

Date: August 3, 2018

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

BSE Scrip Code: 539289

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

NSE Symbol: MAJESCO

Dear Sir/ Madam,

Sub: Proceeding of 5th Annual General Meeting of the Company held on August 3, 2018 and Voting Results

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that 5th Annual General Meeting (“AGM”) of the Members of Majesco Limited (“the Company”) was 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.

Mr. Venkatesh N. Chakravarty, Non-Executive Independent Chairman, chaired the 5th AGM.

The following items of business, as set out in the Notice convening 5th AGM were transacted:

Ordinary Business (Ordinary Resolutions):

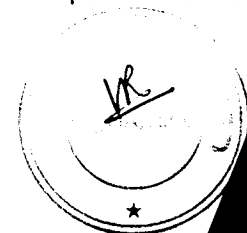
1. Adoption of Financial Statements (Stand-alone & Consolidated) for the financial year ended March 31, 2018 together with Reports of the Board of Directors and Auditors thereon.
2. Confirmation of the payment of special dividend @ 20% i.e. Rs. 1/- per equity share of face value of Rs. 5/- each, for the financial year 2017-18.
3. Re-appointment of Mr. Ketan Mehta (DIN: 00129188) as Director liable to retire by rotation.
4. Ratification of appointment of M/s. Varma & Varma, Chartered Accountants as Statutory Auditors of the Company.

Special Business (Special Resolution):

5. Re-appointment of Mr. Radhakrishnan Sundar (DIN: 00533952) as an Executive Director of the Company.

The AGM concluded at 12:05 PM with a vote of thanks to the Chair.

Mr. Abhishek Bhate, Practicing Company Secretary (Membership No. A27747, COP: 10230) was appointed as the Scrutinizer, to scrutinize the voting process in a fair and transparent manner.



Based on the Scrutinizer's Report, we hereby inform you that all the above resolutions have been passed by the members with requisite majority.

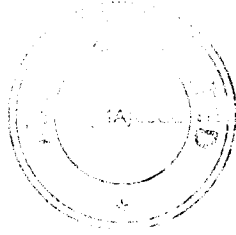
We are also enclosing herewith the voting results in the prescribed format, as per Regulation 44(3) of the SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Scrutinizer's Report.

You are requested to take the above on record.

Thanking you.

Yours faithfully,
For **Majesco Limited**


Varika Rastogi
Company Secretary

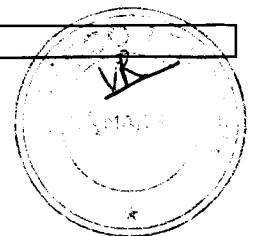


Encl: as above

	MAJESCO LTD
Date of the AGM	03-08-2018
Total number of shareholders on record date	24934
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	49
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

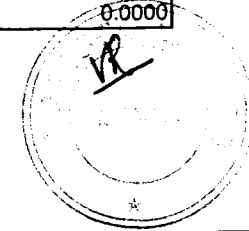
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements (Stand-alone & Consolidated) for the financial year ended March 31, 2018 together with Reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested 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
Promoter and Promoter Group	E-Voting	11161104	11057776	99.0742	11057776	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11057776	99.0742	11057776	0	100.0000	0.0000
Public- Institutions	E-Voting	5853486	2530255	43.2265	2530255	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2530255	43.2265	2530255	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11174756	147062	1.3160	146541	521	99.6457	0.3542
	Poll		31906	0.2855	31906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		178968	1.6015	178447	521	99.7089	0.2911

Resolution No.	2
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Resolution required: (Ordinary/ Special)	ORDINARY - Confirmation of the payment of special dividend @ 20% i.e. Rs. 1/- per equity share of face value of Rs. 5/- each, for the financial year 2017-18.							
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
Promoter and Promoter Group	E-Voting	11161104	11057776	99.0742	11057776	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11057776	99.0742	11057776	0	100.0000	0.0000
Public- Institutions	E-Voting	5853486	3588631	61.3076	3588631	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3588631	61.3076	3588631	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11174756	147062	1.3160	146541	521	99.6457	0.3542
	Poll		31906	0.2855	31906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		178968	1.6015	178447	521	99.7089	0.2911

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY -Re-appointment of Mr. Ketan Mehta (DIN: 00129188) 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	11161104	7951476	71.2427	7951476	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000



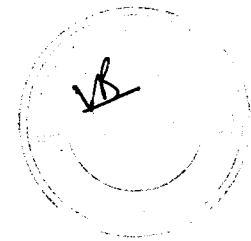
Promoter and Promoter Group	Postal Ballot (if applicable)	1101107	0	0.0000	00	0	0.0000	0.0000
	Total		7951476	71.2427	7951476	0	100.0000	0.0000
Public- Institutions	E-Voting	5853486	2530255	43.2265	2428821	101434	95.9911	4.0088
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2530255	43.2265	2428821	101434	95.9912	4.0088
Public- Non Institutions	E-Voting	11174756	147062	1.3160	146541	521	99.6457	0.3542
	Poll		31906	0.2855	31906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		178968	1.6015	178447	521	99.7089	0.2911

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY -Ratification of appointment of M/s. 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
Promoter and Promoter Group	E-Voting	11161104	11057776	99.0742	11057776	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		11057776	99.0742	11057776	0	100.0000	0.0000
Public- Institutions	E-Voting	5853486	3588631	61.3076	3588631	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3588631	61.3076	3588631	0	100.0000	0.0000
Public- Non Institutions	E-Voting	11174756	147062	1.3160	146541	521	99.6457	0.3542
	Poll		31906	0.2855	31906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000

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	Total		178968	1.6015	178447	521	99.7089	0.2911
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Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL -Re-appointment of Mr. Radhakrishnan Sundar (DIN: 00533952) as an Executive Director 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	11161104	9109615	81.6193	9109615	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		9109615	81.6193	9109615	0	100.0000	0.0000
Public- Institutions	E-Voting	5853486	3588631	61.3076	3393500	195131	94.5625	5.4374
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		3588631	61.3076	3393500	195131	94.5625	5.4375
Public- Non Institutions	E-Voting	11174756	147062	1.3160	146541	521	99.6457	0.3542
	Poll		31906	0.2855	31906	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		178968	1.6015	178447	521	99.7089	0.2911





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 Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Date: August 4, 2018

NAME OF COMPANY	MAJESCO LIMITED
MEETING	5 TH Annual General Meeting
DATE & TIME	3 RD August, 2018 AT 11:00 A.M.
VENUE	HOTEL "COUNTRY INN AND SUITES BY RADISSON", PLOT NO. X-4/5 - B, TTC INDUSTRIAL AREA, MIDC, SHILPHATA ROAD, NAVI MUMBAI - 400701

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 14, 2018 to conduct the voting in electronic means commenced on Tuesday, July 31st, 2018 at 9:00 A.M. and ended on Thursday, August 2nd, 2018 at 5.00 P.M. and through Physical Ballot at the Annual General Meeting held on Friday August 3rd, 2018, 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

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Scrutinizer's Combined Report of Majesco Limited - 2018





Abhishek Bhate & Co.

Company Secretary in Practice

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

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.

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 11, 2018.
4. The Remote e-voting period commenced on Tuesday, July 31st, 2018 at 9:00 A.M. and ended on Thursday, August 2nd, 2018 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.





Abhishek Bhate & Co.

Company Secretary in Practice

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

9. The result of the voting is as under:

ORDINARY BUSINESS:-

Resolution No.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.

(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
83	13766478	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
02	521	0.0038

(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
01	60	0

*Four Shareholders holding 1058376 Shares had abstained from voting.





Abhishek Bhate & Co.

Company Secretary in Practice

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

Resolution No.2

To confirm the payment of Special Dividend @ 20% i.e. Rs. 1/- per equity share of the face value of Rs. 5/- each, already paid.

(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
87	14824854	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
02	521	0.0035

(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
01	60	00





Abhishek Bhate & Co.

Company Secretary in Practice

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

Resolution No.3

To appoint a Director in place of Mr. Ketan Metha (DIN: 00129188), a 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 Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
73	10558744	99.04

(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
07	101955	0.96

(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
01	60	00

* Mr. Ketan Metha and his relatives holding 3106300 shares, being interested in the said resolution, had abstained from Voting on this resolution.

*Four Shareholders holding 1058376 Shares had abstained from voting.





Abhishek Bhate & Co.

Company Secretary in Practice

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

Resolution No.4

To ratify the appointment of Statutory Auditors.

(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
87	14824854	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
02	521	0.0035

(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
01	60	00





Abhishek Bhate & Co.

Company Secretary in Practice

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

SPECIAL BUSINESS:-

Resolution No.5

Re-appointment of Mr. Radhakrishnan Sundar (DIN: 0053352) as an Executive 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
75	12681562	98.48

(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
10	195652	1.52

(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
01	60	00

* Mr. Radhakrishnan Sundar and his relatives holding 1948161 shares, being interested in the said resolution, had abstained from Voting on this resolution.





Abhishek Bhate & Co.

Company Secretary in Practice

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

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 Varika Rastogi - Company Secretary of Majesco Limited authorized by the Board for safe keeping.

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

Signed this on Friday of August 3, 2018

Thanking You,

Yours Faithfully,

For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747





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 5TH AGM OF THE MAJESCO LIMITED HELD ON AUGUST 03, 2018.

Combined Statement of voting received in respect of the Resolutions proposed at the AGM of the Company held on August 3, 2018.

Resolution No. 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.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	13734572	99.99	521	0.0038	13735093	100	00	00	14793469	
Total No. of Ballots Voting	31906	100	00	00	31906	100	60	00	31966	
Total	13766478	99.99	521	0.0035	13766999*	100	60	00	14825435	

*Four Shareholders holding 1058376 Shares had abstained from voting.

Resolution No. 2	To confirm the payment of Special Dividend @ 20% i.e. Rs. 1/- per equity share of the face value of Rs. 5/- each, already paid.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	14792948	99.99	521	0.0035	14793469	100	00	00	14793469	
Total No. of Ballots Voting	31906	100	00	00	31906	100	60	00	31966	
Total	14824854	99.99	521	0.0035	14825375	100	60	00	14825435	

Resolution No. 3	To appoint a Director in place of Mr. Ketan Metha (DIN: 00129188), a Non-Executive Director 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	10526838	99.04	101955	0.96	10628793	100	00	00	14793469	
Total No. of Ballots Voting	31906	100	00	00	31906	100	60	00	31966	
Total	10558744	99.04	101955	0.96	10660699*	100	60	00	14825435	

* Mr. Ketan Metha and his relatives holding 3106300 shares, being interested in the said resolution, had abstained from Voting on this resolution.

*Four Shareholders holding 1058376 Shares had abstained from voting.





Abhishek Bhate & Co.

Company Secretary in Practice

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

Resolution No. 4	To ratify the appointment of Statutory Auditors.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	14792948	99.99	521	0.0035	14793469	100	00	00	14793469	
Total No. of Ballots Voting	31906	100	00	00	31906	100	60	00	31966	
Total	14824854	99.99	521	0.0035	14825375	100	60	00	14825435	

Resolution No. 5	Re-appointment of Mr. Radhakrishnan Sundar (DIN: 0053352) as an Executive Director of the Company.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
Total No. of Shares on E-Voting	12649656	98.48	195652	1.52	12845308	100	00	00	14793469	
Total No. of Ballots Voting	31906	100	00	00	31906	100	60	00	31966	
Total	12681562	98.48	195652	1.52	12877214	100	60	00	14825375	

* Mr. Radhakrishnan Sundar and his relatives holding 1948161 shares, being interested in the said resolution, had abstained from Voting on this resolution.

Signed this on Friday of August 4, 2018

Thanking You,
Yours Faithfully,

For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747

