

MAJESCO

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Majesco (the “Company”): (1) to identify and evaluate individuals qualified to become Board members, consistent with criteria approved by the Board and, when adopted, the Company’s Corporate Governance Guidelines, and to recommend to the Board the director nominees for each annual meeting of the Company’s stockholders and from time to time fill vacancies on the Board; (2) to develop and recommend to the Board Corporate Governance Guidelines applicable to the Company, its officers and directors, and to review and recommend to the Board any changes the Committee deems appropriate to such Corporation Governance Guidelines from time to time; (3) to recommend to the Board director nominees for each Board committee and for the Chairperson of each committee; (4) to oversee the annual performance evaluation of the Board and its committees and management; and (5) to take other actions as necessary to achieve the goals and responsibilities specified herein. Such activities shall be conducted in accordance with the requirements of the New York Stock Exchange MKT (the “NYSE MKT”) and applicable securities laws and in a manner consistent with the Company’s Corporate Governance Guidelines, when adopted.

II. Committee Membership and Meetings

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the NYSE MKT, applicable securities laws and, when adopted, the Company’s Corporate Governance Guidelines that are applicable to “controlled companies”.

The members of the Committee shall be appointed by the Board and selected on the basis of their overall business knowledge, experience and understanding of corporate governance requirements, demonstrated ability to add substance to key deliberations, and willingness to devote adequate time and effort to Committee responsibilities. Committee members may be replaced by the Board and may resign at any time by providing written notice of resignation to the Board.

A Chair of the Committee shall be appointed by the Board, shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee’s information needs, except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

The Committee shall meet on a regularly-scheduled basis as determined by the Committee and additionally as circumstances dictate, but no less than twice per year. The presence of two-thirds of the members of the Committee at a meeting, either in person or by

teleconference, shall constitute a quorum for meetings of the Committee. Formal action to be taken by the Committee shall be by unanimous written consent of all Committee members or by the affirmative vote of at least a majority of the members present (in person or by teleconference) at a meeting at which a quorum is present.

The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. Attendance by directors not appointed to the Committee shall be on a non-voting basis.

The Committee shall keep regular minutes of each meeting and send a copy of the minutes to members of the Committee and to members of the Board who are not members of the Committee.

III. Committee Duties and Responsibilities

1. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.

2. The Committee shall review and make recommendations to the Board regarding the specific minimum qualifications, if any, for Board members, including the skills and characteristics that candidates for election to the Board should possess, and the process for identifying and evaluating nominees. These minimum qualifications and the existing process for identifying and evaluating nominees are attached to this Charter as Appendix A.

3. The Committee shall maintain a process for the receipt and consideration of written recommendations for Board candidates submitted by stockholders, management and other sources, in accordance with the Company's policy as set forth in its proxy statement, applicable rules of the NYSE MKT and any other applicable laws, rules and regulations.

4. The Committee shall review and assess from time to time the provisions in the Company's bylaws and process regarding submission of nominations by stockholders and shall make recommendations to the Board from time to time regarding such provisions as the Committee deems appropriate.

5. The Committee shall review at least annually and shall make recommendations to the Board regarding the size and composition of the Board and its committees, including recommendations as to the chairperson of each Board committee. In recommending a candidate for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.

6. The Committee shall formally recommend to the Board the slate of directors to be nominees for election at each annual meeting of the Company's stockholders.

7. The Committee shall oversee the Company's orientation process for newly elected directors. The Committee shall also regularly assess the adequacy of and need for additional director continuing education programs.

8. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from legal, accounting or other advisors. The Company shall provide adequate resources to support the Committee's activities, including compensation of the Committee's counsel, consultants and other advisors.

9. The Committee shall develop and recommend to the Board an annual self-evaluation process of the Board and its committees, and shall oversee the annual self-evaluations to determine whether the Board and its committees are functioning effectively and in accordance with their respective charters, the Company's Corporate Governance Guidelines, when adopted, applicable securities laws and the applicable rules of the NYSE MKT.

10. The Committee shall review the appropriateness of continued service on the Board members whose circumstances, including business or professional affiliations or responsibilities, have changed or who contemplate accepting a directorship on another public company board or an appointment to a committee of another public company board.

11. The Committee shall review annually the relationships between directors and any entity with which they (or their family members) are involved, the Company and members of management or employees of the Company and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence", the Corporate Governance Guidelines, when adopted, the applicable rules of the NYSE MKT and any other applicable laws, rules and regulations regarding independence in effect from time to time.

12. The Committee shall review annually the qualifications of the members of the Audit Committee for purposes of determining which members have the requisite attributes of an "audit committee financial expert" as defined by regulations promulgated by the Securities and Exchange Commission, and the basis upon which such attributes were acquired and shall report its evaluation to the Board.

13. The Committee shall annually review its own performance, including its effectiveness and compliance with this Charter.

14. The Committee shall develop and recommend to the Board Corporate Governance Guidelines applicable to the Company, its officers and directors. The Committee shall annually review and assess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Committee shall annually review and assess the Company's compliance with the Corporate Governance Guidelines of the Company and shall have the authority to direct the management and employees of the Company to assist in such assessment.

15. The Committee may form and delegate authority to subcommittees when appropriate to address specific issues identified by the Committee.

16. The Committee shall make regular reports to the Board, including Committee findings and results of performance evaluations, recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

17. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

18. The Committee shall, together with the other members of the Board, review and assess from time to time and make any changes to the Company's policies with respect to communications between stockholders and the Board, and with respect to attendance of Board members at annual meetings of stockholders as it may deem appropriate.

This Charter shall be posted on the Company's Website.

APPENDIX A

Minimum Qualifications and Process for Identifying and Evaluating Nominees

The Company does not set specific criteria for directors except to the extent required to meet applicable legal, regulatory and stock exchange requirements, including, but not limited to, the independence requirements of the NYSE MKT and securities laws applicable to “controlled companies”. Nominees for director will be selected on the basis of outstanding achievement in their personal careers; board experience; wisdom; integrity; ability to make independent and analytical inquiries; understanding of the business environment; and willingness to devote adequate time to Board duties. While the selection of qualified directors is a complex and subjective process that requires consideration of many intangible factors, the Committee believes that each director should have a basic understanding of (i) the principal operational and financial objectives and plans and strategies of the Company, (ii) the results of operations and financial condition of the Company and of any significant subsidiaries or business segments, and (iii) the relative standing of the Company and its business segments in relation to its competitors.

When nominating a sitting director for re-election at an annual meeting, the Committee will consider the director’s performance on the Board and the director’s qualifications in respect of the foregoing.

The Committee is willing to consider candidates submitted by a variety of sources (including incumbent directors, stockholders, Company management and third party search firms) when reviewing candidates to fill vacancies and/or expand the Board. If a vacancy arises or the Board decides to expand its membership, the Committee will ask each director to submit a list of potential candidates for consideration. The Committee also will consider potential nominees submitted by stockholders in accordance with the procedures set forth in the Company’s Bylaws and other processes adopted from time to time for submission of director nominees by stockholders or potential nominees submitted by Company management. If the Committee deems it necessary, the Committee may also retain an independent third party search firm to provide potential candidates. The Committee shall also consider potential nominees submitted by stockholders as required under applicable securities laws. The Committee will then evaluate each potential candidate’s educational background, employment history, outside commitments and other relevant factors to determine whether he/she is potentially qualified to serve on the Board. The Committee seeks to identify and recruit the best available candidates, and intends to evaluate qualified stockholder nominees on the same basis as those submitted by Board members, Company management, third party search firms or other sources.

After completing this process, the Committee will determine whether one or more candidates are sufficiently qualified to warrant further investigation. If the process yields one or more desirable candidates, the Committee will rank them by order of preference, depending on their respective qualifications and the Company’s needs. A member of the Committee will then contact the preferred candidate(s) to evaluate their potential interest and to set up interviews with the full Committee. All such interviews will be held in person, and include only the candidate and the Committee members. Based upon interview results and appropriate background checks, the Committee will then decide whether it will recommend the candidate’s nomination to the full Board.