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## MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED

*(formerly known as Mahamaya Investments Limited)*

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

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED (FORMERLY KNOWN AS MAHAMAYA INVESTMENTS LIMITED) AT THEIR MEETING HELD ON 21<sup>st</sup> DAY OF NOVEMBER, 2013 AT THE REGISTERED OFFICE OF THE COMPANY

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APPROVAL OF SCHEME OF AMALGAMATION BETWEEN MILLENNIUM ONLINE (INDIA) LIMITED ("TRANSFEROR COMPANY") AND MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED (" TRANSFEREE COMPANY")

"RESOLVED THAT pursuant to provisions of sections 391 to 395 and other applicable provisions, if any of the Companies Act 1956 and subject to Memorandum and Articles of Association of the Company and also subject to requisite approval of the Members, Financial Institutions, Banks and other Creditors of the Company, Stock Exchange, SEBI and other statutory Authorities, if any and approval of the Hon'ble Bombay High Court, the Scheme of Amalgamation as placed before the Board and initialed by the Chairman be and is hereby approved.

FURTHER RESOLVED THAT 1<sup>st</sup> July, 2013, be considered as an appointed date for the purpose of above scheme of Amalgamation

FURTHER RESOLVED THAT following Directors of the Company and / or Authorised Signatory be and are hereby severally authorized to make such alterations and changes in the Amalgamation scheme as may be expedient or necessary for satisfying the requirements or conditions for compliance with the statutory requirements and procedures for the Amalgamation and/or as may be imposed by the Hon'ble High Court of Bombay, provided that prior approval of the Board or Committee shall be obtained for making alterations, changes in the Scheme of Amalgamation:

1. Mr Neeraj Gupta : Chairman and Managing Director
2. Mr Harilal Singh Faran : Director
3. Mr. Jethalal Goswami : Director
4. Mr Nikunj Pancholi : Director
5. Mr Girdhari Lal Khuha: Director
6. Mr. Arun Kumar Sharma : Authorized Signatory

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Corporate Office: 208,209- Regent Square, Above D-Mart, Nr. Mahalaxmi Temple, AnanadMahal Road, Adajan, Surat – 395 009. Tel: 0261-3075717 / 0261 - 3003067

For Millennium Online  
Solutions (India) Limited

  
Auth./Director sign.

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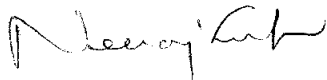
**FURTHER RESOLVED THAT** aforesaid Directors of the Company be and are hereby severally authorized to take all steps necessary, in connection with the filling of:-

- (a) Scheme of Amalgamation with Stock Exchange and other concerned authorities and Hon'bleBombay High Court;
- (b) Application to the Hon'ble High Court of Bombay for directions for holding meetings of the shareholders/creditors of the Company;
- (c) Petitions for confirmation of the Hon'ble High Court of Bombay; and
- (d) to do all acts and things as may be considered necessary and expedient in relation thereto and for that purpose to engage any counsel, advisor, consultant or such other agency as may be required for the said matter on such terms and conditions as they may deem fit in the interest of the Company.

**FURTHER RESOLVED THAT** Board be and is hereby authorised to constitute committee and delegate all aforesaid powers to the committee to implement the said resolution and proposal."

**CERTIFIED TRUE COPY**

**FOR MILLENNIUM ONLINE SOLUTIONS(INDIA) LIMITED**



**NEERAJ GUPTA  
MANAGING DIRECTOR**