

## ANNUAL MEETING OF SHAREHOLDERS OF

## MAJESCO

August 16, 2016

## 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.amstock.com](http://www.amstock.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.

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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 ☒

## 1. Election of Directors

Nominees

Dr. Arun K. Maheshwari

FOR AGAINST ABSTAIN

☐ ☐ ☐

Earl Gallegos

☐ ☐ ☐

Ketan Mehta

☐ ☐ ☐

Sudhakar Ram

☐ ☐ ☐

Atul Kanagat

☐ ☐ ☐

Steven R. Isaac

☐ ☐ ☐

Robert P. Restrepo, Jr.

☐ ☐ ☐

## 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, 2017

☐ ☐ ☐

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.