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## **MAJESCO**

**Proxy for Annual Meeting of Shareholders on August 16, 2016**

**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 16, 2016 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.)**