

# 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

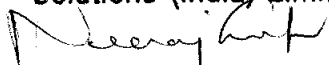
## ANNEXURE V

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED	MILLENNIUM ONLINE (INDIA)LIMITED
Date of Incorporation & details of name changes, if any	18/04/1980	05/01/2000
Registered Office	Flat No. 53, 5th Floor, Building No. 11, Vijay Vilas Tores Bldg, GB Road, Kaveser, Thane 400615	Flat no. 53, 5th Floor, Building No. 11, Vijay VilashTores Building, GB Road, Kaveser, Thane 400615
Brief particulars of the scheme	The Scheme of Amalgamation is presented under Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 for the amalgamation of MILLENNIUM ONLINE (INDIA) LIMITED, ("The Transferor Company") with MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED, ("The Transferee Company")	
Rationale for the scheme	<ol style="list-style-type: none"><li>1. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base.</li><li>2. The Promoters of Transferor want to run the business of the Transferee Company under their leadership. The Transferee Company has recently obtained approval of Registrar of Companies, Mumbai for alteration of its Main Object Clause of the Memorandum of Association of the Company. Accordingly the Company has discontinued its entire business Operation carried out earlier. The scheme is one of the strategic vehicles adopted by the management to broad base the activities of the company and to explore a new arena of commercial exploration.</li><li>3. It would be advantageous to combine the activities and operations of both the companies into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company.</li><li>4. This Scheme of amalgamation would result in merger and thus consolidation of business of both the Transferor</li></ol>	

Corporate Office: 208,209- Regent Square, Above D-Mart, Nr. Mahalaxmi Temple, AnanadMahal Road, Thane - 400009. Tel: 0261-3075717 / 0261 - 3003067

For Millennium Online  
Solutions (India) Limited



Auth./ Director sign.

# MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED

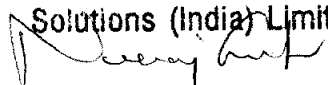
*(formerly known as Mahamaya Investments Limited)*

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

	<p>Company and Transferee Company in one entity i.e. MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED. MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED being a Listed Company all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common trading platform.</p> <p>5. The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.</p> <p>6. The Transferor as well as the Transferee Company share common fundamental management philosophies. The Companies also share common corporate values.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	21 <sup>st</sup> November, 2013	21 <sup>st</sup> November, 2013
Date of meeting of the Audit Committee in which the draft scheme has been approved	21 <sup>st</sup> November, 2013	Not Applicable
Appointed Date	1 <sup>st</sup> July, 2013	
Name of Exchanges where securities of the company are listed	Bombay Stock Exchange	Not Applicable
Nature of Business	Providing all kinds of Services relating to Information Technology including manufacture, sale and purchase of Computer hardware and Software system.	Providing all or any of the following services namely basic telephone service, cellular telephone service, e-mail services, net connectivity internet access and other related services thereof.
Capital before the scheme	<p><b>Authorized:</b></p> <p>9830000 Equity Shares of Rs. 10/- each aggregating to Rs. 98,300,000/-</p> <p>17000 Preference Shares of Rs. 100/- each aggregating to Rs. 1,700,000/-</p>	<p><b>Authorized:</b></p> <p>1500000 Equity Shares of Rs. 10/- each aggregating to Rs. 1,50,00,000/-</p> <p><b>Issued, Subscribed and paid up:</b></p> <p>1500000 Equity Shares of Rs. 10/- each aggregating to</p>

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.

# MILLENIUM ONLINE SOLUTIONS (INDIA) LIMITED

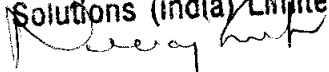
(formerly known as Mahamaya Investments Limited)

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

	<p><b>Issued:</b></p> <p>3003751 Equity Shares of Rs. 10/- each aggregating to Rs.3,00,37,510/-</p> <p><b>Subscribed and paid up:</b></p> <p>3001951 Equity Shares of Rs. 10/- each aggregating to Rs. 3,00,19,510/-</p>	Rs. 1,50,00,000/-
No. of shares to be issued	1500000 Equity Shares of Rs. 10/- each aggregating to Rs. 1,50,00,000/-	
Cancellation of shares on account of cross holding, if any	NIL	NIL
Capital after the scheme	<p><b>Authorized:</b></p> <p>1,13,30,000 Equity Shares of Rs 10/-Each aggregating to Rs. 11,33,00,000/-</p> <p>17,000 Preference Shares of Rs 100/- Each aggregating to Rs. 17,00,000/-</p> <p><b>Paid Up Capital:</b></p> <p>4501951 Equity Shares of Rs. 10/- each aggregating to Rs. 45,019,510/-</p>	The transferor Company would wound up post approval of Scheme of Amalgamation.
Net Worth	(Rs. in crores)	(Rs. in crores)
Pre	3.21	1.65
Post	4.86	N.A
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	<p>Mr. AnkitMantri Partner Agarwal Sangneria &amp; Co FRN : 317224E</p>	

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.

# MILLENIUM ONLINE SOLUTIONS (INDIA) LIMITED

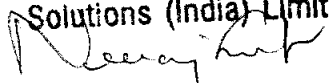
(formerly known as Mahamaya Investments Limited)

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

Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Method	Net Asset valueMethod	Method	Net Asset valueMethod
	NAV Per Share	Rs. (0.01/-)	NAV Per Share	Rs. 10/-
	Method	Profit Earning Value Per Share Method	Method	Profit Earning Value Per Share Method
	NAV Per Share	Not Considered	NAV Per Share	Rs. 1.08/-
	Method	Market Based Approach	Method	Market Based Approach
	NAV Per Share	Rs. 10/-	NAV Per Share	Not Applicable
Fair value per shares	Rs.10/-		Rs. 10/-	
Exchange ratio	One Equity Share of Rs. 10/- each of the transferee Company to be issued against One Equity Share held by the Equity Shareholders of Transferor Company.			
Name of Merchant Banker giving fairness opinion	Corporate Strategic Allianz Ltd.			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	797	0.03%	1500476	33.33%
Public	3001154	99.97%	3001475	66.67%
Custodian	Nil	Nil	Nil	Nil
TOTAL	3001951	100%	4501951	100%
No of shareholders	49082		49089	
Names of the Promoters	M/s Sheiladeep Investments Private Limited Mrs. ArundhatiBalkrishna		Neeraj Gupta HUF Mr. Santosh Kudpane Mr. Neeraj Gupta Mrs. Jayehsree Gupta Mr. Ratan P Gupta M/s Ultra Care Hygiene Limited	

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.

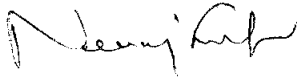
## MILLENIUM ONLINE SOLUTIONS (INDIA) LIMITED

*(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

Names of the Board of Directors	Mr. Neeraj Gupta Mr. Harilal Singh Faran Mr. JethalalGoswami Mr. NikunjPancholi Mr. GirdharilalKhuha	Mr. Neeraj Gupta Mrs. Jayehsree Gupta. Mr. Ravinder Sharma
Details regarding change in management control if any	As per the Scheme approved by the Board of Directors at their meeting held on November 25, 2013.	

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



**NEERAJ GUPTA**  
**MANAGING DIRECTOR**