



Abhishek Bhate & Co.

Company Secretary in Practice

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

FORM No. MGT-13

Consolidated Scrutinizer Report.

[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

Date: 11th January, 2018

Name of Company	MAJESCO LIMITED
Meeting	Extra-Ordinary General Meeting
Date & time	11 th January, 2018 at 10:15 A.M.
Venue	Four Points by Sheraton, Banquet Hall: Unison 1, Plot No. 39/1, 6 to 15 Sector 30 A, Vashi, Navi Mumbai - 400 701

To,
The Chairman/ Company Secretary,
Majesco Limited,
MNDC, MBP-P-136, Mahape,
Navi Mumbai 400706

Dear Sir,

I, Abhishek H. Bhate, Proprietor of Abhishek Bhate & Co., Practicing Company Secretary appointed as Scrutinizer by the Board of the Directors of Majesco Limited at its meeting held on December 14, 2017 to conduct the voting in electronic means commenced on Monday, January 8th, 2018 at 9:00 A.M. and ended on Wednesday, January 10th, 2018 at 5.00 P.M. and through Physical Ballot at the Extra Ordinary General Meeting held on Thursday, January 11th, 2018, in accordance with Section 108 of Companies Act, 2013 ('Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, submit my report as under:

1. Pursuant to the Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014, the Electronic copy of the Notice convening the Extra Ordinary General Meeting of the Company along with the process of e-voting was sent to the members whose e-mail addresses are registered with the Company/ Depository Participant(s) for the communication purposes unless any member has requested for hard copy of the same. For members who did not register their e-mail addresses, physical copies of the Notice of Extra Ordinary General Meeting of the Company along with process of e-voting were sent to the members in the permitted mode.





Abhishek Bhate & Co.

Company Secretary in Practice

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

2. The notice convening the Extra Ordinary General Meeting was also placed on the website of the Company. The members of the Company were given option to vote electronically on e-voting system, provided by Karvy Computershare Private Limited. ("KARVY")
3. The public advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in English newspaper of wide circulation on December 19, 2017 and in vernacular newspaper on December 20, 2017.
4. The Remote e-voting period commenced on Monday, January 8th, 2018 at 9:00 A.M. and ended on Wednesday, January 10th, 2018 at 5.00 P.M. Remote e-Voting Portal was blocked on January 10th, 2018 at 5:00 P. M.
5. The members who were present at the Meeting but had not cast their votes by Remote e-Voting were allowed to vote through Physical Ballot at EGM.
6. After the Physical Ballot Voting concluded at the venue of the EGM, the Ballot votes cast were blocked by me. Subsequently the votes cast were unblocked and reconciled with the records maintained by the company / registrar and transfer agents of the company and the authorizations lodged with the company.
7. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares, number of vote cast in favour and against. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
8. The VOTES, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The result of the voting is as under:





Abhishek Bhate & Co.

Company Secretary in Practice

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

SPECIAL BUSINESS:-

Special Resolution No.1

Increase in the Authorized Share Capital and consequently alteration to the Capital Clause of Memorandum of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
73	13719172	100%

(ii) Voted against the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
3	3	00

(iii) Invalid votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





Abhishek Bhate & Co.

Company Secretary in Practice

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

SPECIAL BUSINESS:-

Special Resolution No.2

Alteration of Articles of Association of the Company.

(i) Voted in favour of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
73	13719172	100%

(ii) Voted against the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
3	3	00

(iii) Invalid votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00





Abhishek Bhate & Co.

Company Secretary in Practice

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

SPECIAL BUSINESS:-

Special Resolution No.3

Further Issue of Securities.

(i) Voted **in favour** of the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
71	13649025	99.49%

(ii) Voted **against** the resolution:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
5	70150	00.51%

(iii) **Invalid** votes:

Number of members voted electronically or through Physical Ballot (including proxies)	Number of votes cast by them	% of total number of valid votes cast
00	00	00

A softcopy containing a list of equity shareholders who voted "FOR"/ "AGAINST" and those whose votes were declared "INVALID" for each resolution relating to E- Voting and Physical Ballot Voting were sealed and handed over to the CS Nishant Shirke - Company Secretary of Majesco Limited authorized by the Board for safe keeping.

I report that all the above 3 Special Resolutions have been passed by the shareholders by the requisite majority.

Signed this on Thursday, January 11th, 2018.

Thanking You,
Yours Faithfully,
For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747





Abhishek Bhate & Co.

Company Secretary in Practice

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

**SUMMARY OF E-VOTING AND PHYSICAL BALLOT VOTING AT THE EXTRA ORDINARY
GENERAL MEETING (EGM) OF THE MAJESCO LIMITED HELD ON JANUARY 11, 2018.**

Combined Statement of voting received in respect of the Special Resolutions proposed at the EGM of the Company held on January 11th, 2018.

Special No. 1	Resolution	Increase in the Authorized Share Capital and consequently alteration to the Capital Clause of Memorandum of Association of the Company.									
		Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
	Total No. of Shares on E-Voting	13713432	100	00	00	13713432	100	00	00		13713432
	Total No. of Ballots Voting	5740	99.95	3	0.05	5743	99.95	00	00		5743
	Total	13719172	100	3	0.05	13719175	100	00	00		13719175

Special No. 2	Resolution	Alteration of Articles of Association of the Company.									
		Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
	Total No. of Shares on E-Voting	13713432	100	00	00	13713432	100	00	00		13713432
	Total No. of Ballots Voting	5740	99.95	3	0.05	5743	99.95	00	00		5743
	Total	13719172	100	3	0.05	13719175	100	00	00		13719175

Special No. 3	Resolution	Further Issue of Securities									
		Assent	%	Dissent	%	Total	%	Invalid	%	Total	Votes Cast
	Total No. of Shares on E-Voting	13643285	99.49	70147	00.50	13713432	100	00	00		13713432
	Total No. of Ballots Voting	5740	99.95	3	0.05	5743	99.95	00	00		5743
	Total	13649025	99.49	70150	00.50	13719175	100	00	00		13719175

Signed this on Thursday, January 11th, 2018.

Thanking You,
Yours Faithfully,
For Abhishek Bhate & Co.,
Practicing Company Secretary

CS Abhishek H. Bhate
Proprietor
CP No 10230
ACS 27747

