

MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED
(Formerly known as Mahamaya Investments Limited)

Reg. off: Flat No.53, 5th Floor, Wing No.11, Vijay VilashTores Building, Ghodbunder Road, Thane MH 400615
Website: www.mosil.co Email id complianceatmillennium@gmail.com

Date: 7thSeptember, 2018

To,
Department of Corporate Service (DCS-CRD)
BSE Limited,
PhirozeJeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001

Sub: Notice of 38thAnnual General Meeting (AGM) pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Scrip Code: 511187)

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We send herewith a Notice convening 38thAnnual General Meeting of the Company to be held on Friday, 28thSeptember, 2018 at 11.00 a.m. at the Registered Office of the Company situated at Flat No.53, 5th Floor, Wing No.11, Vijay VilashTores Building, Ghodbunder Road, Thane - 400615.

Please take the same on your record.

Yours Faithfully,

For MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED
(Formerly Known as Mahamaya Investments Limited)


HARILAL SINGH
WHOLE-TIME DIRECTOR & CHAIRMAN
DIN: 05124923



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 38th ANNUAL GENERAL MEETING OF THE MEMBERS OF MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED (FORMERLY KNOWN AS MAHAMAYA INVESTMENTS LIMITED) WILL BE HELD ON FRIDAY THE 28TH SEPTEMBER, 2018 AT 11.00 A.M. AT Flat No.53, 5th Floor, Wing No.11, Vijay Vilash Tores Building, Ghodbunder Road, Thane - 400615 IN TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the audited Balance sheet as at 31st March, 2018, Statement of Profit & Loss & Cash Flow Statement of Accounts for the year ended 31st March, 2018 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
- 2.** To appoint Mr. Neeraj Gupta, Director holding DIN 00073274 who retires by rotation and being eligible offers herself for re-appointment as Director.

SPECIAL BUSINESS:

- 3.** To Consider and if thought fit, to pass with or without modification (s), the Following resolutions as an **Special Resolution**

“RESOLVED THAT pursuant to provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force), (hereinafter referred to as “the said Act”), the consent of the members of the Company is hereby accorded, for re-appointment of Mr. Harilal Singh (holding DIN 05124923) as Whole-Time Director of the Company (who is also an CFO) with effect from 18th August, 2018 till 17th August, 2021 i.e. for a period of 3 years on the terms and conditions as are set out in the agreement to be entered into between the Company and Mr. Harilal Singh with liberty to the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Remuneration and Nomination Committee constituted by the Board) to alter and vary the terms of the said re-appointment and/or remuneration and/or agreement.

RESOLVED FURTHER THAT Mr. Harilal Singh shall be entitled receive such amount as remuneration, perquisites, as may be decided by the Board of Directors from time to time within the limits permissible under the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, for the performance of his duties as the Whole Time Director of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the remuneration payable to the Whole Time Director by way of salary and perquisites shall not exceed the ceiling laid down in Schedule V of the Companies Act, 2013 as may be decided by Board of Directors, subject to necessary sanctions and approvals if applicable.

RESOLVED FURTHER THAT Mr. Harilal Singh who is appointed as a Whole-Time Director of the Company in accordance with 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act,

2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) be and is hereby designated as Key Managerial Personnel in terms of Section 203 of the Companies Act, 2013 with effect from 18th August, 2018 till 17th August, 2021.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to sign and file the necessary forms and Returns with the Registrar of Companies, Mumbai, and to take such other actions and to do all deeds and things to comply with all the formalities required to be fulfilled in connection with the re-appointment of Executive Director.”

**BY ORDER OF THE BOARD
FOR MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED
(Formerly Known as Mahamaya Investments Limited)**

Sd/-

**NEERAJ GUPTA
MANAGING DIRECTOR & CHAIRMAN
DIN: 00073274**

DATE: 18th August, 2018

PLACE: Thane

EXPLANATORY STATEMENT
As required by Section 102 of the Companies Act, 2013.

Item No.3

Mr. Harilal Singh was appointed as Whole-Time Director of the Company at the Thirty Fifth Annual General Meeting of the Company held on 29th September, 2015 pursuant to provisions of Section 196, 197, 203, Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 vide Special Resolution passed thereat for a period of three years from 14th August, 2015 to 13th August, 2018.

The Board at their meeting held on 18th August, 2018 based on the recommendation of the Nomination and Remuneration Committee in accordance with provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force) subject to approval of Shareholders at the ensuing Annual General Meeting approved Re-Appointment and remuneration to be paid to Mr. Harilal Singh as Whole-Time Director of the Company for a period of Three years from 18th August, 2018 to 17th August, 2021.

MAJOR TERMS OF REMUNERATION OF MR. HARILAL SINGH, WHOLE-TIME DIRECTOR:

TERMS & CONDITIONS:

I) General Information

- | | |
|---|---|
| a. Nature of industry | The company is in the sector of Computer Electronics and Hardware. |
| b. Date of commencement of operations | The company has been conducting operations since 18/04/1980 |
| c. Financial performance | PBT for past 3 years is as follows
2017-18 Rs. -0.48 Lakhs
2016-17 Rs. -0.83 Lakhs
2015-16 Rs. -0.74 Lakhs |
| d. Foreign investments or collaboration | Nil |

II) Information about appointee

1. Name of Director : Mr. Harilal Singh
2. Designation : Whole-Time Director and CFO
3. Date of Appointment : Re-appointment w.e.f. 18th August, 2018 to 17th August, 2021
4. Period : 3 (Three) years.
5. Salary (P.M) : Up to Rs. 5,00,000/- p.m. as per ceiling as laid down of Schedule V of the Companies Act, 2013 with power to Board to vary from time to time within the limits of Schedule V of the Companies Act.
6. Minimum Remuneration : In the event of loss or inadequacy of profits in any financial year, the remuneration and perquisites payable to Mr. Harilal Singh shall not exceed the ceiling as laid down of Schedule V of the Companies Act, 2013.
7. Background details : Mr. Harilal Singh is 34 years of age and is a B. Com Graduate. He has over the years gained immense experience and knowledge in the field of Accounting and Finance. Mr. Harilal Singh presently is the Whole-Time Director of the Company and looks after the entire business operations of the Company.
8. Past remuneration : Nil
9. Recognition and awards : Nil
10. Job profile and suitability : He has the educational background, training and experience suitable for the job.
11. Comparative remunerative profile in the industry : The salary proposed is within the ambit of Schedule V of Companies Act, 2013 and is comparable with the remuneration provided in the Industry.
12. Pecuniary relationship with the company : Mr. Harilal Singh holds nil equity shares of the Company, Thus there is no pecuniary relationship with the company.

III) Other information

1. Reasons for inadequacy of profits : The profits as calculated under the managerial remuneration to directors under the Companies Act 2013 are inadequate for payment of remuneration. The scale and activity of the company's operations are growing. With a view to

adequately compensate the directors as per current industry standards, the remuneration is constituted appropriately.

- | | |
|--|---|
| 2. Steps to be taken for improving | The company's operations are growing over each year. The profits in future years will be adequate to cover the remuneration. |
| 3. Expected increase in profits and productivity | The Company anticipates a growth in the Business and consequently the Profits of the Company. The Company does not ascertain a numerical figure however is hopeful of growth opportunities. |

IV) Perquisites:

Mr. Harilal Singh as a Whole-Time Director cum CFO will be entitled for following perquisites, which shall not be part of the ceiling of remuneration.

- a) **Provident Fund:** Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent such contribution either singly or put together are not taxable under the Income Tax Act, 1961.
- b) **Gratuity:** as per the rules of the Company, payable in accordance with the Approved Gratuity Fund and which shall not exceed half a month's salary for each completed year of service.
- c) **Children's education allowance:** In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000/- per month per child or actual expenses incurred, whichever is less such allowance is admissible upto a maximum of two children.
- d) **Holiday passage for children studying outside India/family staying abroad:** Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India with the managerial person.
- e) **Leave travel concession:** Return passage for self and family in accordance with the rules specified by the Company to any destination in India.
- f) **Leave encashment:** Encashment of leave at the end of the tenure.

V). Salary and perquisites specified herein shall be payable to the Whole-Time Director notwithstanding the inadequacy or no profits in any financial year during the currency of tenure of his office as such.

VI). The Whole-Time Director shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

VII). The Whole-Time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company as per the provisions of the Law in force as applicable to the Company.

VIII). The terms and conditions of the said re-appointment may be altered and/or varied from time to time by the board as it may, in its discretion, deem fit so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment hereafter in that regard.

Mr. Harilal Singh satisfies all the conditions as set out in part I of Schedule V as also under sub-section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Whole-Time Director of the Company. He is not disqualified for being appointed as Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the Re-appointment and revision in remuneration of Mr. Harilal Singh, Whole-Time Director, is in the best interest of the Company and accordingly, the company recommends approval of the members of the Company.

**BY ORDER OF THE BOARD
FOR MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED
(Formerly Known as Mahamaya Investments Limited)**

Sd/-

**NEERAJ GUPTA
MANAGING DIRECTOR & CHAIRMAN
DIN: 00073274**

DATE: 18th August, 2018

PLACE: Thane

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.
2. A Person can act as proxy for only 50 members and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the AGM.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.
5. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting and also their copy of the annual report.

6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
7. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
8. The Register of Members and Share Transfer Register in respect of equity shares of the Company shall be closed from **Saturday, 22nd September, 2018 to Friday, 28th September, 2018** (both days inclusive).
9. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
10. In furtherance of Green Initiative in Corporate Governance by Ministry of Corporate Affairs, the Shareholders are requested to register their email ID with the Company or with the Registrar and Transfer Agents.
11. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
12. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.
13. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updation of Savings Bank Account details to their respective Depository Participants.
14. In terms of Section 124 of the Companies Act, 2013 any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to Investor Education and Protection Fund. Members who have not encashed their dividend warrants are requested to write to the Registrars and Share Transfer Agents. The details of dividend unclaimed (if any) are uploaded on the Company's website at www.mosil.co for shareholder's information.
15. Electronic copy of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 38th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
16. Members may also note that the Notice of the 38th Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website <http://www.mosil.co> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are

entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: complianceatmillennium@gmail.com.

17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
18. Members are requested to send all communications relating to shares, bonds and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

Purva Sharegistry (India) Pvt. Ltd.

Unit no. 9, Shiv Shakti Ind. Estt.

J.R. Boricha Marg, Lower Parel (East),

Mumbai - 400 011. **Tel:** 91-22-2301 6761 / 8261 **Fax:** 91-22-2301 2517

Email: purvashr@gmail.com **Website:** <http://www.purvashare.com>

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

19. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

A member can opt for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.

The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again

In case of members receiving e-mail:

- (i) The voting period begins on **Tuesday, 25th September, 2018 at 9.00 am and ends on Thursday 27th September, 2018 at 5.00 pm**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 21st September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Open e-mail
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.

(v) Now Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) For physical shareholders, please use the first two letters of your Name and the 8 digits of the sequence number in the PAN field. <ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the **EVSN No: 180827043** of Millennium Online Solutions (India) Limited.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

Please follow all steps from sr. no. (i) To sr. no. (xix) Above to cast vote.

Other Instructions

- (A) If you are already registered with CDSL for e-voting, then you can use your existing user ID and password/PIN for casting your vote.
 - (B) You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
 - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - (D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evotingindia.com
 - (E) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **Friday, 21st September, 2018**
 - (F) Mr. Hemany Shetye (COP: 1483) Partner, HS Associates, Practicing Company Secretaries, Mumbai have been appointed as the Scrutinizer to scrutinize the e-voting and entire voting process in a fair and transparent manner.
 - (G) The Scrutinizer shall within a period not exceeding three (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (H) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.mosil.co and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to BSE Limited.
 - (I) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s HS Associates, Practicing Company Secretaries, Mumbai at the Registered office of the Company not later than **Thursday, 27th September, 2018 (5.00 pm IST)**.
 - (J) Ballot Form received after this date will be treated invalid.
 - (K) A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during **normal business hours (9.00 am to 5.00 pm)** on all working days, up to and including the date of the Annual General Meeting of the Company.

21. The Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in Corporate Governance” (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode.

**BY ORDER OF THE BOARD
FOR MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED
(Formerly Known as Mahamaya Investments Limited)**

**DATE: 18th August, 2018
PLACE: Thane**

**Sd/-
NEERAJ GUPTA
MANAGING DIRECTOR & CHAIRMAN
DIN: 00073274**