

June 3, 2016

Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai-400 001 Tel No. 22723121 Fax No.022-22723121/22723719	Listing Department The National Stock Exchange of India Limited Bandra Kurla Complex Bandra East Mumbai – 400 051 Tel No.:-26598100 Fax No. 022-26598237/26598238
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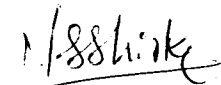
Dear Sir/Madam,

Ref:- **BSE Script Code : 539289 / NSE Symbol: MAJESCO**Sub :- **Notice of Postal ballot.**

With reference to above captioned subject, please find enclosed herewith copy of Postal Ballot notice which have sent to all the shareholders of Majesco Limited on June 2, 2016 for the resolutions appended in this notice are proposed for consideration to be passed by the members by way of postal ballot.

You are requested to kindly take the same on your record and acknowledge the receipt.

Thanking You,

For **MAJESCO LIMITED**Nishant Shirke
Company Secretary



MAJESCO

MAJESCO LIMITED

(CIN: L72300MH2013PLC244874)

Registered Office: MBP-P-136, MNDC, Mahape, Navi Mumbai, Maharashtra, 400710

Phone: + 91 22 67914545/4646 / 26583060 **Fax:** + 91 22 2778 1332

Website: www.majesco.com **Email Id:** investors.grievances@majesco.com

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (including any statutory modifications or re-enactments thereof ("the Act") and other applicable provisions, if any, that the resolutions given below are proposed to be passed by Postal Ballot:

1. Issuance of Equity Shares through Qualified Institutional Placement (QIP) for an amount not exceeding Rs. 250 Crores; and
2. To increase the foreign institutional investors ("FII")/ foreign portfolio investor ("FPI")/Non Resident Indian ("NRI") shareholding limit in the paid up share capital of the company.

The Company is, therefore, seeking your consent for the said proposals by Special Resolutions in compliance with the provisions of the Companies Act, 2013 read with rules made there under and other applicable provisions, if any, of the Companies Act, 2013 or any other statutory enactments. Explanatory Statement pursuant to applicable provisions of the Companies Act, 2013 pertaining to the said resolutions setting out the material facts and reasons thereof is annexed to the Notice. Said Resolutions and Explanatory Statement thereto along with the Postal Ballot Form is being sent herewith for your consideration.

Electronic Voting (e-voting): In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management & Administration) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time and Regulation 44 of the SEBI (LODR) Regulations, the Company is pleased to offer the option of e-voting facility to all the shareholders of the Company to enable them to cast their votes electronically. For this purpose, the Company has obtained the services of Karvy Computershare Private Limited (Karvy). E-voting is optional for shareholders. The detailed procedure for e-voting is enumerated in the Instructions to the Postal Ballot Form. The shareholders who wish to vote by Postal Ballot Form (instead of e-voting), can download Postal Ballot Form from <https://www.evoting.karvy.com>.

The Company has appointed M/s Savita Jyoti Associates, Company Secretaries for conducting the Postal Ballot in a fair and transparent manner.

You are requested to peruse the proposed Resolutions along with their Explanatory Statements and thereafter mark your assent or dissent by filling the necessary details and putting your signature at the marked place in the Postal Ballot Form and return the same **in the enclosed postage pre-paid business reply envelope, so as to reach the Scrutinizer on or before 4.00 p.m. on Saturday, July 2, 2016**. In respect of shareholders opting for e-voting mode as above, they should cast their vote online from Friday, June 3, 2016 till 4.00 p.m. on Saturday, July 2, 2016 as per instructions provided in Postal Ballot Form. Your assent/dissent received after 4.00 p.m. on Saturday July 2, 2016 would be strictly treated as if a reply from you has not been received. Upon completion of scrutiny of the Postal Ballots, the Scrutinizer shall submit his report to the Chairman of the Company. **The result of the Postal Ballot shall be announced on Monday July 4, 2016 at 5.00p.m. at the registered office of the Company and shall also be displayed on the Company's website www.majesco.com** besides communicating to the stock exchanges on which the shares of the Company are listed.

PROPOSED RESOLUTIONS:

Item No. 1

To consider and give assent/dissent to following resolutions as Special Resolution:

ISSUANCE OF EQUITY SHARES THROUGH QIP

RESOLVED THAT pursuant to Sections 42, 62 and 71 and other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) as amended from time to time, Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), Listing Agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value Rs 5 each are listed together read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), enabling provisions of the Memorandum and Articles of Association of the Company and subject to other applicable laws, rules, regulations, guidelines, notifications and circulars issued by various competent authorities / bodies, whether in India or abroad, and subject to such approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Government of India ("GOI"), Reserve Bank of India ("RBI"), Foreign Investment Promotion Board ("FIPB"), Department of Industrial Policy & Promotion ("DIPP") and all other appropriate and/or competent authorities, or bodies, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the Company be and is hereby accorded in its absolute discretion to offer, issue and allot in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Qualified Institutional Buyers ("QIB") as defined under regulation (2) (zd) of SEBI (ICDR) Regulations, through an issue of Equity Shares through a qualified institutional placement ("QIP") in terms of the SEBI (ICDR) Regulations or as per other applicable rules and regulations, through one or more placements of Equity Shares for an amount not exceeding Rs 250 Crores (Rupees Two Hundred Fifty Crores Only) as the Board may determine, where necessary in consultation with the Lead Managers, Merchant Bankers, Underwriters, Guarantors, Financial and / or Legal

Advisors, Registrars and other agencies and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) appointed or to be appointed, so as to enable to list on any Stock Exchange in India as may be permissible.

RESOLVED FURTHER THAT the pricing for the issue of Equity Shares be determined in compliance with principles and provisions set out in the regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Board may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

RESOLVED FURTHER THAT the relevant date for the purpose of the pricing of the Equity Shares shall be the date of meeting in which the Board decides to open the proposed issue.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, finalizing the form / placement documents / offer letter, timing of the issue(s), including the class of investors to whom the Equity Shares are to be allotted, number of Equity Shares to be allotted in each tranche, issue price, premium amount on issue, fixing record date, listings on one or more stock exchanges in India or abroad, entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and for other related matters and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Equity Shares to be created, issued allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares that are issued pursuant to the QIP, shall be listed with the stock exchanges, where the existing equity shares of the Company are listed and the same shall rank *pari passu* with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Equity Shares on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed in relation to the issue of Equity Shares, is authorised 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 allotment of Equity Shares and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Equity Shares, including finalization of the number of Equity Shares to be issued in each tranche thereof, form, terms and timing of the issue of Equity Shares including for each tranche of such issue of Equity Shares, identification of the investors to whom Equity Shares are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to further delegate all or any of the powers in aforesaid matters to the officials of the Company, in such manners as the Board may in its absolute discretion deem fit.

Item No. 2

To consider and give assent/dissent to following resolutions as a Special Resolution:

INCREASE THE FOREIGN INSTITUTIONAL INVESTORS ("FII") / FOREIGN PORTFOLIO INVESTOR ("FPI")/NON RESIDENT INDIAN ("NRI") SHAREHOLDING LIMIT IN THE PAID UP SHARE CAPITAL OF THE COMPANY

RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("**Consolidated FDI Policy**"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and subject to the approval of the members of the Company and all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("**RBI**") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the Company be and is hereby accorded to permit the permitted foreign investors including Foreign Institutional Investors ("**FIIs**") registered with the Securities and Exchange Board of India ("**SEBI**") to purchase or acquire, on their own account and/or on behalf of their SEBI approved sub-accounts or Foreign Portfolio Investors ("**FPI**"), equity shares of the Company, on the recognized stock exchange or in any other manner, subject to the condition that the aggregate holding of the FIIs/FPIs shall not exceed 40% of the paid up equity share capital of the Company, provided however that the shareholding of each FII, on its own account and on behalf of each of the SEBI approved sub-accounts in the Company of FPI shall not exceed 10% (ten per cent) or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999, the Companies Act, 2013, to the extent applicable, the Consolidated Foreign Direct Investment Policy Circular of 2015 ("**Consolidated FDI Policy**"), as amended, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and

subject to approval of the members of the Company all other applicable laws, rules, regulations, guidelines and subject to the approvals, consents and permissions of the Government of India, the Foreign Investment Promotion Board, the Reserve Bank of India ("RBI") and any other appropriate authorities, institutions or bodies as may be necessary and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the concerned authorities while granting such approvals, permissions and sanctions and the like, which may be agreed to by the Board of Directors of the Company (Board which term shall include any Committee thereof which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), approval of the Company be and is hereby accorded for acquiring the equity shares of the Company by permitted foreign investors including Non Resident Indians ("NRI") by purchase or acquisition on the recognized stock exchange or in any other manner including investment under the Portfolio Investment Scheme ("PIS"), subject to the conditions that the aggregate holding of the NRIs shall not exceed 24% of the paid up equity share capital of the Company or such other limit as may be stipulated by Reserve Bank of India in each case, from time to time.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby authorised to give effect to the aforesaid resolutions including execution of any documents on behalf of the Company and to represent the Company before any government authorities and to appoint any professional advisers/consultants/lawyers in that regard.

RESOLVED FURTHER THAT the certified copy of the above resolutions duly signed by any one Director or Company Secretary of the Company be submitted to the concerned Authority(ies) and they be requested to act upon the same.

Registered Office:

MBP-P-136, MNDC, Mahape, Navi Mumbai,
Maharashtra, 400710, India

By Order of the Board of Directors
For MAJESCO LIMITED

Navi Mumbai
[May 28, 2016],

Nishant S. Shirke
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on May 27, 2016.

EXPLANATORY STATEMENT

{Pursuant to Section 102 of Companies Act, 2013}

Item No. 1

The Company has been pursuing, both organic process and inorganic opportunities, for its growth. This would require sufficient resources including funds to be available and to be allocated, from time to time. It is therefore, prudent for the Company to have requisite enabling approvals in place for meeting the fund requirements of its (a) inorganic growth, to capitalize on the opportunities, as and when available for acquisitions of businesses (b) Investment in subsidiaries including overseas subsidiaries and step-down subsidiaries (c) Repayment of Debt and Interest thereon of the Company or its subsidiaries including overseas subsidiaries and step-down subsidiaries, through investment in subsidiaries or otherwise (d) working capital and such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action.

Pursuant to section 62(1)(c) of the Companies Act, 2013 and rules made there under, as amended in case the Company proposes to issue Equity Shares to any persons, whether or not such persons are shareholders, approval of shareholders through a special resolution will be required.

The Board of Directors, accordingly, at their meeting held on Saturday, May 28, 2016 has recommended the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board raise funds through issue of equity shares through qualified institutional placement ("QIP") at a price to be determined as per the requirements of SEBI (Issue of Capital & Disclosure Requirement) Regulations, 2009 ("SEBI (ICDR) Regulations") or as per other applicable rules and regulations, for an aggregate amount not exceeding Rs. 250 Crores (Rupees Two hundred and fifty crores) and/ or an equivalent amount in any foreign currency under section 62 read with section 179 of the Companies Act, 2013 or other applicable laws. Such issue shall be subject to the provisions of the Companies Act, 2013 and rules made there under, Articles of Association of the Company, SEBI (ICDR) Regulations and other applicable laws.

Pursuant to Section 42 and 62 of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe aforesaid Securities through QIP, is required to obtain prior approval of the shareholders by way of the special resolution. If approved by shareholders, the issue of Equity Shares through QIP routes shall be completed within one year from the date of passing of special resolution. Equity shares issued by way of a QIP, shall in all respects rank *pari passu* with the existing equity shares of the Company.

The Company shall ensure that:

- a) The relevant date for the purpose of pricing of the equity shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of equity shares;
- b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of equity shares shall be made only to Qualified Institutional Buyers within the meaning of SEBI (ICDR) Regulations and such equity shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;

- e) The equity shares shall not be eligible to be sold 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 by the SEBI (ICDR) Regulations.

In view of the above, it is proposed to seek approval from the Shareholders of the Company through postal ballot to offer, issue and allot above Equity Shares, in one or more tranches, to Investors through QIP and to authorize the Board of Directors (including any Committee thereof authorized for the purpose) to do all such acts, deeds and things on the matter.

The resolutions contained in item no. 1 of the accompanying Notice, accordingly, seek shareholders' approval through special resolution for raising funds as above through issue of Equity Shares in one or more tranches and authorizing the Board of Directors (including any Committee thereof authorized for the purpose) of the Company to complete all the formalities in connection with the issue of Equity Shares.

Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the Resolution to the extent of their shareholding in the Company.

The Board recommends these resolutions as set out in the Notice for your approval as Special Resolutions by way of Postal Ballot.

Item no. 2

In terms of Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, FIIs/ FPIs registered with the Securities and Exchange Board of India ("SEBI") can acquire and hold on their own account and on behalf of their SEBI approved sub-accounts or FPI together, up to an aggregate limit of 24% (twenty four per cent) of the paid up equity share capital of an Indian Company and by NRIs up to 10% (ten percent) of the paid up equity Share capital of the Company. The said Regulations further provide that (i) for FII/FPI, the limit of 24% (twenty four per cent) of the paid up equity Share capital of the Company can be further increased up to the sectoral cap/statutory ceiling as applicable, and (ii) for NRIs, upto 24% of paid up equity share capital of the Company, by passing a resolution of the Board, a Special Resolution to that effect by its members and followed by necessary filings with the Reserve Bank of India ("RBI").

As of May 20, 2016 holding of FIIs/ FPIs in the Company is approximately 5.03% of paid up capital and NRI holding is approximately 3.03% of paid up capital. To make more space for FIIs/ FPIs to invest in the equity of the Company, it is proposed to increase the present limit of FIIs/ FPI shareholding in the company from 24% (twenty four per cent) to 40% of paid up equity share capital of the Company.

The Board recommends the resolution as set out in the Notice for your approval as Special Resolutions by way of Postal Ballot.

None of the Directors or key managerial personnel of the Company or their relatives is / are, in any way concerned or interested in the proposed resolution.

Registered Office:

MBP-P-136, MNDC, Mahape, Navi Mumbai,
Maharashtra, 400710, India

By Order of the Board of Directors
For MAJESCO LIMITED

Navi Mumbai
[May 28, 2016],

Nishant S. Shirke
Company Secretary



MAJESCO LIMITED

(CIN: L72300MH2013PLC244874)

Registered Office: MBP-P-136, MNDC, Mahape, Navi Mumbai, Maharashtra, 400710

Phone: + 91 22 67914545/4646 / 26583060 **Fax:** + 91 22 2778 1332

Website: www.majesco.com **Email Id:** investors.grievances@majesco.com

Postal Ballot Notice pursuant to Section 110 of the Companies Act, 2013

POSTAL BALLOT FORM

Serial No. :

1. Name(s) of Shareholder(s) (in block letters) :

2. Registered Address of sole / first named Shareholder (in block letters) :

2. Name(s) of the joint Member(s), if any registered with the Company (In BLOCK LETTERS) :

3. Registered Folio No. / DP & Client ID No. :

4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the Businesses stated in the Notice of Postal Ballot dated Saturday, May, 28, 2016 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl.No.	Description	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	Special Resolution for issuance of equity shares for an amount not exceeding Rs.250 Crore through QIP			
2.	Special Resolution for increasing the FII/FPI/NRI shareholding limit in the paid up share capital of the company			

Date :

Place :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN

NOTE: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. A shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. However, envelopes containing Postal Ballots, if sent by courier at the expense of the shareholder(s) will also be accepted.
2. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (asper the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
3. Unsigned/Incomplete Postal Ballot Forms will be rejected.
4. Duly completed Postal Ballot Form should reach the Scrutinizer on or before 4.00 p.m. on Saturday, July 2, 2016. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the cut-off date i.e. May 27, 2016.
6. A shareholder may request for a duplicate Postal Ballot Form, if so required. The Postal Ballot Form can also be downloaded from the link <https://evoting.karvy.com>. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than 4.00 p.m. on Saturday, July 2, 2016.
7. The exercise of vote through Postal Ballot is not permitted through a proxy.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form would be final.
9. Shareholders are requested not to send any other paper/documents along with the Postal Ballot Form. If sent, the same paper/document will not be acted upon.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders.
12. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited. (Unit:- Majesco Limited) Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana – 500 032, India, or send an email at einward.ris@karvy.com.

INSTRUCTIONS FOR E-VOTING

1. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
2. Enter the Login credentials (i.e., User Id & Password) mentioned on the Postal Ballot Form.

User – ID	User-ID For members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- c) Even followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons

3. Please contact Karvy toll free No. **1-800-34-54-001** for any further clarifications.
4. Members can cast their vote online from Friday June 3, 2016 to Saturday July 2, 2016 till 4:00 p.m.
5. After entering these details appropriately, click on “LOGIN”.
6. Members holding shares in Demat/Physical form will now reach Password Change Menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case(A-Z), one lower case (a-z), one numeric (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID, etc. on first login. You may also enter the Secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. You need to login again with the new credentials.
8. On successful login, system will prompt to select the “EVENT” i.e., **Majesco Limited**.
9. On the voting page, you will see Resolution Description and against the same the option “FOR/AGAINST/ABSTAIN” for voting. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. In case you are already registered with Karvy, you can use your existing User ID and Password for casting your vote.

OTHER INSTRUCTIONS

11. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified truecopy of the resolution of its Board of Directors / authority Letter authorising the person to represent in terms of Section 113 of the Companies Act, 2013 read Shareholder voting through e-voting mode should send a scanned copy (PDF Format) of the aforesaid document(s) together with attested specimen signature of the duly authorized signatory(ies) to the Scrutinizer through e-mail on einward.ris@karvy.com with a copy marked to evoting@karvy.com.
12. The date of declaration of results of the postal ballot (i.e. on Monday, July 4, 2016) shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
13. Kindly note that the shareholders can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot and vice versa. However, in case a shareholder has voted both in physical as well as e-voting, then voting done through e-voting shall prevail over physical Ballot and physical Ballot will be treated as invalid.

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 “Downloads” section of <https://evoting.karvy.com> or toll free No. 1-800-34-54-001 for any further clarifications.