.
3. To appoint a Director in place of Mr. Ketan Mehta (DIN: 00129188), a Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
4. **To ratify the appointment of Statutory Auditors**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], pursuant to the recommendations made by the Audit Committee and Board of Directors of the Company and pursuant to the resolution passed by the Members at the 2nd AGM held on April 30, 2015, the appointment of M/s. Varma and Varma, Chartered Accountants (Firm Registration no. 004532S) as Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of next AGM of the Company be and is hereby ratified, at such remuneration as may be fixed by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company 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:

5. **Re-appointment of Mr. Radhakrishnan Sundar as an Executive Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Sections 188, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] (hereinafter referred to as “the Act”), the relevant provisions of the Articles of Association of the Company and subject to the Central Government and/ or such statutory approvals, if any, as may be necessary, being obtained from the appropriate authorities to the extent applicable or necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Radhakrishnan Sundar (DIN: 00533952), as an Executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from June 1, 2018 to May 31, 2021 upon terms and conditions including remuneration as set out herein below, with further liberty to the Board (which term shall include any committee constituted/ to be constituted by the Board) from time to time to alter the said terms and conditions of his re-appointment including remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Radhakrishnan Sundar and as may be permissible under the Act:

Basic Salary:

Rs. 2,00,000/- (Rupees Two lakhs only) per month, with an option of annual increment as may be decided by the Nomination and Remuneration Committee/ the Board of Directors, from time to time.

Car Facility:

Car facility with driver to be used for the business of the Company.

Telephone

Free telephone facility at his residence to be used for the business of the Company.

Provident Fund Contribution:

Company’s contribution towards provident fund as per rules of the Company, but not exceeding 12% of Basic Salary.

Gratuity

As per rules of the Company.

Perquisites

As may be permitted as per the policy of the Company or by the Nomination and Remuneration Committee/ the Board of Directors, from time to time.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Act, the remuneration, as set out above, be paid as minimum remuneration to Mr. Radhakrishnan

Sundar, in the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution”.

By order of the Board of Directors
For **Majesco Limited**

Place: Navi Mumbai
Date: May 14, 2018

Varika Rastogi
Company Secretary
FCS 7864

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND 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 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 MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE AGM. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ LETTER OF AUTHORITY, AS APPLICABLE.

2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business in the Notice is annexed hereto.
3. In pursuance of Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings, details in respect of the Directors seeking re-appointment at the AGM, form part of this Notice.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, July 28, 2018 to Friday, August 3, 2018 (both days inclusive), for the purpose of AGM.
5. 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,
 Financial District, Nanakramguda, Hyderabad – 500 032, India
 Phone: +91 40 6716 2222 Fax: +91 40 23001153
 E-mail: einward.ris@karvy.com
6. Members/ Proxies/ Authorized Representatives are requested to bring duly filled Attendance slip along with their copy of the Annual Report, for attending the AGM. Please note that copies of the Annual Report or Attendance Slips shall not be distributed at the AGM.
7. Notice of fifth AGM and Annual Report for 2017-18 will be made available on the Company’s website <https://ir.majesco.com/financial-information/annual-reports/>.
8. The route map showing directions to reach the venue of the AGM is attached with this Notice.
9. The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.
10. **Voting through Electronic Means**
 Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 (‘Amended Rules 2015’) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide 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. 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 has appointed Mr. Abhishek Bhate, Practicing Company Secretary, who shall scrutinize the electronic voting process at the AGM and provide its report to the Chairman by August 4, 2018.

 As per Rule 20(4)(vi) of the Amended Rules 2015, the facility for remote e-voting shall close at 5.00 p.m. on the date preceding the date of AGM, i.e. in the instant case, e-voting shall close on August 2, 2018. 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 Mr. Abhishek Bhate, Practicing Company

Secretary and voting at fifth AGM. The Result of voting shall be placed at the Company’s website viz. www.majesco.com.

11. 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 “Corporate Name_ EVENT NO.”
- 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. July 27, 2018 ,may write to the Karvy on the email Id: einward.ris@karvy.com or Ms. Krishna Priya, Contact No. 040-67161633, at [Unit: Majesco Limited] 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 as follows at the bottom of Attendance Slip.

EVEN (E- Voting Event Number)	USER ID	PASSWORD/ PIN
3890		

- 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 Tuesday, July 31, 2018 at 9.00 A.M. and ends on Thursday, August 2, 2018 at 5.00 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 July 27, 2018, may cast their vote by electronic means in the manner and process set out hereinabove. 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 the shares held by the members as on the cut-off date being July 27, 2018.
- 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 favour 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 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.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. 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 A.M. to 12.00 Noon on all working days, up to the date of AGM and will also be made available at the venue of the AGM.
14. Certificate issued by Statutory Auditors of the Company, as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto, is available for inspection by the Members at the venue of the AGM and also at the Registered Office of the Company from 10.00 AM to 12.00 Noon on all working days up to the date of AGM.
15. 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.
16. The 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.
17. 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) are holding the demat account.

18. Information about the Directors seeking appointment/ re-appointment, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2)

Name of the Director	Mr. Ketan Mehta	Mr. Radhakrishnan Sundar
Director Identification Number (DIN)	00129188	00533952
Date of Birth	September 9, 1958	July 1, 1956
Category of Director	Non-Executive Director	Executive Director
Date of Appointment on Board	April 29, 2015	June 1, 2015
Brief Resume including Qualification	<p>Mr. Ketan Mehta is the Co-founder of the Company. He led the transformation of Majesco from horizontal solution company to Insurance focused software and solutions company over a decade. As a part of this transformation, he orchestrated acquisitions and integration of five insurance software and consulting companies into the Company. Prior to that, he was instrumental in building a successful joint venture between Mastek and Deloitte Consulting in 2000. Mr. Ketan Mehta has also played variety of roles within Majesco and Mastek including leadership of international operations. He is an MBA from Indian Institute of Management, Ahmedabad.</p>	<p>Mr. Radhakrishnan Sundar is the Co-founder of Mastek Limited. He worked for two years with HCL Limited, before co-founding Mastek Limited. He served as Executive Director of Mastek Limited before being appointed as Executive Director of Majesco Limited on June 1, 2015 as per the Scheme of Arrangement approved by the Hon'ble High Court of Bombay and the Hon'ble High Court of Gujarat.</p> <p>Mr. Radhakrishnan Sundar holds B.E. in Electronics after which he did his PGDM from the Indian Institute of Management, Ahmedabad.</p>
Expertise in specific functional area	<p>During his long tenure with Mastek, Majesco and its affiliates, Mr. Ketan Mehta has handled various functions such as Sales, Delivery and General Management. He actively participates in strategic initiatives. Currently, he is CEO of Majesco, USA.</p>	<p>Mr. Sundar has extensive experience in software industry.</p>
Other directorship held in listed companies	NIL	NIL
Committee Membership in Listed companies	Nomination and Remuneration Committee – Member	Investors' Grievances and Stakeholders' Relationship Committee- Member Audit Committee- Member
No. of shares held in the Company as on March 31, 2018	26,19,100	13,60,161
Nos. of board meetings attended during the year	5	7
Relationships between Directors inter-se	None	
Remuneration Details	Please refer Directors' Report	

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

Item No. 5

Re-Appointment of Mr. Radhakrishnan Sundar as an Executive Director

Mr. Radhakrishnan Sundar (DIN: 00533952) was appointed as an Executive Director of the Company, for a period of three years starting from June 1, 2015 up to May 31, 2018 vide shareholders' resolution passed through Postal Ballot on September 29, 2015.

As tenor of Mr. Radhakrishnan Sundar as an Executive Director expires on May 31, 2018, it is proposed to re-appoint him for a further period of three years starting from June 1, 2018 up to May 31, 2021, on the same terms and conditions including remuneration as earlier, as specifically mentioned in the resolution. His brief profile & other details, as required by Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, have been provided in note no. 18 to the Notice.

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on May 14, 2018 has proposed, subject to the approval of the members, re-appointment of Mr. Radhakrishnan Sundar as an Executive Director of the Company for a period of 3 (three) years with effect from June 1, 2018 to May 31, 2021, liable to retire by rotation.

The Employment agreement proposed to be entered into with Mr. Radhakrishnan Sundar is open for inspection at the registered office of the Company between 10.00 A. M. to 12.00 Noon, on all working days up to the date of the AGM.

Your Board of Directors recommend to pass the resolution for re-appointment of Mr. Radhakrishnan Sundar as an Executive Director, as a Special Resolution as set out in Item No. 5 of the Notice.

None of the Directors, except Mr. Radhakrishnan Sundar and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution mentioned in Item no. 5 of the notice.

Statement as per Schedule V to the Companies Act, 2013**I. General Information:**

- (1) **Nature of Industry:** Software Industry
- (2) **Date or Expected date of commencement of commercial production:** June 1, 2015
- (3) **Financial Performance for the year ended March 31, 2017 and March 31, 2018:**

₹ in Lakhs

Particulars	FY 2016-17	FY 2017-18
Total Income	3,131	3,857
EBIDTA	478	1,170
Profit before Tax	88	2,085
Profit after Tax	128	1,435
EPS (Rs.)	Basic- 0.55 Diluted- 0.52	Basic- 5.92 Diluted- 5.62
Property, Plant & equipment	374	467
Net Worth	27,323	51,990

(4) Foreign investment or collaborations, if any:

The Company does not have any direct foreign investments or foreign collaborations.

II. Information about the appointee:**(1) Background details:**

Mr. Radhakrishnan Sundar holds B.E. in Electronics after which he did PGDM from the Indian Institute of Management, Ahmedabad in 1979. He worked for 2 years with HCL after which he co-founded Mastek Limited. With effect from June 1, 2015, he has been appointed as Executive Director of Majesco Limited.

(2) Past Remuneration:

Rs. 26,88,000/- for the financial year 2017-18

(3) Recognition and awards: NIL**(4) Job Profile and his suitability:**

Mr. Radhakrishnan Sundar has around 36 years of extensive experience in the software industry, of which 14 years in the US. He actively participates in strategic initiatives. During his tenure as an Executive Director with Mastek, he has directly handled various functions such as Strategy, Sales and Product Development. He was appointed as Executive Director of Majesco Limited with effect from June 1, 2015.

(5) Remuneration proposed: Rs. 26,88,000/- per annum**(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The proposed remuneration is comparable and competitive, considering the industry, size of the company, the managerial position and credential of the appointee.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any:

Mr. Radhakrishnan Sundar is one of the promoters of Majesco Limited. He is not related to any Managerial personnel of the Company and does not have any pecuniary relationship with the Company other than his shareholding and remuneration paid by Company to him mentioned elsewhere in this notice.

III. Other information:**(1) Reason for loss or inadequate profit:**

Financial year 2017-18 of the Company was the fourth year of operations after getting demerged from Mastek Limited. During the financial year 2017-18, the Company did not have adequate profits for payment of managerial remuneration, as prescribed under Section 197 read with Schedule V of the Companies Act, 2013. The profitability has increased during the year but the total managerial remuneration payable exceeds the limits as specified under Section 197 of the Companies Act, 2013.

(2) Steps taken or proposed to be taken for improvements:

Majesco intends to extend its leadership as a provider of core system software to the global insurance industry. The key elements of the Company's strategy include:

- **Continue to innovate and extend its technology leadership:** Majesco intends to enhance the functionality of its industry-leading software for insurance carriers through continued focus on product innovation and investment in research and development.
- **Strategic acquisitions:** Majesco intends to continue acquiring companies with synergistic assets and capabilities. The Company will focus on improving revenue growth and profitability through integration synergies.
- **Expand its customer base:** Majesco intends to continue to aggressively pursue new customers by specifically organization, leveraging current customers as references and extending geographic reach. Majesco targets new customers with its complete solution or by selling one or more of its applications, based on customer's initial needs.
- **Upsell its existing customer base:** Majesco intends to build upon its established customer relationship and track record of successful implementations.
- **Deepen and expand strategic relationships with its system integration partners:** Majesco will continue to collaborate with, and seek to increase the value that its solutions generate for its strategic partner to drive awareness and adoption of its software solutions throughout the insurance industry.
- **Increase market awareness of its brand and solutions:** Majesco intends to continue to use its key partnership,

customer references and marketing effort to strengthen its brand and reputation, enhance market awareness of its solutions to the insurance industry.

(3) Expected increase in productivity and profits in measurable terms:

The above mentioned steps are expected to increase the revenue and profits in current year.

IV. Disclosures:

(1) Remuneration Package:

The detailed remuneration proposed has been mentioned in item no. 5 to the Notice.

(2) Details of Fixed Component and performance linked incentive along with the performance criteria:

All components of the remuneration package are fixed. No performance linked incentive to be given.

(3) Service Contracts, Notice Period, Severance fees etc.

The service agreement is for three years. Notice Period: 3 months

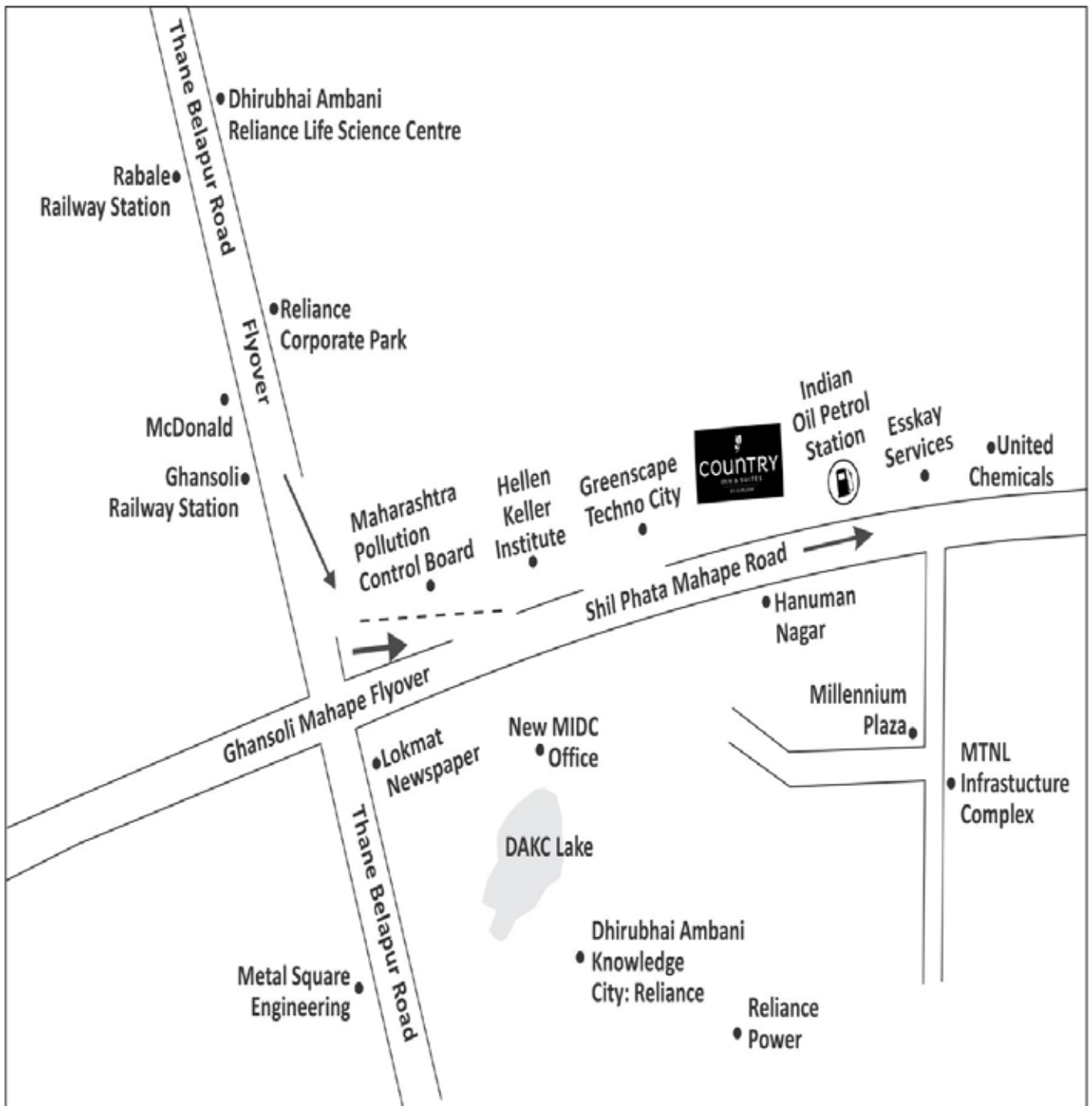
(4) Stock Option details: NIL

By order of the Board of Directors
For **Majesco Limited**

Place: Navi Mumbai
Date: May 14, 2018

Varika Rastogi
Company Secretary
FCS 7864

ROUTE MAP TO THE VENUE OF THE AGM



Venue:

Hotel "Country Inn and Suites By Radisson",
Plot No. X- 4/5 - B, TTC Industrial Area, MIDC,
Mahape, Shilphata Road, Navi Mumbai – 400701

MAJESCO LIMITED

Corporate Identification Number (CIN): L72300MH2013PLC244874
Registered Office: MNDC, MBP-P-136, Mahape, Navi Mumbai- 400710
Website: www.majesco.com; **Phone:** +91-22-6150 1800 ; **Fax:** +91 22-2778 1320

Proxy Form

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

Folio/DPID-Client ID

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

Name:Address:

E-mail id:signatureor failing him;

Name:Address:

E-mail id:signatureor failing him;

Name:Address:

E-mail id:signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 5th Annual General Meeting of the Company, to be held on Friday, August 3, 2018 at Hotel Country Inn and Suites By Radisson, Plot No. X- 4/5 - B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai -400701 and any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	Adoption of Financial Statements (Stand-alone & Consolidated) and Reports thereof for the Financial year 2017-18.		
2.	Confirmation and ratification of the payment of special dividend.		
3.	Re-appointment of Mr. Ketan Mehta as Director liable to retire by rotation.		
4.	Ratification of appointment of M/s. Varma & Varma, Chartered Accountants as Statutory Auditors of the Company.		
5.	Re-appointment of Mr. Radhakrishnan Sundar as Executive Director of the Company.		

Signed this day of 2018

Signature of Shareholder
Signature of Proxy holder(s)

Affix
revenue
stamp
Rs. 1

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 AGM.