

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF
MILLENNIUM ONLINE (INDIA) LIMITED AT THEIR MEETING HELD ON 21ST DAY OF NOVEMBER, 2013
AT THE REGISTERED OFFICE OF THE COMPANY

APPROVAL OF SCHEME OF AMALGAMATION OF MILLENNIUM ONLINE (INDIA) LIMITED
("TRANSFEROR COMPANY") WITH 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 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 1ST 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. Mrs. Jayeshree Gupta : Director
2. Mr. Neeraj Gupta : Director
3. Mr. Ravindar.M.Sharma : Director
4. Mr. Arun Kumar Sharma : Authorized Signatory

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:-





Quest For Excellence

MILLENNIUM ONLINE (INDIA) Ltd.
FLAT NO. 53,5TH FLOOR ,
BUILDING NO. 11 VIJAY VILAS TORES,
G.B. ROAD,KAVESER, THANE-400615

- (a) Scheme of Amalgamation with Hon'ble Bombay High Court and with other concerned authorities.
- (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 (INDIA) LIMITED

**NEERAJ GUPTA
DIRECTOR**