

Mr. Daniel V Ferranti  
President and Chief Executive Officer  
Majesco Software Solutions, Inc.

Sir,

As we had prior discussed, it is with much melancholy that I now move on with my career and return to the UK. Please accept this as my resignation.

As Sr. VP / COO, I have had the privledge to work under your leadership. During our time together, I have come to respect your excellent business acumen, particularly as a strategist and organizational architect. On a personal level, you have become a coach and mentor to me.

You joined the company during trying circumstances, after prior turnover of the previous CEO and several key executives, merger of AT&T elements, along with attendant low morale, internal disorganization, lack of business direction, declining sales and poor bottom line financial performance.

You quickly distinguished yourself by implementing clear business strategy and direction throughout all company functions. You executed sound marketing plans, re-tooled sales, completely re-built finance and administration, and put in place optimized business management methodologies and procedures. My mangers and employees have been thrilled by the changes you made in the HR, Program and project management departments.

In short, you engineered a business turnaround that has resulted in dramatic improvements in all corporate, financial and business metrics.

Recently your losing battle with the board to convince them to take the IPO route has been a great personal issue, and this has obviously influenced my future direction. As I am sure the rest of the executive team has told you, we placed great stock in you taking us public. Hopefully, this will happen down the road. However, there are too many options out there that offer an equity play, and I hope you do understand my motivations.

Other than this, you are one of the great ones. It's been an honor, and a privilege working for you.

Cheers,



Terry McNicholas  
Chief Operating Officer