

ANNUAL MEETING OF SHAREHOLDERS OF

MAJESCO

August 9, 2017

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via www.astfinancial.com to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement, Annual Report and proxy card are available at http://www.astproxyportal.com/ast/20143/

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

0000333333330000000 1

080917

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

1. Election of Directors

Nominees

Dr. Arun K. Maheshwari

FOR AGAINST ABSTAIN [ ] [ ] [ ]

Ketan Mehta

[ ] [ ] [ ]

Earl Gallegos

[ ] [ ] [ ]

Steven R. Isaac

[ ] [ ] [ ]

Atul Kanagat

[ ] [ ] [ ]

Sudhakar Ram

[ ] [ ] [ ]

Robert P. Restrepo, Jr.

[ ] [ ] [ ]

Westley Thompson

[ ] [ ] [ ]

2. To ratify the appointment of MSPC Certified Public Accountants and Advisors, P.C. as the Company's independent registered public accounting firm for the current fiscal year ending March 31, 2018.

[ ] [ ] [ ]

Note: The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder(s). If no direction is made, this proxy will be voted FOR the election of the nominees listed under proposal 1, and FOR proposal 2. If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method. [ ]

Signature of Shareholder [ ] Date: [ ] Signature of Shareholder [ ] Date: [ ]

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

□

## **MAJESCO**

**Proxy for Annual Meeting of Shareholders on August 9, 2017**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned hereby appoints Farid Kazani and Lori Stanley, and each of them, with full power of substitution and power to act alone, as proxies to vote all the shares of Common Stock which the undersigned would be entitled to vote if personally present and acting at the Annual Meeting of Shareholders of Majesco, to be held at 11:00 AM Eastern Daylight Time on August 9, 2017 at the offices of Majesco, 412 Mount Kemble Avenue, Suite 110C, Morristown, NJ 07960 and at any adjournments or postponements thereof. For directions to the meeting, please contact the company at 973-461-5200.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED. IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE FOR THE BOARD OF DIRECTORS AND FOR PROPOSAL 2.**

**(Continued and to be signed on the reverse side.)**

ANNUAL MEETING OF SHAREHOLDERS OF

# MAJESCO

August 9, 2017

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions or scan the QR code with your smartphone. Have your proxy card available when you access the web page.



Vote online until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**GO GREEN** - e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via [www.astfinancial.com](http://www.astfinancial.com) to enjoy online access.

|                       |  |
|-----------------------|--|
| <b>COMPANY NUMBER</b> |  |
| <b>ACCOUNT NUMBER</b> |  |
|                       |  |

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**  
 The Notice of Meeting, proxy statement, Annual Report and proxy card are available at <http://www.astproxyportal.com/ast/20143/>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via the Internet. ↓

0000333333330000000 1

080917

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSAL 2. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

- Election of Directors
 

| Nominees                | FOR                      | AGAINST                  | ABSTAIN                  |
|-------------------------|--------------------------|--------------------------|--------------------------|
| Dr. Arun K. Maheshwari  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ketan Mehta             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Earl Gallegos           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Steven R. Isaac         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Atul Kanagat            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Sudhakar Ram            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Robert P. Restrepo, Jr. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Westley Thompson        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
- To ratify the appointment of MSPC Certified Public Accountants and Advisors, P.C. as the Company's independent registered public accounting firm for the current fiscal year ending March 31, 2018.
 

|  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
|  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|--|--------------------------|--------------------------|--------------------------|

Note: The shares represented by this proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder(s). If no direction is made, this proxy will be voted FOR the election of the nominees listed under proposal 1, and FOR proposal 2. If any other matters properly come before the meeting, the persons named in this proxy will vote in their discretion.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder  Date:  Signature of Shareholder  Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.