

**CS. SAVITA JYOTI**, B.Com., F.C.S.

**SCRUTINISER'S REPORT**

**The Chairman**

Majesco Limited  
MBP-P-136, MNDC, Mahape,  
Navi Mumbai,  
Maharashtra, 400710

**Scrutinizers report on postal ballot voting including voting by electronic means in respect of passing resolution contained in the Notice dated May 28, 2016 through postal ballot.**

Dear Sir,

In terms of section 110 of the Companies Act 2013 read with Companies (Management and Administration rules) 2014, the Company vide a board resolution passed in board meeting dated [•] has appointed me as a Scrutinizer for conducting the postal ballot voting process including electronic means in respect of the passing of the resolution contained in the Notice dated May 28, 2016 through postal ballot.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder and (ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreements entered into by the Company with the stock exchanges, relating to postal ballot voting including voting by electronic means. Our responsibility as a Scrutinizer is restricted to making a Scrutinizers report of the votes cast by the members for the resolution contained in the Notice dated May 28, 2016, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the authorised agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of postal ballot received till the time fixed for closing of the voting process i.e. till 4.00 p.m. IST on Saturday, July 2, 2016.

We hereby submit our report as under:

1. The Company has completed the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of members / list of beneficial owners, received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited as on May 27, 2016.
2. As per the requirements of Companies Act, 2013 the particulars of all postal ballot forms received from the Members in physical form and electronic voting report generated by Karvy have been entered in a register separately maintained for the purpose.

*A.J.*

3. The votes, if any, cast by a Member(s) both in physical and electronically having been identified and in terms of the said Notice, votes cast electronically were considered valid. The signature verification process was conducted by Registrar and Transfer Agent of the Company.
4. All postal ballot forms including electronic votes received up to the close of working hours on Saturday, July 2, 2016 till 4.00 p.m. IST, the last date and time fixed by the Company for receipt of the forms/electronic votes, were considered for the purpose of scrutiny.
5. I did not find any defective ballot forms.
6. Envelopes containing postal ballot forms received after 4.00 p.m. IST on Saturday, July 2, 2016 have not been considered for the purpose of scrutiny.
7. The votes were unblocked on Saturday July 2, 2016 after 4.00 p.m. IST in the presence of two witnesses who are not in employment of the Company.
8. Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.

The details of voting are as under:

**Item No.1: Special Resolution for issuance of equity shares for an amount not exceeding Rs.250 Crores through QIP**

Promoter/Publisher	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of votes Against (5)	% of votes in favour on votes Polled (6) = $[4/2]*100$	% of votes against on votes Polled (7) = $[5/2]*100$
Promoter and Promoter Group	E-voting	11506660	3138608	27.2764	3138608	0	100	0
	Poll		0	0		0	0	0
	Postal Ballot		5693852	49.4831	5693852	0	100	0
	Total	11506660	8832460	76.7595	8832460	0	100	0
Public Institutional Holders	E-voting	3634245	2240003	61.6360	2240003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3634245	2240003	61.6360	2240003	0	100	0
Public Non-institutions	E-voting	8004051	52083	0.6507	52031	52	99.9001	0.0998
	Poll		0	0	0	0	0	0
	Postal Ballot		2398	0.0300	2398	0	100	0
	Total	8004051	54481	0.6807	54429	52	99.9045	0.0954
<b>Total</b>		<b>23144956</b>	<b>11126944</b>	<b>48.0750</b>	<b>11126892</b>	<b>52</b>	<b>99.9995</b>	<b>0.0005</b>

X.J



**Item No.2: Special Resolution for increasing the FII/FPI/NRI shareholding limit in the paid up share capital of the Company**

Promoter/Public	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3) = $[2/1]*100$	No. of Votes in favour (4)	No. of votes Against (5)	% of votes in favour on votes Polled (6) = $[4/2]*100$	% of votes against on votes Polled (7) = $[5/2]*100$
Promoter and Promoter Group	E-voting	11506660	3138608	27.2764	3138608	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		5693852	49.4831	5693852	0	100	0
	Total	11506660	8832460	76.7595	8832460	0	100	0
Public Institutional Holders	E-voting	3634245	2240003	61.6360	2240003	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	3634245	2240003	61.6360	2240003	0	100	0
Public Non-Institutions	E-voting	8004051	52083	0.6507	52021	62	99.8809	0.1190
	Poll		0	0	0	0	0	0
	Postal Ballot		2398	0.0300	2398	0	0	0
	Total	8004051	54481	0.6807	54419	62	99.8861	0.1138
<b>Total</b>		<b>23144956</b>	<b>11126944</b>	<b>48.0750</b>	<b>11126882</b>	<b>62</b>	<b>99.9994</b>	<b>0.0006</b>

The resolution has been passed by the requisite majority since more than three –fourth of the votes are being cast in favour of the resolution.

In terms of the requirement of the Companies Act, 2013 the postal ballot forms and the related papers/registers and records being handed over for safe custody to the Company Secretary, Mr Nishant S. Shirkhe after signing of the Minutes of the postal ballot process.

You may accordingly declare the results of voting by postal ballot and e-voting.

Thanking you,

Yours faithfully,  
for **SAVITA JYOTI ASSOCIATES**  
Company Secretaries

*Savita Jyoti*

**SAVITA JYOTI, FCS 3738**  
Practicing Company Secretary  
Certificate of Practice No.1796

C.S. SAVITA JYOTI  
FCS: 3738, CP. No.1796  
Scrutinizer

Date: July 4, 2016