

September 29, 2015

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 022-22723121 Fax no. 22723719	<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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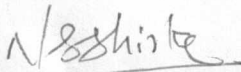
Dear Sir/Madam,

Ref:- **BSE Script Code : 539289 / NSE Symbol: MAJESCO**Sub:- **DECLARATION OF RESULTS OF POSTAL BALLOT**

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company had accorded its approval to conduct a postal ballot (including electronic voting) to seek consent of the members of the Company for Appointment of Mr. Farid Kazani as Managing Director for the period of 3 years with effect from June 1, 2015 and terms of his remuneration and Appointment of Mr. Radhakrishnan Sundar as Executive Director for the period of 3 years with effect from June 1, 2015 and terms of his remuneration.

The Company has appointed Mr. Abhishek Bhate of M/s. Abhishek Bhate & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot and remote e-voting in fair and transparent manner. The Scrutinizer has submitted his report on September 29, 2015, (a copy enclosed)

Based on the aforesaid Scrutinizer Report, The Company hereby declares that the Special Resolutions as specified in the Postal Ballot Notice dated August 11, 2015 has been passed requisite majority and the date of this declaration will be the date of passing of the following resolutions, i.e. September 29, 2015.

For **MAJESCO LIMITED**Nishant Shirke  
Company Secretary



# 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

## SCRUTINIZER'S REPORT

To,  
The Chairman  
Majesco Limited

Subject: Scrutinizer's Report on Passing of Resolutions through Postal Ballot and Remote E-Voting under the relevant provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, along with the rules as may be prescribed therein (including any statutory modification or re-enactment thereof).

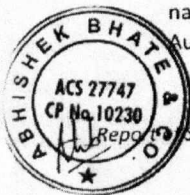
Dear Sir (s),

In terms of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, the Company, vide, a Board Resolution passed in Board Meeting dated August 11, 2015, has appointed me as the Scrutinizer for conducting the Postal Ballot voting process and Remote E-voting for passing the proposed resolution to

1. Appointment of Mr. Farid Kazani as Managing Director of Majesco Limited for a period of 3 years with effect from June 1, 2015 and approve the terms of his remuneration.
2. Appointment of Mr. Radhakrishnan Sundar as Executive Director of Majesco Limited for a period of 3 years with effect from June 1, 2015 and approve the terms of his remuneration.

### I SUBMIT MY REPORT AS UNDER:

1. The dispatch of the Postal Ballot Forms to the members of the Company whose name(s) appeared on the Register of Members/ List of Beneficial Owners as on August 7, 2015, was completed on August 26, 2015.



Report on Remote e-voting & Postal Ballot by Shareholders of Majesco Limited



# Abhishek Bhate & Co.

Company Secretary in Practice

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

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2. As per the requirements of the Companies Act, 2013 the particulars of all the Postal Ballot Forms received physically from the members have been registered in a register in file maintained separately for the purpose.
3. All the Postal Ballot forms including E-Voting received up to the close working hours i.e. 5:00 P.M on Sunday, 27<sup>th</sup> September, 2015, the last day and time fixed by the Company for the receipt of the postal ballot forms, were scrutinized by me with respect to their validity and has been recorded.
4. No Postal form including E-Voting received after the close of working hours i.e. 5:00 P.M. on Sunday, 27<sup>th</sup> September, 2015, the last day and time fixed by the Company has been considered by me.
5. None of the incomplete, unsigned, signature mismatch or incorrect Postal Ballot form has been considered. There were total 11 (Eleven) cases of incomplete, unsigned, signature mismatch.
6. There were in all 7 (Seven) cases where shareholders have exercise their vote through postal ballot as well as remote e-voting. In such cases voting through Postal Ballot was not considered and was considered invalid.
7. I further report that the e-voting data and Physical Ballots were scrutinized by me for verification of votes cast in favor and against the resolution. The signature verification process was also conducted by the Registrar and Transfer Agent of the Company i.e. Sharepro Services India Private Limited.
8. In terms of the requirements of the Companies Act, 2013 the Postal Ballot Forms and other related papers/ registers and records will be handed over to the Company for safe custody of the same after declaration of voting result.
9. **Results :**
  1. I observed that
    - a) Two Hundred Sixteen (216) members had cast their votes through the Postal Ballot facility and
    - b) Two Hundred Thirteen (213) members had cast their votes through remote e-voting.
10. Based on the aforesaid Consolidated Results Two (2) Special Resolutions as mentioned in Postal Ballot notice have been passed with Requisite Majority.



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





# Abhishek Bhate & Co.

*Company Secretary in Practice*

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

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11. Separate Soft Copy giving the list of members who voted through Postal Ballot and Separate Soft Copy who voted under Remote e-voting, containing the details of members who voted "FOR", "AGAINST" along with number of votes cast and those whose votes were considered as invalid for each resolution will be emailed to the Company Secretary, after the announcement of this combined Results by the Company to the concerned authority.

Signed this on 29<sup>th</sup> day of September, 2015

Thanking You,  
Yours Faithfully,

For Abhishek Bhate & Co.,

*Abhishek H. Bhate*

(Scrutinizer appointed by Board of Directors)

CS Abhishek H. Bhate

Proprietor

ACS 27747, CP No 10230



*Report of Scrutinizer on Remote e-voting & Postal Ballot by Shareholders of Majesco Limited*



# Abhishek Bhate & Co.

Company Secretary in Practice

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

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## SUMMARY OF VOTES CAST

Sr. No	Resolution as given in the Notice of Extra-Ordinary General Meeting	Particulars of Voting			Result Declared
			Combined Voting		
			Nos.	%	
1.	Appointment of Mr. Farid Kazani as Managing Director for a period of 3 years with effect from June 1, 2015 and approve the terms of his remuneration	Votes Cast in favour	13474476	99.945838	Approved by Requisite Majority
		Votes Cast against	7302	00.054162	
2.	Appointment of Mr. Radhakrishan Sundar as Executive Director for a period of 3 years with effect from June 1, 2015 and approve the terms of his remuneration.	Votes Cast in favour	11443455	99.958483	Approved by Requisite Majority
		Votes Cast against	4753	00.041517	



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