

MAJESCO LIMITED

Registered Office: MNDC, MBPP-136, Mahape, Navi Mumbai — 400 710, Maharashtra, India

Corporate Identification Number (CIN): L72300MH2013PLC244874

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NOTICE OF EIGHTH ANNUAL GENERAL MEETING

NOTICE is hereby given that 8th Annual General Meeting ("AGM") of the members of Majesco Limited is scheduled to be held on Monday, September 06, 2021 at 11:00 A. M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Stand-alone and Consolidated) for the financial year 2020-21 together with Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. Appointment of Mr. Onkar Shetye as an Executive Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provision of Sections 152, 161 and other applicable provisions if any, of the Companies Act, 2013 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications) or re-enactment thereof for the time being in force, relevant provisions of Articles of Association of the Company & relevant disclosures/ declarations) under the provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and based on recommendations of Nomination and Remuneration Committee of the Board in this regard, Mr. Onkar Shetye (DIN: 06372831) be and is hereby appointed as an Additional Director of the Company, to be designated as Executive Director w.e.f. May 4, 2021, and consent of the members of the Company at ensuing Annual General Meeting.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) and subject to approval of the Board of Directors of the Company and Members in ensuing General

Meeting, Nomination and Remuneration Committee hereby approves appointment of Mr. Onkar Shetye (DIN: 06372831) as an Executive Director of the Company (Key Managerial Personnel), with substantial powers of management of affairs of the Company to be exercised by him, for a period of 3 (three) years with effect from May 4, 2021 to May 3, 2024, on the terms and conditions including remuneration as set out herein below, with liberty to the Board (which term shall include any committee constituted or to be constituted by the Board) to alter and vary the terms and conditions of said appointment in such manner as may be agreed to between the Board of Directors and Mr. Onkar Shetye and as may be permissible under the applicable laws:

Basic Salary:

₹ 13,50,000/- (Rupees Thirteen Lakhs Fifty Thousand only) per annum, with an option of annual increment as may be decided by the Nomination & Remuneration Committee / Board of Directors, from time to time.

House Rent Allowance (HRA):

50% of the Basic Salary as HRA

Special Allowance:

25% of the Basic Salary as Special Allowance

Other Allowance:

25% of the Basic Salary as Other Allowance

Provident Fund Contribution:

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

Car Facility:

₹ 2,70,000/- (Rupees Two Lakhs Seventy Thousand only) per annum, to be used for the business of the Company.

Club Fees & Entertainment Allowance:

₹ 1,80,000/- (Rupees One Lakh Eighty Thousand only) per annum

Gratuity:

As per rules of the Company

Medical Benefits:

As per rules of the Company

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Variable Pay:

Based on the performance as may be evaluated by the Nomination & Remuneration Committee, up to a maximum of 30% of the Annual Gross Salary.

Employment Stock Options (ESOPs)

As may be decided by the Nomination & Remuneration Committee.

Notice Period

The Agreement may be terminated by either party by giving three months' notice to the other party.

The Salary break-up will be on the company's current structure and balance if any will be adjusted in special allowance.

RESOLVED FURTHER THAT pursuant to all the applicable provisions of the Companies Act, 2013, the remuneration as set out above, be paid as minimum remuneration to Mr. Onkar Shetye, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment.

RESOLVED FURTHER THAT Mr. Kunal Karan, Chief Financial Officer of the Company be and hereby authorized to digitally sign and file necessary e-forms/ documents with the concerned Registrar of Companies, inform to the Stock Exchanges in this regard and issue letter of appointment and to do all the acts and deeds as may be necessary for purpose of giving effect to the resolution."

3. Appointment of Mr. Srirang Athalye as Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Sections 149, 152, 161 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of Articles of Association of the Company and after consideration of relevant disclosure(s)/ declaration(s) received under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and based on recommendations of Nomination and Remuneration Committee of the Board in this regard, Mr. Srirang Athalye (DIN: 02546964) be and is hereby appointed as an Additional Director of the Company, in the category of Non-Executive Director w.e.f. May 04, 2021, consent of the members of the Company.

RESOLVED FURTHER THAT Mr. Onkar Shetye, Executive Director or Mr. Kunal Karan, Chief Financial Officer of the Company be and hereby severally authorized to digitally sign and file necessary e-forms/ documents with the concerned Registrar of Companies, inform to the Stock Exchanges in this regard and issue letter of appointment and to do all the acts and deeds as may be necessary for purpose of giving effect to the resolution."

4. Appointment of Mr. Ramashrya Yadav as Non-Executive Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Sections 149, 152, 161 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant provisions of Articles of Association of the Company and after consideration of relevant disclosure(s)/ declaration(s) received under the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and based on recommendations of Nomination and Remuneration Committee of the Board in this regard, Mr. Ramashrya Yadav (DIN: 00145051) be and is hereby appointed as an Additional Director of the Company, in the category of Non-Executive Director w.e.f. July 23, 2021, consent of the members of the Company.

RESOLVED FURTHER THAT Mr. Onkar Shetye, Executive Director or Mr. Kunal Karan, Chief Financial Officer of the Company be and hereby authorized to digitally sign and file necessary e-forms/ documents with the concerned Registrar of Companies, inform to the Stock Exchanges in this regard and issue letter of appointment and to do all the acts and deeds as may be necessary for purpose of giving effect to the resolution."

5. Appointment of Mr. Ajit Joshi as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provision of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of

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the Company, relevant disclosures/declarations) under the provisions of the Act and SEBI Listing Regulations and based on recommendations of Nomination and Remuneration Committee of the Board in this regard, Mr. Ajit Joshi (DIN: 08108620) be and is hereby appointed as an Additional Independent Director with effect from July 23, 2021, for tenor of 5 years from July 23, 2021 to July 22, 2026, consent of the members of the Company.

RESOLVED FURTHER THAT Mr. Onkar Shetye, Executive Director and Mr. Kunal Karan, Chief Financial Officer of the Company be and are hereby severally authorized to digitally sign and file necessary e-forms/ documents with the concerned Registrar of Companies, inform to the Stock Exchanges in this regard and issue letter of appointment and to do all the acts and deeds as may be necessary for purpose of giving effect to the resolution.”

6. Appointment of Dr. (Mrs.) Padma Deosthali as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provision of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (“the Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, relevant disclosures/declarations) under the provisions of the Act and SEBI Listing Regulations and based on recommendations of Nomination and Remuneration Committee of the Board in this regard, Dr. (Mrs.) Padma Deosthali (DIN: 0009250994) be and is hereby appointed as an Additional Independent Director with effect from July 23, 2021, for tenor of 5 years from July 23, 2021 to July 22, 2026, consent of the members of the Company

RESOLVED FURTHER THAT Mr. Onkar Shetye, Executive Director and Mr. Kunal Karan, Chief Financial Officer of the Company be and are hereby severally authorized to digitally sign and file necessary e-forms/ documents with the concerned Registrar of Companies, inform to the Stock Exchanges in this regard and issue letter of appointment and to do all the acts and deeds as may be necessary for purpose of giving effect to the resolution.”

7. Approval to Serve Documents of the Company

To consider and if thought fit, to pass the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.”

8. Approve Employee Stock Option Scheme of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and relevant provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI SBEB Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and subject further to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **‘Majesco Employee Stock Option Plan 2021’ (“ESOP 2021”/“Plan”)** and authorizing the Board of Directors of the Company (hereinafter referred to as the “Board”, and which shall be deemed to include

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any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SEBI SBEB Regulations) to create, and grant from time to time, in one or more tranches, not exceeding 77,00,000 (Seventy Seven Lakh) employee stock options to or for the benefit of such persons) who are in permanent employment of the Company and its holding and subsidiary company(ies) as within the meaning of ESOP 2021, including any Director, whether whole time or otherwise (other than Promoters and Promoter Group of the Company, Independent Directors, and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESOP 2021, exercisable into not more than 77,00,000 (Seventy Seven Lakh) equity shares of face value of ₹ 5 (Rupees Five) each fully paid-up, where one employee stock option would convert in to one equity share upon exercise, on such terms and in such manner as the Board/ Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2021”.

“RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned here in before shall rank pari passu with the then existing equity shares of the Company.”

“RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.”

“RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP 2021 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2021 on the stock exchanges where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.”

“RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under

the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2021.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2021 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2021 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB Regulations and any other applicable laws in force.”

“RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service center, and other advisors, consultants or representatives, being incidental to the effective implementation and administration of ESOP 2021 as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.”

- 9. Raising of funds by way of issue of securities including but not limited to Equity Shares and /or any other securities convertible into or exchangeable with Equity Shares and / or Non-Convertible Debentures with or without warrants through Rights Issue / Further Public Offer/ Qualified Institutions Placement (QIP) / Preferential Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws, subject to approval of the members of the Company, if required and other appropriate approvals for a limit not exceeding to ₹ 600 Crores (Rupees Six Hundred Crores Only)**

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To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71 and 179 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments), statutory modifications) or re-enactment thereof) and the Securities and Exchange Board of India (the “SEBI”), the stock exchanges on which the Company’s shares are listed (the “Stock Exchanges”), Ministry of Corporate Affairs (“MCA”), the Registrar of Companies, Maharashtra at Mumbai and/or any other competent authorities in India and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI LODR Regulations”), the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA or any concerned statutory, regulatory, governmental or any other authority, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to raise further capital and to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted under applicable law), such number of equity shares of the Company of face value ₹ 5/- (Rupees Five) each with or without special rights as to voting, dividend or otherwise (“Equity Shares”), fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments convertible into Equity Shares (including warrants, or otherwise, in registered or bearer form) and/or any security convertible into Equity Shares with or without special rights as to voting, dividend or otherwise

and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to Equity Shares (all of which are hereinafter collectively referred to as “Securities”) or any combination of Securities, in one or more tranches, in the course of domestic offerings) in domestic market, by way of one or more public and/or private offerings, qualified institutions placement (“QIP”) and/or on preferential allotment basis or any combination thereof, through issue of prospectus and/or placement document/or other permissible/requisite offer document to Qualified Institutional Buyers (“QIBs”) as defined under the SEBI ICDR Regulations in accordance with Chapter VI of the SEBI ICDR Regulations, whether they be holders of Securities of the Company or not (the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, of an aggregate amount not exceeding ₹ 600 Crores (Rupees Six Hundred Crores only) or equivalent thereof, inclusive of such premium as may be fixed on such Securities by offering the Securities at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including security, rate of interest etc. and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board as may be determined by the Board, as the Board at its absolute discretion may deem fit and appropriate (the “Issue”).”

“RESOLVED FURTHER THAT in accordance with Chapter VI of the SEBI ICDR Regulations, the Securities shall not be eligible to be sold by the allottee for a period of 1 year.

“RESOLVED FURTHER THAT in accordance with Chapter VI of the SEBI ICDR Regulations,

- a. the Securities shall not be eligible to be sold by the allottee for a period of 1 year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;
- b. the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such other discount as permitted under applicable law on the

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price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- (b) the Securities to be so created, offered, issued and allotted shall rank pari passu with the existing Securities of the Company in all respects; and
- (c) the Equity Shares, including any Equity Shares issued upon conversion of any convertible Securities, to be so created, offered, issued and allotted in terms of this resolution shall rank pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the allotment of such Securities, or any combination of Securities as may be decided by the Board shall be completed within a period of 365 days from the date of this resolution, or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT in the event Equity Shares are proposed to be allotted to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the proposed issue of such Equity Shares or any other date in accordance with applicable law.”

“RESOLVED FURTHER THAT in the event eligible convertible securities are proposed to be allotted to QIBs by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing such eligible convertible Securities shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the proposed issue of such convertible securities or any other date in accordance with applicable law.”

“RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the ICDR Regulations, the relevant date for the purpose of pricing of such Securities, shall be the date of the meeting in which the Board (or relevant committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced to that extent;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares and the price as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of equity shares (including by way of stock split) or reclassification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company to seek listing of any or all of such Securities on one

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or more Stock Exchanges and the listing of Equity Shares on the Stock Exchanges.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any statutory, regulatory or governmental body, authority or institution, including any conditions as may be prescribed in granting such approval or permissions by such statutory, regulatory or governmental authority or institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriters, depositories, registrars, bankers, lawyers, advisors and all such agencies as are or may be required to be appointed for, involved in or concerned with the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft offer document(s) and final offer document(s), determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Securities are to be allotted, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various transaction documents, signing of declarations, creation of mortgage/charge, utilization of the issue proceeds, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking pari passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors/ Company Secretary/Chief Financial Officer or other persons authorized by the Board for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

10. Increasing the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to any Person or other Body Corporate to limit not exceed ₹ 300 Crores (Rupees Three Hundred Crores Only)

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT in terms of the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the members, the consent of the Board of Directors, be and is hereby accorded to authorize the aggregate loans and guarantees to any bodies corporate and any persons and investment in securities of any bodies corporate exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder:

- (a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside,

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which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent of the following limits:

Investments into Subsidiaries and other Bodies Corporate:
₹ 300 Crores (Rupees Three Hundred Crores Only)

(b) to make/give from time to time any loan or loans to anybody or bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company or to any persons as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits.

(c) give from time to time any guarantee(s) and/or provide any security to any person(s), any Body Corporate, Bank, Financial Institutions or any other institution in India or outside in respect of or against any loans to or to secure any financial arrangement of any nature by, any other person(s), any Body(ies) Corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of the following limits:

Loans and Guarantees to any person or Body corporate:
₹ 300 Crores (Rupees Three Hundred Crores Only)

“RESOLVED FURTHER THAT the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board of Directors as permitted or subject to the provisions specified therein.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board, including with the power to transfer/dispose of the investments so made, from

time to time, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

11. Change of Name of the company

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 4(4), Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), subject to the approval of the Central Registration Centre (CRC), Ministry of Corporate Affairs, the consent of the members of the Company be and is hereby accorded to change the name of the Company from **MAJESCO LIMITED** to **AURUM PROPTECH LIMITED**.

RESOLVED FURTHER THAT the name **MAJESCO LIMITED** wherever it occurs in the Memorandum and Articles of Association of the company is substituted by the new name **AURUM PROPTECH LIMITED**.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to delegate all or any of the aforesaid powers to Mr. Onkar Shetye, Executive Director or Mr. Kunal Karan, Chief Financial Officer to act, represent and appear before any Statutory authority for and on behalf of the Company for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Mr. Onkar Shetye, Executive Director or Mr. Kunal Karan, Chief Financial Officer of the Company, be and are hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with concerned Central Registration Centre (CRC), Ministry of Corporate Affairs and other statutory authorities, as applicable to give effect to the resolution.”

12. Alteration of Objects Clause of the Memorandum of Association of the Company

NOTICE (Contd.)

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and the rules made thereunder and subject to such other requisite approvals/ permissions, if any, in this regard from relevant statutory authorities and such modifications as may be prescribed by such authorities and agreed to by the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded for alteration of Objects Clause of Memorandum of Association of the Company in following manner:

Existing Clause III be divided into two parts that is (A) Main Objects to be pursued by the Company; and (B) Matters which are necessary for furtherance of the Main Objects, and be substituted by the following Clause III:

#A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of real estate services by bringing technology in the sector, building and servicing a proptech ecosystem by purchasing, developing, selling, or otherwise dealing in softwares and technology model related to property management platform, customer digital experience, enterprise digital transformation, by using tech enabled innovations like internet of things, artificial intelligence, chatbots, machine learning, cloud support, blockchain, augmented and virtual reality, UI/ UX design, data analytics, predictive analytics, robotic process automation, business intelligence, data science management, digital wallets, smart building technologies, fractional ownership, providing proptech solutions, dealing with intellectual property rights and all other proptech and real estate related activities.
2. To undertake and carry on the business of leasing, selling, developing, managing including co-working & co-living of immovable and movable properties of all kinds and description and right, title and interest therein, equipment leasing and leasing of all kinds of goods required for consumption or for commercial, industrial or business use or for any purpose whatsoever, to purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops and other things found necessary or convenient for the purpose of the company, to manage, land, buildings and other properties both movable and immovable whether belonging to the company or not, and to collect rents and incomes and to supply to tenants, users and occupiers attendants, servants, waiting rooms, reading rooms and other conveniences and other services as may be necessary, to run a co-working / co-living model, to act as an agent for leasing, purchasing, selling of all kinds of goods required for consumption or for commercial, industrial or business use]

A. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE (III) (A):

1. To invest and lend monies of the Company (including the monies not immediately required) in subsidiaries and or any other companies in such manner as may be determined from time to time and to invest, acquire, subscribe, purchase, hold, sell, mortgage, pledge, endorse, discount, assign, divest or otherwise deal in any securities, hybrid securities, commercial papers, Government securities/ bonds, fixed deposits, units of mutual funds or instruments of any kind or description for strategic purposes or otherwise, whether in India or abroad.
2. To enter into agreement, contract for, undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, brochures, reports, materials, articles and things belonging to any other company or firm, institution or person or persons, by means of delivery by hand or otherwise.
3. To negotiate loans, to draw, accept endorse, discounts, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
4. To receive money, securities and valuable of all kinds on as may be expedient.
5. To give any guarantee or indemnity for the payment of money or the performance of any obligations undertakings.
6. To borrow or raise money and secure and discharge any debt or obligation binding on the company in such manner as may be thought fit, and in particular by the mortgages of the undertaking and all or any of the immovable or movable property (present or future) and the uncalled capital of the company, or by the creation and issue, on such terms as may be thought expedient, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description.
7. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.

NOTICE (Contd.)

8. To give guarantees and carry on transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares.
9. To purchase, take on lease or in exchange, hire or otherwise howsoever acquire any immovable or movable property, patents or licenses rights and privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, tenements, buildings and casements and to sell, lease or otherwise dispose or grant right over any immovable property belonging to the company.
10. To develop and turn to account any land acquired by the company or in which it is interested and in by laying on and preparing the same for building purposes, constructing, altering, pulling down decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming cultivating and letting building on lease and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
11. To undertake and execute and trusts and also to undertake and execute the offices of executor of will of any deceased persons, trustees for debentures holders or debenture-stock holders of any company and of receiver, treasurer, to appoint trustees, to hold securities on behalf and to protect the interests of the company.
12. To obtain any provisional order or act of the government for enabling the company to carry any of its objects into effect or for effecting any modification of the company's constitution.
13. To open current or other accounts with any banks, pay money into and draw money from such accounts.
14. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition, with any individual, person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company.
15. To enter into any arrangements with any Government or authorities that may seem conducive to the attainment of the company's objects or any of them and to obtain from any such government or authority, any rights privileges, licenses and concessions which the company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.
16. To distribute any of the company's property among the members in specie subject to the provisions of the companies act in the event of winding up.
17. To form, promote, subsidize, organize and assist or aid in forming promoting, subsidizing, organizing or aiding companies, syndicates, or partnerships of all kinds, for the purpose of accepting and undertaking any property and liabilities of this company, or for advancing directly or indirectly the objects thereof, or for any other purpose which the company may think expedient.
18. To acquire, purchase, take over and/or amalgamate business of companies which under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the company: to amalgamate with companies whose business are so acquired, purchased or taken over and/or to enter into agreement with the object of acquisition of such undertakings, and / or business.
19. To invest the surplus funds of the company from time to time in Government securities or in any other including bills of exchange, acceptance as may from time to time be determined by the Directors and from time to time to sell or vary all such investment and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
20. To provide for the welfare of the employees or ex-employees of the company and wives, widows and families of the dependents of such persons by grant to money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and other payments or institutions, trusts, and by providing or subscribing towards medical or other attendance and other assistance as the company may think fit and to subscribe to or to contribute or otherwise assist to charitable, benevolent, national and or to other institutions or objects.
21. To procure the recognition of the company under laws or regulations of any other country and to do all acts

necessary for carrying on any business or activity of the company in any foreign country.

22. To pay all costs, and expenses incurred or sustained in or about the promotion, incorporating and establishment of the company, or which the company shall consider to be preliminary out of the funds of the company.
23. To establish competition in respect of contributions or information suitable for insertion in any publications of the company, or otherwise for any of the purposes of the company, and to offer and grant prizes, rewards and premium of such character and on such terms as may be seem expedient.
24. To provide for and furnish or secure to any members or customers of the company or to any subscribers to or purchasers or possessors of any publication of the company or of the coupons or tickets, issued with any publications of the company any conveniences advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
25. To refer to or agree to refer my claims, demand, dispute or any other question by or against the company or in which the company is interested or concerned, and whether between the Company and the member or members or his or their representatives or between the company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
26. To apply for, promote, and obtain any statute, order, regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
27. To sell, dispose of, or transfer the business, property and undertakings of the company, or any part thereof for any consideration which the company may seem fit to accept.
28. To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with company. The company shall not carry on any business of banking as defined by the Banking Regulation Act, 1949, or any statutory modifications thereof.
29. To take part in the formation, supervision or control of the business or operations of company or undertaking and to that purpose act as an issue house, registrars and share transfer agents, financial advisers or technical consultants or in any of the capacity and to appoint and remunerate any Directors, administrators or accountants or other experts / agents.
30. To carry on the business of promoting, building, operating, developing, leasing of software parks, infrastructure for Information Technology, Information Technology enabled services and all other related activities.
31. To act as management consultants, and to provide advice, services, consultancy in various fields general administrative, commercial legal, economic, labour, industrial and public relations, scientific technical, direct, and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
32. To acquire, lease or lend sophisticated machineries such as computers, tabulators equipments, addressing machines and other equipments and leasing or lending such equipments for providing services of these machines to various clients.
33. To carry on all or any of the business of printers, stationers, lithographers, type founders, stereotypers, photographic printers, photo-lithographers, chromelithographers, engravers, diesinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publisher, advertising agent, engineers and dealers in manufacturers of any other articles or things or any of them or concerned therewith.
34. To carry on the business of purchase and sale of movable and immovable properties of all types, including land (agricultural and non-agricultural), building, house, flats, bungalows, shops offices, showrooms and godowns.
35. To acquire, lease or lend or provide on hire purchase basis plant and machinery for manufacturing enterprises and leasing or lending such plant and machinery for providing services to various clients.
36. To carry on business as general merchants and traders in goods and commodities, on ready or forward basis, commission agents, buying and selling agents, brokers, importers, exporters and to act as manufacturer's representatives.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writing as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.”

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

Onkar Shetye

Executive Director

DIN: 06372831

Place: Navi Mumbai

Date: July 23, 2021

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and the Securities and Exchange Board of India (“SEBI”) vide its circulars, permitted holding of the AGM through Video Conferencing (VCI/ Other Audio Visual Means (OAVM), without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued by MCA and SEBI, AGM of the Company is being held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained below.
2. Since AGM is being held through VC/ OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional/ Corporate members are encouraged to attend and vote at the AGM through VC/OAVM. Institutional / Corporate members intending to authorize their representatives to attend and vote at the AGM are required to send a certified scanned copy (pdf / jpeg format) of the Board Resolution / authority letter, with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsabhishekbhate@gmail.com with a copy marked to evoting@nsdl.co.in.
4. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
6. In line with the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/ Depository Participants. Notice of the AGM and Annual Report 2020-21 will also be made available on the website of the Company at www.majescoltd.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of NSDL (agency for providing the Remote e-voting facility) i.e. <https://www.evoting.nsdl.com>.
7. Members who have not registered their e-mail address with the Company / Depository / Depository Participant are requested to register their e-mail address.
8. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to send their questions in advance mentioning their name, demat account number / folio number, e-mail id, mobile number at investors.grievances@majescoltd.in. Questions received by the Company till 5:00 p.m. on September 3, 2021 shall only be considered and responded during the AGM.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investors.grievances@majescoltd.in

NOTICE (Contd.)

from September 02, 2021 (9:00 a.m. IST) to September 03, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

10. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business in the Notice is annexed hereto and forms part of this Notice.
11. In pursuance of Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, details in respect of the Directors seeking appointment at the AGM as given in Annexure I, form part of this Notice.
12. The members of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date being Monday, August 30, 2021 may cast their vote through remote e-voting or voting at the AGM.
13. The voting rights of members shall be in proportion to the shares held by the members as on the cut-off date being Monday, August 30, 2021.
14. A person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice via e-mail and holding shares as of the cut-off date i.e. Monday, August 30, 2021 may obtain the User ID and Password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
15. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Members who have cast their votes by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
18. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain close from Wednesday, September 1, 2021 to Monday, September 6, 2021 (both days inclusive), for the purpose of AGM.
19. Mr. Abhishek Bhate, Practicing Company Secretary (ICSI Membership No. ACS 27747) (Certificate of Practice No. 10230), has been appointed as Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
20. The results of e-voting and ballot shall be declared not later than 48 hours of conclusion of AGM. The declared results along with Scrutinizer's Report shall be placed on the website of the Company at www.majescold.in and on the website of NSDL at <https://www.evoting.nsdl.com>. The results shall also be communicated to the Stock Exchanges on which shares of the Company are listed. Subject to receipt of requisite number of votes, resolutions set out in the notice will be deemed to be passed on the date of AGM.
21. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, certificate issued by Statutory Auditors of the Company as required under the SEBI (Share Based Employee Benefits) Regulations, 2014 and all documents as mentioned in the resolutions and/ or explanatory statement, are available for inspection through electronic mode, up to the date of AGM. Any member who wishes to inspect shall send a request for the same on the e-mail id of the Company i.e. investors.grievances@majescold.in.
22. Members who wish to claim dividends that remain unclaimed/ unpaid are requested to write to the Company's Registrar & Share Transfer Agent or the Company Secretary, at the Company's Registered Office. Members are requested to note that dividends that are not claimed or remain unpaid for seven years from the date of transfer to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF). Further, equity shares in respect whereof dividend remains unclaimed / unpaid for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act read with Rules notified thereunder, as may be amended from time to time.

NOTICE (Contd.)

23. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13, to the Registrar & Share Transfer Agent. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
24. Members may note that, mandated by SEBI, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
25. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their depository participants. Members holding shares in physical form are required to furnish PAN to the Registrar & Share Transfer Agent.
26. The Company does not give gifts or gift coupons or cash in lieu of gifts to its members.
27. Since the AGM will be held through VC / OAVM, Route Map is not annexed to this notice.
28. None of the Directors of the Company are eligible to retire by rotation.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.majescold.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and

NOTICE (Contd.)

MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Friday, September 3, 2021 at 9:00 A.M. and ends on Sunday, September 5, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, August 30, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 30, 2021.

How do I vote electronically using NSDL e-voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 is mentioned below:

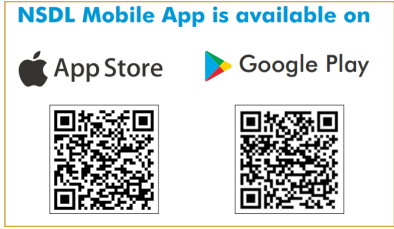



A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

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Type of shareholders	Login Method
	 <p style="text-align: center;">NSDL Mobile App is available on  App Store  Google Play  </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

NOTICE (Contd.)

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail

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to pcsabhishekbhate@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors.grievances@majescold.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors.grievances@majescold.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors.grievances@majescold.in. The same will be replied by the company suitably.
6. Registration of Speaker related point needs to be added by company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2

- Pursuant to Regulation 22(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, the Acquirer can acquire control of the Target Company by appointing majority of the Directors on the Board of Target Company, after the expiry of 21 working days from the date of detailed public statement, provided the Acquirer has deposited 100% of the open offer consideration in cash in escrow account, Aurum Platz IT Private Limited ("the Acquirer") has made detailed public statement on March 25, 2021 followed by draft letter of offer filed with the SEBI on April 6, 2021 and has also deposited ₹ 57,31,66,440/- (being the cash equivalent to 100% of the Offer Consideration) on March 22, 2021 in the escrow account opened with ICICI Bank Limited and has complied with aforesaid legal requirements, accordingly, the Acquirer has given notice (vide email dated April 26, 2021) to the Company for appointment of one Executive Director and one Non-Executive Director on the Board of the Company and based on recommendations of the Nomination and Remuneration Committee the Board of Directors has appointed Mr. Onkar Shetye (DIN: 06372831) as an Additional Director in the category of Executive Director for tenure of three years with effect from May 4, 2021, subject to the approval of members of the Company.

Basic Salary:

₹ 13,50,000/- (Rupees Thirteen Lakhs Fifty Thousand only) per annum, with an option of annual increment as may be decided by the Nomination & Remuneration Committee/ Board of Directors, from time to time.

House Rent Allowance (HRA):

50% of the Basic Salary as HRA

Special Allowance:

25% of the Basic Salary as Special Allowance

Other Allowance:

25% of the Basic Salary as Other Allowance

Provident Fund Contribution:

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

Car Facility:

₹ 2,70,000/- (Rupees Two Lakh Seventy Thousand only) per annum, to be used for the business of the Company.

Club Fees & Entertainment Allowance:

₹ 1,80,000/- (Rupees One Lakh Eighty Thousand only) per annum

Gratuity:

As per rules of the Company

Medical Benefits:

As per rules of the Company

Variable Pay:

Based on the performance as may be evaluated by the Nomination & Remuneration Committee, up to a maximum of 30% of the Annual Gross Salary.

Employment Stock Options (ESOPs)

As may be decided by the Nomination & Remuneration Committee.

Notice Period

The Agreement may be terminated by either party by giving three months' notice to the other party.

The Salary break-up will be on the Company's current structure and balance if any will be adjusted in special allowance.

- Disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards 2 are given below:

Particulars	Mr. Onkar Shetye
DIN	06372831
Category	Executive Director
Date of birth	October 29, 1985
Qualification	Bachelor's degree in Science from University of Mumbai and a Master's degree in Renewable Energy, Enterprise and Management from UK
Experience	15 years
Date of first appointment on the Board	Not Applicable
Shareholding in the Company (as on March 31, 2021)	Nil
Relationship between directors inter-se	None
Number of board meetings attended during FY2020-21	Not applicable
Directorships	1. Majesco Limited 2. Flight Station India Private Limited 3. Marine Drive Lifespaces Private Limited

NOTICE (Contd.)

Particulars	Mr. Onkar Shetye
Membership/ chairmanship of committees	1. Majesco Limited Investors Grievances and Stakeholders Relationship Committee — Member
Terms and conditions of appointment or re-appointment	Executive Director, not liable to retire by rotation for a tenure of 3 (three) years i.e. from May 4, 2021 to May 3, 2024.
Remuneration details for financial year 2020-21	₹ 19,66,250/-
Nature of expertise in specific functional areas	Technology and Operations
Brief profile	<p>Mr. Onkar Shetye is an alumnus of the Mumbai University and has done his Master's from the prestigious Russel Group of Universities, UK.</p> <p>He has 15 years of multisectoral experience and has driven strategic and transformational initiatives at multiple organizations across industries like Energy, Real Estate, Mineral Exploration and Information Technology. He has worked with diverse teams across India, Europe and Africa.</p> <p>He brings a large toolbox to the table and works with teams to validate, catalyze and scale new ventures by refining competitive dynamics, honing their business plans and refining go-to-market strategies. In his present role, he has worked on various functional areas like Strategy, Operations, Revenue Management and Business Development. He has successfully managed multifunctional teams reporting to him and supervised Project Management for On Time in Budget implementation. He has been part of Aurum Ventures Group since 2012. In his previous roles at Aurum, he has been the Chief Revenue Officer handling all the portfolios including commercial leasing as well as Sales and also held the position of Chief Operating Officer of Aurum's Asset Management portfolio.</p>

3. Kindly note that pursuant to Section 197 read with Schedule V of the CA 2013, the Company can pay remuneration as mentioned in Section 197 of the CA 2013 to managerial personnel with approval of the shareholders by way of special resolution.
4. Disclosure in terms of Section 197 read with Schedule V of the CA 2013 is set out below:

a. General information:

- i. Nature of Industry:** The Company is engaged in the business of leasing of real estate property and investment in its subsidiary.
- ii. Date or expected date of commencement of commercial production:** June 1, 2015
- iii. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- iv. Financial performance for last three years:**

(₹ in Lakhs)

Particulars	Financial year 2020-21	Financial year 2019-20	Financial year 2018-19
Revenue from Continuing Operations	951	1,024	974
Other Income	4,374	815	2,359
Total Income	5,325	1,839	3,333
Profit before Exceptional Items	3,290	623	1,933
Exceptional Items	3,23,682	1,869	-
Profit before Tax	3,26,972	2,492	1,933
Profit after Tax	2,53,694	2,397	1,399
Basic Earnings per Share (₹)	871.28	8.42	4.95

- v. Foreign investments or collaborations, if any:** None

b. Information about the appointee

- i. Background details, Recognition or awards, Job profile and suitability thereof:** As mentioned above.
- ii. Past remuneration:** As mentioned above.
- iii. Remuneration proposed:** As mentioned above.
- iv. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case**

NOTICE (Contd.)

of expatriates the relevant details would be with respect to the country of his origin): The proposed remuneration is comparable and competitive, considering the industry, size of the Company, the managerial position and credentials of the appointee.

- v. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:** Mr. Onkar Shetye is not related to any managerial personnel of the Company and does not have any pecuniary relationship with the Company other than remuneration paid by the Company to him as mentioned herein.

c. Other Information

- i. Reasons of loss or inadequate profits:** During the financial year 2020-21, the Company after considering the recommendations of the audit committee, approved the sale of the Company's entire stake/ investment in the US Subsidiary pursuant to the Merger between the Majesco (US Subsidiary) and Magic Merger Sub, Inc., a Delaware corporation ("Merger Sub") and a wholly owned subsidiary of Magic Intermediate, LLC, a Delaware limited liability company ("Parent"), subject to the approval of the shareholders of the Company and other regulatory and statutory approvals in India and US, as may be required. The Company received its shareholder approval through the postal ballot results which was declared on September 10, 2020. Consequently, the merger process between Majesco (US Subsidiary) and Magic Merger Sub, Inc., was consummated on September 21, 2020 on receipt of the necessary regulatory and statutory approvals and completion of closure conditions.

The outbreak of COVID-19 pandemic is expected to adversely affect profitability of the Company for financial year 2020-21, due to the reduction in rental income.

- ii. Steps taken or proposed to be taken for improvement:** The Company is constructing a new commercial building at Mahape, Navi Mumbai. On completion of the construction, the office premises therein shall be given on lease and the Company is expected to generate rental income from the new building which will accelerate the profitability in the future.
- iii. Expected increase in productivity and profits in measurable terms:** Above mentioned steps are expected to increase revenue and profits in coming years.

d. Disclosure

- i. Elements of Remuneration package:** As mentioned above.
- ii. Details of fixed components and performance linked incentive along with performance criteria:** As mentioned above.
- iii. Service Contract, Notice period, Severance fees etc.:** As mentioned above.
- iv. Stock option details:** As mentioned above.
5. The copy of the employment agreement setting out the terms of appointment including payment of remuneration, proposed to be entered with Mr. Onkar Shetye will be available for inspection.
6. None of the Directors except Mr. Onkar Shetye and his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.
7. The Board recommends the Ordinary Resolution set out at item no. 2 of the Notice for approval by the members.

Item No. 3

Pursuant to Regulation 22(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, the Acquirer can acquire control of the Target Company by appointing majority of the Directors on the Board of Target Company, after the expiry of 21 working days from the date of detailed public statement, provided the Acquirer has deposited 100% of the open offer consideration in cash in escrow account, Aurum Platz IT Private Limited ("the Acquirer") has made detailed public statement on March 25, 2021 followed by draft letter of offer filed with the SEBI on April 6, 2021 and has also deposited ₹ 57,31,66,440/- (being the cash equivalent to 100% of the Offer Consideration) on March 22, 2021 in the escrow account opened with ICICI Bank Limited and has complied with aforesaid legal requirements, accordingly, the Acquirer has given notice (vide email dated April 26, 2021) to the Company for appointment of one Executive Director and one Non-Executive Director on the Board of the Company and based on recommendations of the Nomination and Remuneration Committee the Board of Directors of the Company has appointed Mr. Srirang Athalye (DIN: 02546964) as an Additional Non-Executive Director of the Company w.e.f. May 04, 2021 in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act") and relevant provisions of Articles of Association.

The appointment of Mr. Srirang Athalye as a Non-Executive Director, shall be effective upon approval by the members of this AGM.

Details of Mr. Srirang Athalye are provided in Annexure I to the Notice pursuant to provisions of the SEBI (Listing Obligations and

NOTICE (Contd.)

Disclosure Requirements Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Srirang Athalye setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors except Mr. Srirang Athalye, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at item no. 3 of the Notice.

This statement may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolution set out at item no. 3 of the Notice for approval by the members.

Item No. 4

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Ramashrya Yadav (DIN: 00145051) as an Additional Non-Executive Director of the Company w.e.f. July 23, 2021 in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act") and relevant provisions of Articles of Association.

The appointment of Mr. Ramashrya Yadav as a Non-Executive Director, shall be effective upon approval by the members of this AGM.

Details of Mr. Ramashrya Yadav are provided in Annexure I to the Notice pursuant to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of draft letter of appointment of Mr. Ramashrya Yadav setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors except Mr. Ramashrya Yadav, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at item no. 6 of the Notice except to the extent of their shareholding in the Company.

This statement may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolution set out at item no. 4 of the Notice for approval by the members.

Item No. 5

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors has appointed Mr. Ajit Joshi (DIN: 08108620) (IICA Registration No.: IDDB-DI-202106-036927) as an Additional Director in the category of Independent Director for

tenure of five years with effect from July 23, 2021, subject to the approval of members of the Company.

Mr. Ajit Joshi has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulations 16(1) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Ajit Joshi fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder for appointment as an Independent Director.

Mr. Ajit Joshi possesses appropriate skills, experience and knowledge and is independent of the management of the Company.

The copy of draft letter of appointment of Mr. Ajit Joshi setting out the terms and conditions of appointment is available for inspection by the members.

Details pursuant to Secretarial Standard-2 and Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure I which forms part of the Notice.

None of the Directors except Mr. Ajit Joshi and his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

This statement may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolution set out at item no. 5 of the Notice for approval by the members.

Item No. 6

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors has appointed Dr. (Mrs.) Padma Deosthali (DIN: 0009250994) (IICA Registration No.: IDDB-NR-202107-037620) as an Additional Director in the category of Independent Director for tenure of five years with effect from July 23, 2021, subject to the approval of members of the Company.

Dr. (Mrs.) Padma Deosthali has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulations 16(1) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Dr. (Mrs.) Padma Deosthali fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder for appointment as an Independent Director.

Dr. (Mrs.) Padma Deosthali possesses appropriate skills, experience and knowledge and is independent of the management of the Company.

The copy of draft letter of appointment of Dr. (Mrs.) Padma Deosthali setting out the terms and conditions of appointment is available for inspection by the members.

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Details pursuant to Secretarial Standard-2 and Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure I which forms part of the Notice.

None of the Directors except Dr. (Mrs.) Padma Deosthali and his relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

This statement may also be regarded as an appropriate disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Ordinary Resolution set out at item no. 6 of the Notice for approval by the members.

Item No. 7

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him / her by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the AGM.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

The Board recommends the Special Resolution set out at item no. 7 of the Notice for approval by the members.

Item No. 8

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. With objectives of creating a variable pay structure for the employees, incentivize them in line with Company's performance, and to retain and motivate senior and critical human resources and to promote loyalty to the Company, your Company intends to implement an employee stock option plan namely 'Majesco Employee Stock Option Plan 2021' ("ESOP 2021" / "Plan") seeking to cover eligible employees of the Company, and its holding and subsidiary company(ies). Accordingly, the Nomination and Remuneration, Committee of the Directors ("Committee") and the Board of Directors of the Company on July 23, 2021 approved the introduction and implementation of ESOP 2021, subject to Member's approval. In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of options thereunder to the eligible employees of the Company, its holding and subsidiary

company(ies), as decided from time to time as per provisions of the Plan read with provisions of SEBI SBEB Regulations. The main features of the ESOP 2021 are as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the ESOP 2021 contemplates grant of options to the eligible employees of the Company, its holding and subsidiary company(ies). After vesting of options, the eligible employees earn a right, but not an obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The Committee shall act as committee for the administration of ESOP 2021. All questions of interpretation of the ESOP 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2021.

B. Total number of options to be granted:

The total number of options to be granted under the ESOP 2021 shall not exceed 77,00,000 (Seventy-Seven Lakh). Each option when exercised would be converted in to one equity share of ₹ 5 (Rupees Five) each fully paid-up. Further, SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the ESOP 2021 remain the same after any such corporate action.

Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 77,00,000 (Seventy-Seven Lakh), shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the ESOP 2021:

All permanent employees and Directors (hereinafter referred to as "Employees") of the Company shall be eligible subject to determination or selection by the Committee. Following classes of employees/Directors are eligible being:

- i. a permanent employee of the Company who has been working in India;
- ii. a Director of the Company, whether a whole-time Director or not, but excluding an Independent Director;
- iii. an employee, as defined in sub-clauses (i) or (ii) in this para, of a holding and subsidiary company, whether present or future, of the Company, if any. but does not include —

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- a. an employee who is a Promoter or belongs to the Promoter Group; and
 - b. a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.
- D. Requirements of Vesting and period of Vesting:
Options granted under ESOP 2021 shall vest at the end of 1 (one) year from the date of Grant. Options shall vest essentially based on continuation of employment/service as per requirement of SEBI SBEB Regulations.
- E. Maximum period within which the options shall be vested:
All the options granted on any date shall vest not later than maximum period of 1 (one) year from the date of Grant as stated above.
- F. Exercise price or pricing formula:
The Exercise Price shall be determined by the Committee at its sole discretion, which shall not be less than 10% discount to the Market Price w.r.t. the date of Grant of such Option.
- G. Exercise period and the process of exercise:
The exercise period would commence from the date of vesting and will expire on completion 2 (two) years from the date of respective vesting or such other shorter period as may be decided by the Committee from time to time. The vested option shall be exercisable by a written application to the Company expressing a desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes. The options shall lapse if not exercised within the specified exercise period.
- H. Appraisal process for determining the eligibility of employees under the ESOP 2021:
The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company / subsidiary company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.
- I. Maximum number of options to be issued per employee and in aggregate:
The maximum number of options that may be granted per employee and in aggregate shall be decided by the Committee depending upon the designation and the appraisal / assessment process. However, the grant of options to identified Employees, shall not, at any time exceed the total option pool size approved by the Members for ESOP 2021.
- J. Maximum quantum of benefits to be provided per employee under the ESOP 2021:
Apart from grant of options as stated above, no monetary benefits are contemplated under the ESOP 2021.
- K. Route of ESOP 2021 implementation:
The ESOP 2021 shall be implemented and administered directly by the Company and not through the Trust route.
- L. Source of acquisition of shares under ESOP 2021:
The ESOP 2021 contemplates issue of fresh shares by the Company.
- M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:
This is currently not contemplated under the ESOP 2021.
- N. Maximum percentage of secondary acquisition:
This is not relevant under the present ESOP 2021.
- O. Accounting and Disclosure Policies:
The Company shall follow the Accounting Standard IND AS 102 on Share based Payments and/or any relevant Accounting Standards as may be prescribed by the competent authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.
- P. Method of option valuation:
The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.
- Q. Declaration:
In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.
Consent of the members is being sought by way of special resolutions pursuant to Section 62(1)(b) and all other applicable

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provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the ESOP 2021 is available for inspection at the Company's registered office during official hours on all working days till the date of the 8th AGM, and the same shall also be uploaded on the Company's website for perusal by the Members.

None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolutions set out at Item no. 8, except to the extent they may be lawfully granted options under the ESOP 2021.

The Board recommends the Special Resolution set out at item no. 8 of the Notice for approval by the members.

Item No. 9

The Company, with a view to capitalize on available growth opportunities and to enter into new vertical of the business by bringing technology in the real estate sector. The proceeds from the Issue will be utilized for augmenting long term financial sources for the Company, making investments in companies including in subsidiaries and entering new business in line with the strategy and main objects of the Company and as approved by the Board of directors of the Company.

In line with the above, the Company proposes to raise funds by way of issue of securities including but not limited to Equity Shares and/or any other securities convertible into or exchangeable with Equity Shares and / or Non-Convertible Debentures with or without warrants through Rights Issue / Further Public Offer / Qualified Institutions Placement (QIP) / Preferential Issue or through any other permissible mode or a combination thereof, as may be permitted under applicable laws and approval of the members of the Company, if required and other appropriate approvals for a limit not exceeding to ₹ 600 Crore (Rupees Six Hundred Crores Only) to eligible investors including eligible qualified institutional buyers (as defined under Regulation 2(11)(ss) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and/ or any other category of investors whether or not such investors are members of the Company, for cash, in one or more tranches by way of qualified institutions placement ("QIP") or a preferential issue or through any other permissible mode or any combination thereof or any of the above, subject to applicable laws, in terms of (a) the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014), each including any amendment(s), statutory modification(s), or re-

enactment(s) thereof ("Companies Act"); and (c) other applicable law (the "Issue"). Accordingly, the Board, at its meeting held on July 23, 2021, subject to the approval of the members of the Company, approved the issuance of Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or a duly authorized committee of the Board, taking into consideration market conditions and other relevant factors and wherever necessary, in consultation with the book running lead manager and/or other advisor(s) appointed in relation to the Issue, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The Securities allotted will be listed and traded on stock exchange(s) where Equity Shares are currently listed, subject to obtaining necessary approvals. The offer, issue, allotment of the Securities shall be subject to obtaining of regulatory approvals, if any by the Company. Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Securities is required to obtain prior approval of the shareholders by way of a special resolution. In terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorized by a special resolution passed by its members. Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable law. The Securities offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares and/ or other securities convertible into or exchangeable into Equity Shares (including warrants or otherwise) that may be created, offered, issued and allotted by the Company shall rank, in all respects, paripassu with the existing Equity Shares of the Company.

None of the Directors/key managerial person are interested financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at item no. 9 of the Notice for approval by the members.

Item No. 10

The Company has been making investments, giving loans and guarantees and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of members by way of special resolution passed at the AGM in case the amount of loan and guarantees to be given

NOTICE (Contd.)

and securities in connection with loans to various persons and bodies corporate or investment proposed to be made along with the investment so far made, exceeds sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account, whichever is higher.

Accordingly, the Board of Directors of the Company proposes to obtain approval of members by way of special resolution as contained in the notice of the AGM as the amount exceeds the limit specified in 186(3) of Companies Act, 2013. The Board of Directors accordingly recommends the Resolutions at Item No. 10 of the accompanying Notice for the approval of the Members of the Company as Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

The Board recommends the Special Resolution set out at item no. 10 of the Notice for approval by the members.

Item No. 11

Pursuant to clause 8.3 of the Share Purchase Agreement dated March 21, 2021 entered between the erstwhile Promoters and Aurum Platz IT Private Limited, the Acquirer pursuant to Open Offer, the Company need to change the name of the Company which does not include the word "Majesco" or any other word which is of the opinion of the Promoter and Promoters group is capable of being confused with "Majesco".

In view of above, the Board of Directors of the Company had, at its meeting held on July 23, 2021, resolved that, the name of the Company be changed from "MAJESCO LIMITED" to "AURUM PROPTech LIMITED", which was subsequently approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs vide letter dated August 9, 2021 and accordingly Clause I (Name Clause) in the Memorandum of Association of the Company is to be altered by substituting the same with New Clause I i.e.

Clause I – The name of the Company is AURUM PROPTech LIMITED.

A certificate from a practicing-chartered accountant stating that Compliance with conditions provided in Regulation 45 (1) of SEBI Listing Regulations pursuant to Change in Name of the Company is duly complied with. The certificate is given in Annexure II, form part of this Notice.

None of the Directors are in any way concerned/interested in the proposed Resolution.

The Board recommends the Special Resolution set out at item no. 11 of the Notice for approval by the members.

Item No. 12

Pursuant to Memorandum of Association of the Company ("MOA"), Main Objects of the Company is essentially to carry on the business of real estate services by bringing technology in the sector, building and servicing a proptech ecosystem by purchasing, developing, selling, or otherwise dealing in softwares and technology model related to property management platform, customer digital experience, enterprise digital transformation, by using tech enabled innovations like internet of things, artificial intelligence, chatbots, machine learning, cloud support, blockchain, augmented and virtual reality, UI/UX design, data analytics, predictive analytics, robotic process automation, business intelligence, data science management, digital wallets, smart building technologies, fractional ownership, providing proptech solutions, dealing with intellectual property rights and all other proptech and real estate related activities.

Considering above, it is proposed to amend the Objects Clause of MOA, to include the relevant incidental/ ancillary activities under Main Objects.

Pursuant to Section 13 of the Companies Act, 2013, approval of the Members of the Company by way of Special Resolution is required for alteration of Objects clause of MOA.

Copy of the MOA containing proposed amended clauses will be available on the website of the Company i.e. www.majescoltd.in and will be available for inspection by members at the registered office of the Company between 10:00 a.m. to 12:00 Noon on all working days from the date of dispatch of this Notice up to the date of the ensuing AGM of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, interested or concerned in this resolution.

The Board recommends the Special Resolution set out at item no. 12 of the Notice for approval by the members.

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

Onkar Shetye
Executive Director
DIN: 06372831

Place: Navi Mumbai
Date: July 23, 2021

ANNEXURE I
Information about the Directors seeking appointment, as required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

Particulars	Mr. Srirang Athalye	Mr. Ramashrya Yadav	Mr. Ajit Joshi	Dr. (Mrs.) Padma Deosthali
DIN	02546964	00145051	08108620	0009250994
Category	Non-Executive Director	Non-Executive Director	Independent Director	Independent Director
Date of Birth	February 05, 1966	August 20, 1974	August 21, 1962	November 27, 1972
Qualification	Master's in Management Studies specializing in Finance from University of Mumbai	Alumnus of Harvard Business School	Master of Business Administration (Finance)	PhD from the Tata Institute of Social Science (2017)
Experience	32 years	20 years	34 years	20 years
Date of first appointment on the Board	May 04, 2021	July 23, 2021	July 23, 2021	July 23, 2021
Shareholding in the Company (as on March 31, 2021)	None			
Relationship with other Directors of the Company	None			
Number of Board Meetings attended during FY 20-21	Not Applicable			
Directorships*	1. Aurum Renewable Energy Private Limited 2. Aurum Platz Private Limited 3. Loma Co-Developers 1 Private Limited 4. Aurum Platz IT Private Limited 5. Loma Co-Developers 2 Private Limited 6. Big Trading and Investments Private Limited 7. lol Telecom Private Limited 8. TelemineX (India) Private Limited 9. Aurum Parks Private Limited 10. Aurum Vriddhi Finance Private Limited 11. Marine Drive Developers Private Limited 12. Aurum Mining Private Limited 13. Orize Property Management Private Limited	1. Integrow Asset Management Private Limited 2. Eleven Point Two Capital Advisory Services Private Limited	None	None

ANNEXURE I (Contd.)

Particulars	Mr. Srirang Athalye	Mr. Ramashrya Yadav	Mr. Ajit Joshi	Dr. (Mrs.) Padma Deosthali
Membership / Chairmanship of Committees **	1. Majesco Limited a. Corporate Social Responsibility Committee - Chairman b. Audit Committee — Member c. Nomination and Remuneration Committee — Member	1. Majesco Limited a. Investors' Grievances and Stakeholders' Relationship Committee — Chairman	1. Majesco Limited a. Nomination and Remuneration Committee — Chairman b. Audit Committee — Member c. Investors' Grievances and Stakeholders' Relationship Committee — Member	None
Terms and conditions of appointment	Non-Executive Director liable to retire by rotation	Non-Executive Director liable to retire by rotation	Independent Director, not liable to retire by rotation for a tenure of five years from July 23, 2021 to July 22, 2026.	Independent Director, not liable to retire by rotation for a tenure of five years from July 23, 2021 to July 22, 2026.
Remuneration Details	Sitting Fees for attending Board and Committee Meetings			
Nature of expertise in specific functional areas	Entrepreneurial, Industry & Consulting Corporates, Start-ups and M&A activities	Construction, Real Estate, Banking & Investment.	Finance, Technology, Renewable Energy, Agriculture, E-commerce and Media	Research, Training and policy advocacy in the areas of gender based violence, gender in medical education, health policy research, regulation of the private health sector and women and work with a focus on health and human rights
Brief Profile	Brief Profile is given elsewhere in the Annual Report.			

* Includes Companies under the Companies Act, 2013.

**Includes Chairmanship / Membership in Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Risk Management Committee.

Date: 09/08/2021

To,
The Board of Directors,
Majesco Limited
MNDC, MBPP-136, Mahape,
Navi Mumbai 400710

CERTIFICATE

We, M/s Desai Associates, Chartered Accountants, have examined the relevant records of the Company and information provided by the management of the Company in relation to issue of certificate for compliance with Regulation 45 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulation") in connection with the proposed name change of the Company from "Majesco Limited" to "Aurum PropTech Limited".

Based on our examination and according to explanation given to us, pursuant to the requirement of the provision of Regulation 45 of SEBI Listing Regulation, we do hereby confirm that:

- a. time period of at least one year has elapsed from the last name change, which occurred in the year 2015:
 - **The Company has not changed its name since at least one year.**
- b. at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name;
 - **Not Applicable, since at least fifty percent of the total revenue in the preceding one year period has not been accounted by the new activity as there is no change in the activity of the company in the preceding one year.**
- c. the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity.
 - **Not Applicable since the new activity is not commenced.**

Note: The change of name of the Company is pursuant to Clause 8.3 of Share Purchase Agreement dated March 21, 2021 and in accordance with the Clause 3.1.5 (iii) of Letter of Offer dated May 6, 2021 filed with SEBI.

This certificate is issued at the request of the Company pursuant to requirement of Regulation 45 of SEBI Listing Regulation for onward submission to Stock Exchanges, where the equity shares of the Company are listed.

For Desai Associates,

Chartered Accountants,
FRN: 102286W

Shree Gopal Didwaniya

Partner
M. No. 139202
Place: Mumbai
UDIN: 21139202AAAAFX3537
Certificate No. K-183

