

NOTICE

MAJESCO LIMITED

Registered Office: MNDC, MBP-P-136, Mahape,
Navi Mumbai – 400 710

Corporate Identification Number (CIN): L72300MH2013PLC244874

Website: www.majesco.com

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

NOTICE is hereby given that 6th Annual General Meeting (“AGM”) of the members of **Majesco Limited** is scheduled to be held on Tuesday, August 6, 2019 at 11:00 A. M. (IST) at Hotel “Country Inn and Suites By Radisson”, Plot No. X-4/5-B, TTC Industrial Area, MIDC, Mahape, Shilphata Road, Navi Mumbai – 400 701, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the financial year 2018-19 together with Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend of ₹ 1.50/- per equity share for the financial year 2018-19.
3. To appoint a Director in place of Mr. Radhakrishnan Sundar (DIN: 00533952), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4. To appoint M/s. MSKA & Associates, Chartered Accountants, as Statutory Auditors and in this regard to consider and, if thought fit, to pass following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139(8), 141 and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactments thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No: 105047W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Varma & Varma, Chartered Accountants (ICAI Firm Registration Number: 004532S), to hold the office from July 4, 2019, until the conclusion of this 6th Annual General Meeting of the Company.

RESOLVED FURTHER THAT pursuant to the provision of Sections 139(1), 141 and other applicable provisions if any, of the Companies Act, 2013 [including any statutory modification(s) or re-enactments thereof for the time being in force] read with the Companies (Audit and Auditors) Rules, 2014, M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No: 105047W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five consecutive years from the conclusion of this 6th Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company, for conducting Statutory Audit and quarterly limited review from the financial year 2019-20 till (and including) the financial year 2023-24, at a remuneration of ₹ 12,85,000/- towards statutory audit and

₹ 4,50,000/- towards quarterly limited review for financial year 2019-20 aggregating to ₹ 17,35,000/- plus applicable taxes along with out-of-pocket expenses and for such remuneration and expenses thereafter as may be mutually agreed between the Company and the said Statutory Auditors.”

SPECIAL BUSINESS

5. Appointment of Mr. Jyotin Mehta 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 provisions of Sections 149, 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Jyotin Mehta (DIN: 00033518), who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors of the Company with effect from November 5, 2018 and who holds the said office up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from November 5, 2018 to November 4, 2023.”

6. Appointment of Mr. Ashank Desai as a 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 provisions of Sections 149, 152, 160, 161 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 Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashank Desai (DIN: 00017767), who was appointed as an Additional Non-Executive Director of the Company by the Board of Directors of the Company with effect from May 31, 2019 and who holds the said office up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose him as a candidate for the office of the Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

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

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 are:

1. *To carry on the business of manufacturers, distributors, importers, exporters, assemblers, installations, maintainers, repairers of and dealer in computers and computers peripherals and storage media being tape, drives, printers, video terminals, consoles, floppy disk drives hard disk drives, on line data entry systems, modems, acoustic, couplers, computer and tele-communication data network equipment and punches, voice recognition/ input/ output peripherals, microprocessors chips, mother board, circuit cards and printed circuit boards, floppy diskettes, hard disks, magnetic tapes, cards, continuous stationery paper, tape, cathode ray tubes, computers and peripherals cabinets and any other computer memory or peripherals equipment or storage media currently in use or to be invented/ developed/ utilized at any time in the future and also to purchase, develop, sell, export or otherwise deal in goods, products, articles or things and computer software and hardware including electronic equipments, programmes, systems, data and other facilities relating to computer operations and data processing equipment and business of Information Technology enabled services and all other related activities.*
2. *To undertake and carry on the business of leasing 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, building and other property 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.*
3. *To invest moneys of the Company (including the moneys not immediately required) in subsidiaries 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.

(B) Matters which are necessary for furtherance of objects specified in Clause (III) (A) are:

1. *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.*
2. *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.*
3. *To receive money, securities and valuable of all kinds on as may be expedient.*
4. *To give any guarantee or indemnity for the payment of money or the performance of any obligations undertakings.*
5. *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.*
6. *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.*
7. *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.*
8. *To purchase, take on lease or in exchange, hire or otherwise howsoever acquire may 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.*
9. *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.*

10. 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.
11. 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.
12. To open current or other accounts with any banks, pay money into and draw money from such accounts.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. 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 contribute or otherwise assist to charitable, benevolent, national and or to other institutions or objects.
20. 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.
21. 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.
22. 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.
23. 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.
24. 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.
25. 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.
26. 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.
27. 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.
28. 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.
29. 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.

30. 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.
31. 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.
32. 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.
33. 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.
34. 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.
35. 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 of Directors
For **Majesco Limited**

Place: Navi Mumbai
Date: July 3, 2019

Varika Rastogi
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT (48) HOURS BEFORE THE AGM. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ LETTER OF AUTHORITY, AS APPLICABLE.

2. Institutional/ Corporate members are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
3. 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.
4. In pursuance of Regulation 36 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/ re-appointment at the AGM, form part of this Notice.
5. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, August 1, 2019 to Tuesday, August 6, 2019 (both days inclusive), for the purpose of payment of final dividend for the financial year 2018-19 and AGM.
6. The dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid within thirty days to those members whose name appear on the Company's Register of Members as at the end of July 31, 2019 and in respect of shares held in dematerialized form, to the beneficial owners of the shares as at the end of July 31, 2019.
7. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the

Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Share Transfer Agent.

8. Members are requested to immediately notify any change in their address and e-mail IDs to the Registrar & Share Transfer Agent of the Company at the following address:

Karvy Fintech Private Limited
(Unit: Majesco Limited)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032
Telephone: +91 40 6716 2222
Fax: +91 40 2342 0814
E-mail: einward.ris@karvy.com

9. Members/ Proxies/ Authorized Representatives are requested to bring duly filled Attendance Slip along with their copy of the Annual Report, for attending the AGM. Please note that copies of the Annual Report or Attendance Slips shall not be distributed at the AGM.
10. Notice of sixth AGM and Annual Report for 2018-19 will be made available on the Company's website <https://ir.majesco.com/financial-information/annual-reports/>.
11. The route map showing directions to reach the venue of the AGM is attached with this Notice.
12. The members may kindly note that no gifts or gift coupons or cash in lieu of gifts will be distributed at or in connection with the AGM.

13. Voting through Electronic Means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS-2) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited ('NSDL').

Mr. Abhishek Bhate, Company Secretary in Practice (ICSI Membership No. ACS 27747) (Certificate of Practice No. 10230), has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the venue of AGM in a fair and transparent manner.

Facility of voting through Ballot Paper shall be made available at the AGM. Members attending the AGM, who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.

Members who have cast their vote by remote e-voting prior to the AGM shall not be entitled to cast their vote again at the AGM.

The remote e-voting period begins on Friday, August 2, 2019 at 9.00 a.m. (IST) and ends on Monday, August 5, 2019 at 5.00 p.m. (IST). The remote e-voting module shall be disabled for voting thereafter. The members of the Company, holding shares in physical form or in dematerialized form, as on the cut-off date being Wednesday, July 31, 2019 may cast their vote through remote e-voting or voting at the AGM.

A person who acquires shares of the Company and becomes member of the Company after dispatch of AGM Notice and holding shares as of the cut-off date i.e. Wednesday, July 31, 2019 may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

14. INSTRUCTIONS FOR E-VOTING

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system

Details on Step 1 is mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

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. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - i. 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'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- I. 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 to abhishekbhate@gmail.com with a copy marked to evoting@nsdl.co.in.
 - II. 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.nsd.com to reset the password.
 - III. 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.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
15. The voting rights of members shall be in proportion to the shares held by the members as on the cut-off date being Wednesday, July 31, 2019.
 16. 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.majesco.com and on the website of NSDL <https://www.evoting.nsd.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.
 17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

18. All documents as mentioned in the resolutions and/ or explanatory statement are available for inspection by the members at the registered office of the Company from 10.00 a.m. to 12.00 noon on all working day up to the date of AGM and will also be made available at the venue of the AGM.
19. Certificate issued by Statutory Auditors of the Company, as required under the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended, is available for inspection by the members at the venue of the AGM and also at the registered office of the Company from 10.00 a.m. to 12.00 noon on all working days up to the date of AGM.
20. The Securities and Exchange Board of India 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.
- 21. Information about the Directors seeking appointment/re-appointment, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

Name of the Director	Mr. Radhakrishnan Sundar	Mr. Jyotin Mehta	Mr. Ashank Desai
Director Identification Number (DIN)	00533952	00033518	00017767
Date of Birth	July 1, 1956	February 16, 1958	May 16, 1951
Category of Director	Executive Director	Independent Director	Non-Executive Director
Date of Appointment on Board	June 1, 2015	November 5, 2018	May 31, 2019
Brief Resume including Qualification	<p>Mr. Radhakrishnan Sundar is the Co-founder of Mastek Limited. He worked for two years with HCL Limited, before co-founding Mastek Limited. He served as Executive Director of Mastek Limited before being appointed as Executive Director of Majesco Limited on June 1, 2015 as per the Scheme of Arrangement approved by the Hon'ble High Court of Bombay and the Hon'ble High Court of Gujarat.</p> <p>Mr. Radhakrishnan Sundar holds B.E. in Electronics after which he completed PGDM from the Indian Institute of Management, Ahmedabad.</p>	<p>Mr. Jyotin Mehta holds a Bachelor's Degree in Commerce from University of Bombay and is a fellow member of the Institute of Chartered Accountants of India (All India Rank 3), the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.</p> <p>Mr. Jyotin Mehta last served as Vice President and Chief of Internal Audit in Voltas Limited. In his career, Mr. Mehta has held senior management positions in TATA, ICICI and Shell group of Companies. Mr. Mehta is a visiting faculty at leading management schools in India, like Wellingkar Institute of Management. He is also an advisor in the domain of Governance, Risk Management and Compliance.</p>	<p>Mr. Ashank Desai, is an Information Technology (IT) Industrialist and has done B.E. from Mumbai University and in graduating year, held the second rank in the University. He holds M. Tech. Degree from the Indian Institute of Technology, Mumbai. He also holds Post Graduate Diploma in Business Management from IIM, Ahmedabad. He has worked with Godrej and Boyce before founding Mastek Limited. He is actively associated with several government bodies and trade associations.</p> <p>Mr. Desai is the Principal Founder and former Chairman of Mastek Limited and has more than four decades of rich and diverse experience in IT Industry. He also guides as a Trustee to Mastek Foundation, whose mission is to enable "Informed Giving and Responsible Receiving".</p>
Expertise in specific functional area	Mr. Sundar has extensive experience in software industry.	Mr. Mehta has a versatile experience of over 35 years in the areas of Corporate finance, Internal Audit, Corporate Governance, Risk and Controls, Company Law and Legal & Regulatory compliance and Customer Service.	Mr. Desai has wide experience in IT industry. Mr. Desai is widely recognized as an IT industry veteran and one of the most respected business personalities in India. He is one of the founder members & past Chairman of NASSCOM.

Name of the Director	Mr. Radhakrishnan Sundar	Mr. Jyotin Mehta	Mr. Ashank Desai
Other directorship held in listed companies	NIL	1. Linde India Limited 2. Monnet Ispat and Energy Limited	1. NRB Bearings Limited 2. Mastek Limited
Committee Membership in listed companies	Majesco Limited - a) Investors' Grievances and Stakeholders' Relationship Committee- Member b) Audit Committee- Member	1. Majesco Limited - Audit Committee – Chairman 2. Linde India Limited - a) Audit Committee – Chairman, b) Stakeholders' Relationship Committee – Member c) Nomination & Remuneration Committee – Member d) Risk Committee - Member 3. Monnet Ispat and Energy Limited - a) Audit Committee – Chairman b) Stakeholders' Relationship Committee – Member c) Nomination & Remuneration Committee - Member	1. NRB Bearings Limited - a) Stakeholders' Relationship Committee – Member b) Corporate Social Responsibility Committee - Member 2. Mastek Limited - a) Audit Committee – Member b) Stakeholders' Relationship Committee – Member c) Nomination & Remuneration Committee – Member d) Corporate Social Responsibility Committee – Member e) Governance Committee – Chairman
No. of shares held in the Company as on March 31, 2019	13,76,968	NIL	30,99,552
Nos. of board meetings attended during the year 2018-19	7	5	Not Applicable
Relationships between Directors inter-se	None		
Remuneration Details	Please refer Board of Directors' Report		Nil

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

Item No. 4

Management of Majesco Group has desired to work with a global accounting firm and in pursuit of this strategy, proposed to appoint BDO International as the common audit firm across Majesco group entities in all geographies. Considering this strategy, Majesco, USA, main operating subsidiary of the Company has appointed BDO USA, LLP, as its independent registered public accounting firm for the fiscal year ending March 31, 2020 replacing its existing auditors MSPC Certified Public Accountants and Advisors, P.C.

M/s. Varma & Varma, Chartered Accountants, existing Statutory Auditors, have resigned with effect from July 3, 2019, to pave the way for the Company to appoint a global accounting firm as statutory auditors.

M/s. Varma & Varma, Chartered Accountants have tendered their resignation as the Statutory Auditors of the Company post submission of the audit report on the financial statements of the Company for the financial year ended March 31, 2019 and approval of the Board of Directors' Report for financial year 2018-19, on May 15, 2019. Hence in the Board of Directors' Report dated May 15, 2019, only name of M/s. Varma & Varma, Chartered Accountants as Statutory Auditors has been mentioned.

Based on recommendations of the Audit Committee, the Board of Directors of the Company vide its circular resolution dated July 3, 2019, has appointed M/s. MSKA & Associates, Chartered Accountants (ICAI Firm registration number 105047W) (member firm of BDO International) with effect from July 4, 2019 to fill the casual vacancy caused due to resignation of M/s. Varma & Varma, Chartered Accountants.

M/s. MSKA & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Companies Act, 2013.

In pursuance to the provisions of Section 139(8) of the Companies Act, 2013, the Company needs to approve the appointment of M/s. MSKA & Associates, Chartered Accountants, in the general meeting of the Company within three months from the date of recommendation by the Board. Hence, the Company seeks the approval of the members for item no. 4 of the Notice.

In terms of requirements of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended effective April 1, 2019, details of proposed remuneration and credentials of the Statutory Auditors are provided below:

- a) It is proposed to pay remuneration of ₹ 12,85,000/- towards statutory audit and ₹ 4,50,000/- towards quarterly limited review for financial year 2019-20 aggregating to ₹ 17,35,000/- plus applicable taxes along with out-of-pocket expenses and such remuneration and expenses thereafter as may be mutually agreed between the Company and the said Statutory Auditors. There is no material change in the fees payable to M/s. MSKA & Associates, Chartered

Accountants from the fees paid to outgoing Auditors M/s. Varma & Varma, Chartered Accountants.

- b) M/s. MSKA & Associates (member firm of BDO International) is a Chartered Accountancy Firm registered with Institute of Chartered Accountants of India with Firm Registration Number 105047W. The firm has presence in 9 cities in India viz Ahmedabad, Bengaluru, Chennai, Kolkata, Hyderabad, Mumbai, New Delhi – Gurgaon, Goa and Pune. The Firm provides range of services which include Audit & Assurance, Taxation, Accounting and Risk Advisory. The Firm's Audit & Assurance practice has significant experience in auditing listed and large multinational Companies.

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

Your Board of Directors recommend to pass the resolution for appointment of Statutory Auditors, as an Ordinary Resolution as set out at item no. 4 of the Notice.

Item No. 5

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on November 5, 2018 has appointed Mr. Jyotin Mehta (DIN: 00033518) as an Additional Director designated as Independent Director of the Company to hold office for a period of continuous five years from November 5, 2018 to November 4, 2023, in accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act").

The appointment of Mr. Jyotin Mehta as an Independent Director, shall be effective upon approval by the members at this AGM.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Jyotin Mehta for the office of Director of the Company. Mr. Jyotin Mehta qualifies for being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Jyotin Mehta that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, Mr. Jyotin Mehta fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Mr. Jyotin Mehta is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Jyotin Mehta are provided in note number 21 to the Notice pursuant to provisions of the SEBI Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copy of letter of appointment of Mr. Jyotin Mehta 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. Jyotin Mehta, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out in item no. 5 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 Regulations.

Your Board of Directors recommend to pass the resolution for appointment of Mr. Jyotin Mehta as an Independent Director, as an Ordinary Resolution as set out at item no. 5 of the Notice.

Item No. 6

Based on recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Ashank Desai (DIN: 00017767) as an Additional Non-Executive Director of the Company w.e.f. May 31, 2019 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. Ashank Desai as a Non-Executive Director, shall be effective upon approval by the members of this AGM.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ashank Desai for the office of Director of the Company.

Details of Mr. Ashank Desai are provided in note number 21 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 letter of appointment of Mr. Ashank Desai 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. Ashank Desai, 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.

Your Board of Directors recommend to pass the resolution for appointment of Mr. Ashank Desai as a Non-Executive Director, as an Ordinary Resolution as set out at item no. 6 of the Notice.

Item No. 7

Pursuant to Memorandum of Association of the Company ("MOA"), Main Objects of the Company is essentially to carry on the business of computers and computer peripherals, storage media, computer software and hardware, to provide facilities relating to computer operations and data processing equipment and in general to undertake the business of IT consulting and software ("IT Business").

In addition to IT Business, the Company also derives income from leasing of immovable property and income from mutual funds & fixed deposits, which is permitted as an object that is incidental or ancillary to the Main Objects of the Company.

Considering above, it is proposed to amend the Objects Clause of MOA, to include the relevant incidental/ ancillary activities viz. leasing of immovable property and income from mutual funds/ fixed deposits, 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. <https://ir.majesco.com/> 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 Annual General Meeting of the Company.

The Board recommends the resolution at item no. 7 for approval of the members as special resolution.

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

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

Place: Navi Mumbai
Date: July 3, 2019

Varika Rastogi
Company Secretary