

# MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED

(Formerly known as Mahamaya Investments Limited)

CIN NO: L72900MH1980PLC062779

Flat No. 53, 5<sup>th</sup> Floor, Building No. 11, Vijay Vilash Tores Building, GB Road, Kaveser, Thane – 400615

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CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED (FORMERLY KNOWN AS MAHAMAYA INVESTMENTS LIMITED) AT THEIR ANNUAL GENERAL MEETING HELD ON 15<sup>TH</sup> DECEMBER, 2014 AT 12.00 NOON AT HARMONY BANQUET HALL, PLOT NO. C-7, 3<sup>RD</sup> FLOOR, BHIMASHANKAR BHAVAN, NEW MHADA, OPP SIDDHACHAL CLUB HOUSE, VASANT VIHAR, THANE (WEST) – 400 610

## ALLOTMENT OF SHARES ON PREFERENTIAL BASIS.

"RESOLVED THAT pursuant to Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter VII of SEBI (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (including any statutory modification thereto or reenactment thereof for the time being in force) and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchanges where the securities of the Company are listed, and subject to the approval, consent, permission and/or sanction, as may be required from the Central Government, SEBI and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the Consent of the Company be and is hereby given to the Board of Directors of the Company to offer, issue, and allot 20,00,000 (Twenty Lakh) Equity Shares of Rs.10 /-(Ten) each at a price of Rs. 10/- each as determined in accordance with the Regulations 76A and 76B of Chapter VII of SEBI (ICDR) Regulations, 2009 (as amended from time to time) and on such further terms and conditions, including payment of monies as may be approved or finalized by the Board of Directors to the following entity as detailed herein below:

Name Of The Proposed Allottee	PAN	Number of Shares	Category
Mr. Neeraj Gupta	ADOPG3216H	245,000	Promoter
Ms. Jaiwanti Kalkandha	ANPPK1097F	300,000	Public
Mr. Hemant Kumar	ABKPK4697G	400,000	Public

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Mr. Sunil Kumar	AHCPK1204D	420,000	Public
Mr. Sunil Singh	BTMPS8205B	250,000	Public
Mr. Tejas Rajesh Goswami	BGLPG6172P	385,000	Public
<b>TOTAL</b>		<b>2,000,000</b>	

**RESOLVED FURTHER THAT** the relevant date for the purpose of issue of equity shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009 (as amended from time to time) for determination of applicable price of equity shares is 15<sup>th</sup> November, 2014 i.e. the day 30 days prior to the date of Annual General Meeting, in terms of Section 42, 62 and all the applicable provisions, if any of the Companies Act, 2013 and rules made thereunder.

**RESOLVED FURTHER THAT** in the event of any changes in nominal value of share capital before allotment of Shares on Preferential basis as mentioned above, the number of Shares to be issued shall be recomputed on a pro-rata basis so that the total value of the shares so issued would be equal to shares issued at a nominal value of Rs. 10/- each per share and such shares shall rank pari passu with other Equity Shares of the Company.

**FURTHER RESOLVED THAT** for the purpose of giving effect to the aforesaid special resolution under Sections 42 & 62 of the Companies Act, 2013, the Board of Directors (which term shall include any duly constituted and authorized committee thereof) of the Company be and is hereby authorized to take such steps and to do all such other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to offer, issue, allotment of the said equity shares and also to seek the listing of such equity shares in one or more stock exchanges in India."

**FURTHER RESOLVED THAT** the Equity Shares to be issued and allotted shall rank pari passu with the existing Equity Shares of the Company in all respects."

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to accept any modification in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Stock Exchanges/ SEBI/Central Government or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**// CERTIFIED TO BE TRUE //**

Corporate Office: 208-209-Regent Square, Above D-Mart, Nr. Mahalaxmi Temple, Anand Mahal Road,  
Adajan, Surat-395009 Tel: 0261-6575717

**MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED**

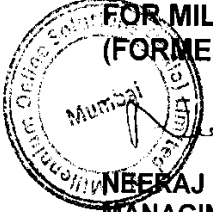
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**FOR MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED  
(FORMERLY KNOWN AS MAHAMAYA INVESTMENTS LIMITED)**

**NEERAJ GUPTA  
MANAGING DIRECTOR**

DIN NO: 00073274

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**CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF ANNUAL GENERAL MEETING OF THE MEMBERS OF MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED (FORMERLY KNOWN AS MAHAMAYA INVESTMENTS LIMITED) HELD ON 15<sup>TH</sup> DECEMBER, 2014 AT 12.00 NOON AT HARMONY BANQUET HALL, PLOT NO. C-7, 3<sup>RD</sup> FLOOR, BHIMASHANKAR BHAVAN, NEW MHADA, OPP SIDDHACHAL CLUB HOUSE, VASANT VIHAR, THANE (WEST) – 400 610**

The Board of Directors on 14<sup>th</sup> November, 2014, subject to necessary approval(s), has approved the proposal for raising funds up to Rs.2 (Two ) Crores by way of issue of equity shares on preferential basis to mobilize funds for funding current/future expansion plans/activities directly by the Company or through subsidiaries, investment / grant loans to subsidiaries potential acquisitions, working capital and general corporate purposes.

The Information as required under Regulation 73 of the SEBI (ICDR) Regulations, 2009 for Preferential Issues is as under:

- a. **Object of the issue:** to mobilize funds for funding current/future expansion plans/activities directly by the Company or through subsidiaries, investment / grant loans to subsidiaries potential acquisitions, working capital and general corporate purposes.
- b. **Proposal of Promoters / Directors / Key Management Personnel (KMP) to subscribe to the offer:** Mr. Neeraj Gupta, Managing Director of the Company proposes to subscribe for 245,000 Equity Shares of Rs. 10/- each in the aforesaid offer. Apart from him no other Director or KMP is subscribing to the offer.
- c. Shareholding Pattern before and after the issue of shares involved in the present resolution is as below:

Category Code	Category of Shareholder	Pre-issue		Post-Issue	
		Pre-issue Shares	% to Total	Post-Issue	% to Total
(A)	Shareholding of Promoter and Promoter Group				
	Indian Promoters	797	0.03	245797	4.92
	<b>TOTAL (A)</b>	<b>797</b>	<b>0.03</b>	<b>245797</b>	<b>4.92</b>
(B)	Public Shareholding				
(1)	Institutions				

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(a)	Mutual Funds / UTI/ Banks/ FI's / Banks	321058	10.69	321058	6.42
(b)	Foreign Institutional Investors	0	0	0	0
	<b>Sub-Total (B1)</b>	<b>321058</b>	<b>10.69</b>	<b>321058</b>	<b>6.42</b>
(2)	Non-institutions				
(a)	Bodies Corporate	12655	0.42	12655	0.25
(b)	Individuals	2656843	88.50	4411843	88.20
(c)	Foreign Corporate Bodies/ NRIs	37	0.01	37	0.00
(d)	Others	10561	0.35	10561	0.21
	<b>Sub-Total (B2)</b>	<b>2680096</b>	<b>89.28</b>	<b>4435096</b>	<b>88.66</b>
	<b>TOTAL (B)</b>	<b>3001154</b>	<b>99.97</b>	<b>4756154</b>	<b>95.08</b>
	<b>GRAND TOTAL (A)+(B)</b>	<b>3001951</b>	<b>100.00</b>	<b>5001951</b>	<b>100.00</b>

- d. The Company will complete the issue & allotment of Equity Shares within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority like Stock Exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.
- e. Identity of proposed allottee(s), percentage of expanded capital to be held by them:

Sr. No	Name of the Proposed Allottee(s)	Identity	Present Holding	% to Pre-Issue Capital	Present Issue	% to Post Issue Capital
1	Mr. Neeraj Gupta	Promoter	Nil	Nil	245,000	4.90
2	Ms. Jaiwanti Kalkandha	Non-Promoter	Nil	Nil	300,000	6.00
3	Mr. Hemant Kumar	Non-Promoter	Nil	Nil	400,000	8.00
4	Mr. Sunil Kumar	Non-Promoter	Nil	Nil	420,000	8.40
5	Mr. Sunil Singh	Non-Promoter	Nil	Nil	250,000	5.00

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6	Mr. Tejas Rajesh Goswami	Non-Promoter	Nil	Nil	385,000	7.70
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- f. **Change in Management or Control:** The issue of Equity shares will not result in any change in the management or control of the Company.
- g. **Lock In Requirements:** The shares to be allotted on preferential basis shall be subject to lock-in as per applicable SEBI regulations in this regard.
- h. **Auditors' Certificate:** M/s C.P Jaria & Co., Chartered Accountants, the Statutory Auditors of the Company have certified that the preferential issue is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2009. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.
- i. **Relevant Date:** Relevant Date for the purpose of determining the pricing of Shares in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 (As amended from time to time) is 15<sup>th</sup> November, 2014 which is the date 30 days prior to the date of Annual General Meeting where this resolution is being considered for approval.
- j. **Pricing & Undertaking to re-compute the price:** Price is determined in terms of Regulation 76A of SEBI (ICDR) Regulations. Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations.
- k. **Undertaking to put under lock-in till the re-computed price is paid:** The Company undertakes that if the amount payable on account of the re-computation of price if not paid within the time stipulated in these regulations, the specified equity shares shall continue to be lock-in till the time such amount is paid by the allottee(s).

Section 62 of the Companies Act, 2013 provides inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to the existing shareholders of the Company in the manner laid down in the Section unless the shareholders in general meeting decide otherwise by passing a special resolution. Therefore, consent of the shareholders by way of Special Resolution is being sought pursuant to the provisions of Sections 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter VII of SEBI (Issue Of Capital And

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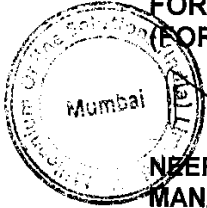
Disclosure Requirements) Regulations, 2009 (including any statutory modification thereto or reenactment thereof for the time being in force), Articles of Association and Listing Agreement and any other applicable law for the time being in force.

The members are, therefore, requested to accord their approval authorizing the Board to go for the proposed private placement and / or preferential issue as set out in the resolution.

Except Mr. Neeraj Gupta being a proposed allottee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolution.

**// CERTIFIED TO BE TRUE //**

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**NEERAJ GUPTA  
MANAGING DIRECTOR**

**DIN NO: 00073274**