

# 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

Visit us at: www.mosil.co, Email - mosilinfo@gmail.com, complianceatmillennium@gmail.com

**CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED AT THE ANNUAL GENERAL MEETING HELD BY THE MEMBERS OF MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED (FORMERLY KNOWN AS MAHAMAYA INVESTMENTS LIMITED) ON MONDAY THE 15<sup>TH</sup> DECEMBER, 2014 AT 12.00 NOON ATHARMONY 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.**

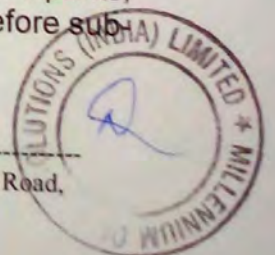
**Authority to sub divide existing paid up capital of the Company from face value from Rs. 10/- each to Rs. 1/- each.**

**"RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory Authority(ies) and subject to such conditions as may be agreed by the Board of Directors (which expression also includes a committee thereof), each Equity Share of the Company having a face value of 10 each fully paid up be sub-divided into 10(Ten) Equity Shares of the face value of 1 each fully paid-up."

**RESOLVED FURTHER THAT** the 10 (Ten) Equity Shares of the face value of 1 each on sub-division to be allotted in lieu of existing one equity share of Rs.10 each shall be subject to the terms of the Memorandum and Articles of Association and shall rank paripassu in all respects with the existing fully paid shares of Rs.10 each and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.

**RESOLVED FURTHER THAT** upon sub-division of Equity Shares as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of the face value of Rs.10 each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record date and the Company may, without requiring the surrender of the existing share certificate(s), issue and dispatch the new share certificate(s) in lieu of such existing share certificate(s) subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in the case of Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the depository participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

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





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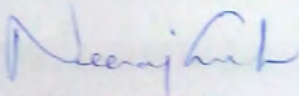
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**RESOLVED FURTHER THAT** any Equity Shares to be issued shall be issued as equity shares of Rs.1/- each which shall rank paripassu in all respects with the existing fully paid shares of Rs.10 each and shall be entitled to participate in full in any dividends to be declared after the sub-divided equity shares are allotted.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which expression shall also include a Committee thereof) be authorised to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

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

**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 DATED 15<sup>TH</sup> DECEMBER, 2014 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (EARLIER SECTION 173(2) OF THE COMPANIESACT, 1956)**

## **Item No.11,12 and 13:**

The Equity shares of the Company are listed on the Bombay Stock Exchange (BSE) Limited and the share are being traded on BSE.

In order to improve the liquidity of the Company's shares at the stock exchange and to make it affordable to the small investors, the Board of Directors at their meeting held on 14th November, 2014 considered it desirable to sub divide the nominal value of the Equity Share Capital.

The existing Clause V of Memorandum of Association and Article 3 of the Articles of Association specify the present Authorized Capital of the Company. In view of the subdivision of equity shares from Rs.10 per share to Rs.1 per share, the present Clause V of the Memorandum of Association and Clause 3 of the Articles of Association are required to be altered to reflect the effect of sub-division of equity shares.

Further with advent of Companies Act, 2013 and as per Section 5(9) of the Companies Act, 2013, any changes to be made in the Articles registered under previous Company Law shall comply with all provisions of Companies Act, 2013. Therefore Board of Directors recommended to adopt new set of Articles in place of its existing Articles.

A copy of the revised Memorandum and Articles of Association of the Company is available for inspection by Members at the registered office of the Company on any working day during office hours of the Company.

As per provisions of Section 61 of the Companies Act, 2013 subdivision of shares require approval of Shareholders by means of passing Ordinary Resolution. Therefore consent of the Shareholders Is required for the Resolution as set out in Item No. 11 of the Notice.

As per provisions of Section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, Alteration of Memorandum and Articles of Association requires approval of Shareholders by means of passing Special Resolution. Therefore consent of the Shareholders Is required for the Resolutions as set out in Item No.12 and 13 of the Notice.

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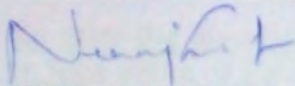
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None of the Directors, Key Managerial Personnel (KMP) and / or Relatives of Directors or KMP are concerned or interested financially or otherwise in the proposed resolution..

// CERTIFIED TO BE TRUE //

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



NEERAJ GUPTA  
MANAGING DIRECTOR

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