

MILLENNIUM ONLINE SOLUTIONS (INDIA) LIMITED

(formerly known as Mahamaya Investments Limited)

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

Annexure -IV

Compliance Report with Requirement specified I n Part A of the Circular CIR/CFO/DIL/05/2013 dated February,4 2013 read with Circular No. CIR/CFO/FIL/08/2013 dated May 21,2013..

Sub : Application Under Clause 24(f) of the Listing Agreement for the proposed Scheme of Amalgamation of Millennium Online (India) Limited with Millennium Online Solutions (India) Limited (Formerly Known as Mahamaya Investments Limited)

In Connection with above application , we hereby confirm that we satisfy all the conditions as specified in the aforesaid SEBI circular, as given hereunder:

Sr,No	Requirement as per CIR/CFO/DIL/05/2013 dated February 4,2013 read with circular no.CIR/CFO/DIL/08/2013 dated May 21,2013	Whether Complied or Not & How
1.	Listed Companies Shall Choose one of the Stock Exchange having nation wide trading terminals as the Designates stock exchange for the purpose of coordination with SEBI	Yes Bombay Stock Exchange Limited
Compliance as Per Part A , Annexure I to the Circular		
2	Documents to be Submitted	
2.a	Draft Scheme of Arrangement/ Amalgamation / Merger/ Reconstructions/ Reduction of Capital	Yes

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2.b	Valuation Report from Independent Chartered Accountant	Yes Agarwal Sangneria & Co., Chartered Accountants, Mumbai
2.c	Report from Audit Committee recommending the draft scheme	Yes Report dated 21 st November, 2013
2.d	Fariness Opinion by Merchant Banker	Yes Corporate Strategic Allianz Limited, Ahemdabad
2.e	Pre and Post Amalgamation Shareholding Pattern of Unlisted Company	Yes Attached Post amalgamation shareholding pattern of unlisted Company ("Transferor Company") not applicable since the Company would get wound up.
2.f	Audited Financial Results of Last 3 years (Financials Not being 6 Months old) of unlisted Company	Yes Attached
2.g	Compliance with Clause 49 of the Listing Agreement	Complied Attached
2.h	Complaints Report	Yes. To be complied with within 7 days of expiry of 21 days from the date of filing of Draft Scheme

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3	The Equity Shares sought to be listed are proposed to be allotted by the Transferee Company to the holders of Transferor Company Pursuant to Scheme of Amalgamation (scheme) sanctioned by the High Court under Section 391-394 of the Companies Act, 1956	Not Applicable to transferor Company
4	At Least 25% of the post scheme paid up share capital of the transferee Company shall comprise of share allotted to the public holders in the transferor Company	Yes
5	The Transferee Company will not issue /reissue any shares not covered under the draft scheme	Yes
6	As on the date of application there are no outstanding warrants / instruments. Agreements which give right to any person to take the equity shares in the transferee company at any future date. If there are such instruments stipulated in the draft scheme, the percentage referred to in point (b) above shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions	Yes No Such outstanding warrants

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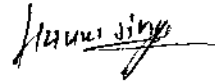
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	outstanding as well as on assumptions that the options outstanding, if any to subscribe for additional capital will be exercised	
7	The Shares of the Transferee Company issued in lieu of lock in shares of the transferor Company are subjected to the lock in for the remaining period.	Not Applicable as transferor Company Does not have any share in Locked in.

Date: 21st November, 2013

Place: Thane

For Millennium Online Solutions (India) Limited
(Formerly known as Mahamaya Investments Ltd)



DIRECTOR