



TIHIL

TRANS INDIA HOUSE IMPEX LIMITED
ONCE TRIED ALWAYS TRUSTED

34TH AGM

ANNUAL REPORT-2021-22

TRANS INDIA HOUSE IMPEX LIMITED

(Formerly Known as IO SYSTEM LIMITED)

TIHIL-One of the Fastest growing Export Power House of India

Registered Office

Office No. 1109, Corporate Park Tower,
A/1,Plot No.7a/1, Sector 142, Noida
Gautam buddha Nagar Up 201301
E-mail : iosystembuz@gmail.com
Website: www.tihil.co.in

Communication Address

B-1101, Titanium Square, B/H. Sarveshwar Tower,
Opp. B.M.W. Show Room,
Thaltej, Ahmedabad GJ- 380054

Statutory Auditors

M/s H S Gupta & Co., Chartered
Accountants, R-13/27, Raj Nagar,
Ghaziabad-201002 (U.P).

Internal Auditors

Krishan Kumar & Co., Chartered
Accountants, L- 1st, Street No.17,
House No. 920,Sangam Vihar, Near Naveen Public
School,
Delhi-110080.

Secretarial Auditors

Divyanshu Sahni & Associates,
Company Secretaries,
512-B, 5th Floor,
Kirti Shikhar Building,
District Centre, Janakpuri,
New Delhi-110058.

Registrar & Share Transfer Agent

MAS Services Limited
T-34, 2nd Floor, Okhal Industrial Area, Phase-II,
New Delhi-110 020.
Phone : 011-26387282/83

Bankers

Yes Bank.

DIRECTORS & KMP'S

S.No.	NAME	DESIGNATION
1	Mr. Mayank S. Jolly	Director
2	Mr. Mitesh S. Rajput	Director
3	Mr. Irfan Qureshi	Director (Chairman of the Meeting)
4	Mr. Aditya V. Patel	Independent Director
5	Miss Nidhi Bansal	Independent Director
6	Miss Manisha K. Rajput	Chief Financial Officer

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Gautam buddha Nagar Up 201301
E-Mail:- iosystembuz@gmail.com
Website: www.tihil.co.in
CIN: . L74110UP1987PLC008764

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting ("AGM") of the members of **TRANS INDIA HOUSE IMPEX LIMITED** (Formerly Known as IO SYSTEM LIMITED)will be held on Friday, 30th day of September, 2022 at 1.30 P.M. to transact the following business through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Irfan Qureshi (DIN:09494589), who retires by rotation and being eligible, offers himself for re-appointment.

Proposed Resolution:

(To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution)

"RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 and the rules made there under, read with the applicable regulations of the SEBI(LODR) Regulations, 2015, Mr. Irfan Qureshi (Vide DIN: 09494589) who retires by rotation at this 34th Annual General Meeting and being eligible has offered himself for re- appointment, be and is hereby re- appointed as a director of the Company liable to retire by rotation."

3. To Appoint Statutory Auditor M/s Gupta Garg & Agrawal , Chartered Accountants , Noida, Delhi

The Chairman put a Consent letter received from the Statutory Auditor M/S Gupta Garg & Agrawal , Chartered Accountants , Noida, Delhi on dated 02-09-2022. The tenure of previous Statutory Auditor M/s H S Gupta & Co., Chartered Accountants, is completed in the 34th Annual General Meeting, hence, appointment/ re appointment of New Statutory Auditor is required.

Proposed Resolution:

(To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution)

"RESOLVED THAT pursuant to the provision of Section 139 & 142 of the Companies Act, 2013 read with rule 3 of the Companies (Audit & Auditors) rules, 2014, and other applicable provisions of the Companies Act, 2013 and as recommendation made by the Audit committee of the Company ,M/S Gupta Garg & Agrawal , Chartered Accountants , Noida, Delhi , FRN: 505762C be and are hereby appointed as Statutory Auditor of the Company in place of retiring St. Auditor M/S H S Gupta & Co., Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the Conclusion of 39th Annual General Meeting of the Company to be held in the year 2027, on such remuneration as may be mutually agreed upon between the Statutory Auditor , Audit Committee and Board of Directors of the Company plus reimbursement of out of pocket expenses, travelling expenses & other Gvt. Expenses..

SPECIAL BUSINESS:

1. To Regularize Mr. Aditya V. Patel (DIN: 09121052) as Non-Executive Independent Director under professional Category from Additional Director.
2. To Regularize Miss. Nidhi Bansal (DIN: 09693120) as Non-Executive Independent Director under professional Category from Additional Director.

Dated : 05th September, 2022
Place : NOIDA

For TRANS INDIA HOUSE IMPEX LIMITED,

Sd/-
Mayank S. Jolly
DIRECTOR
DIN: 09366175

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Special Item No. 01 To Regularize Mr. Aditya V. Patel (DIN: 09121052)as Non-Executive Independent Director under professional Category from Additional Director.

pursuant to the provisions of section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the regulation 19(4) read with part D of Schedule II of SEBI (LODR) regulations, 2015 and applicable regulations, notifications and circulars of RBI, Mr. Aditya V. Patel be and is hereby appointed as Non-Executive Independent Director under professional Category from Additional Director.

Briefing:

Mr. Aditya V. Patel by profession is a Company Secretary having membership No: A41204. His Name is registered under the Independent Directors' Data bank registry. His Date of Birth is 13-07-1993 and a residing at Ahmedabad, Gujarat, India.

Proposed Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee Mr. Aditya V. Patel vide DIN: 09121052 be and is hereby appointed as Non-executive- Professional- Independent Director of the Company , not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years with effects from September, 30th, 2022 till September 29th , 2027. “

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file & Sign Form DIR-12 with the ROC through MCA portal and to intimate the BSE for giving effect to the above resolution.”

Special Item No. 02 To Regularize Nidhi Bansal (DIN: 09693120) as Non-Executive Independent Director under professional Category from Additional Director

pursuant to the provisions of section 149 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the regulation 19(4) read with part D of Schedule II of SEBI (LODR) regulations, 2015 and applicable regulations, notifications and circulars of RBI, Miss Nidhi Bansal be and is hereby appointed as Non-Executive Independent Director under professional Category from Additional Director

Briefing:

Miss. Nidhi Bansal by profession is a Company Secretary having membership No: A66514. Her Name is registered under the Independent Directors' Data bank registry. Her Date of Birth is 03-09-1992 and residing at Sheopur, M.P. , India.

Proposed Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 including any other rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force) Miss Nidhi Bansal vide DIN: 09693120 be and is hereby appointed as Non-executive-Professional- Independent Director of the Company , not liable to retire by rotation and to hold office for a term of 5 (Five) consecutive years with effects from September, 30th, 2022 till September 29th , 2027. “

“RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to file & Sign Form DIR-12 with the ROC through MCA portal and to intimate the BSE for giving effect to the above resolution.”

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA”) followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 (collectively “MCA Circulars”) and SEBI circular dated May 12, 2020, and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2020/11 dated January 15, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (“VC”) or other audio visual means (“OAVM”). Hence, in compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 34th Annual General Meeting (“AGM”) of the Company is being held through VC / OAVM and members can attend and participate in the ensuing EGM/AGM through VC/OAVM. The deemed venue for the 34th AGM shall be at the Registered Office of the at OFFICE NO. 1109, CORPORATE PARK TOWER, A/1,PLOT NO.7A/1, SECTOR 142, NOIDA NOIDA Gautam Buddha Nagar UP 201301 IN
2. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 is annexed as there are items of Special Business set out in the notice convening the AGM.
3. The Company has enabled the Members to participate at the 34th AGM through the VC facility provided by Mas Services Limited, Registrar and Share Transfer Agents. The instructions for participation by Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by “MCA”, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence, the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this notice.
5. Corporate members intending to attend the AGM through authorized representatives are requested to send a scanned copy of duly certified copy of the board or governing body resolution authorizing the representatives to attend and vote at the AGM to email the said resolution to the Scrutinizer at hetidshah@gmail.com with a copy marked to company at iosystembuz@gmail.com at least 48 hours before the meeting.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 (the “Act”).
7. Additional information, pursuant to Regulation 36 (3), of the Listing Regulations, in respect of directors reappointing at the AGM is appended hereto and forms part of this Notice.
8. a) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the September 24th , 2022 to Friday, the September 30, 2022 (both days inclusive).

b) The remote e-voting period commences on **Sunday, September 25, 2022 (09:00 am) and ends on Thursday, September 29, 2022 (05:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **23rd September, 2022**, may cast their vote by remote e-voting. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on September 23, 2022.

c) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members. The Members seeking to inspect such documents can send an email to iosystembuz@gmail.com .

9. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM on Friday, 30th September, 2022.
10. Members holding shares in physical form are requested to intimate immediately to the Registrar & Share Transfer Agent of the Company, **MAS Services Limited, ("RTA")**, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110 020 Ph:- 011-26387281/82/83 Fax:- 011-26387384 quoting registered Folio No. (a) details of their bank account/change in bank account, if any, and (b) change in their address, if any, with pin code number.

In case shares are held in demat form, the members who wish to provide / change/ correct bank account details should send the same immediately to their concerned Depository Participant ("DP") and not to the Company. Members are also requested to give the Bank details (MICR Code, IFSC) to their DP. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of deceased joint holder or change in the Bank account details.

The shareholders holding the shares in physical form are requested to dematerialize their shares at the earliest.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Form can be downloaded from the website of "RTA" of the Company, i.e., www.masserv.com. Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the RTA, in case the shares are held in physical form.
12. Any member requiring further information on the Accounts at the meeting is requested to e-mail their queries in writing to CFO, at iosystembuz@gmail.com, at least one week before the meeting.
13. In respect of the matters pertaining to Bank details, ECS mandates, nomination, power of attorney, change in name/address etc., the members are requested to approach the Company's Registrars and Share Transfer Agent, in respect of shares held in physical form and the respective Depository Participants, in case of shares held in electronic form. In all correspondence with the Company/Registrar and Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID for physical or electronic holdings respectively.
14. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during normal business hours on any working day except Saturday / Sunday, upto the date of meeting.
15. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company / RTA.
16. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.
17. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote.
18. In case of joint holder attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, the Annual Report including audited financial statements for the financial year 2021 including notice of 34th AGM is being sent only through electronic mode to those Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In case you have not registered your email id with depository or RTA you may register your email id in following manner :

Physical Holding	Send a signed request to Registrar and Transfer Agents of the Company, MAS Services Limited at info@masserv.com providing Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

20. Additional information, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment is annexed to the notice.

21. In line with the MCA Circulars, Members may also note that the Notice of the 34th AGM and the Annual Report 2021-22 will also be available on the Company's website, www.tihil.co.in and website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and also on the website of NSDL <https://www.evoting.nsdl.com>. In case of any queries regarding the Annual Report, the Members may write to iosystembuz@gmail.com to receive an email response.
22. **Voting through electronic means:** In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr. Amit Jain, Chartered Accountant, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL, and RTA and will also be displayed on the Company's and NSDL website, www.tihil.co.in & evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Sunday, September 25, 2022 (09:00 am) and ends on Thursday, September 29, 2022 (05:00 pm)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com/. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the

	<p>following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginorwww.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to hetidshah@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to iosystembuz@gmail.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to iosystemltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. [Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THEEGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (iosystemltd@gmail.com). The same will be replied by the company suitably.

Place: NOIDA

By Order of the Board,
For TRANS INDIA HOUSE IMPEX LIMITED,
Sd/-
Mayank S. Jolly
DIRECTOR
DIN: 09366175

Details of Director seeking appointment/re-appointment at the 34th Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings]

Name of the Director	Mr. Irfan Qureshi
DIN	09494589
Date of Birth/Age	20/12/1984 (38 years)
Nationality	Indian
Brief Resume of the Director and nature of his Expertise in specific functional area	HSC, having more than 12 years of experience in the field of Food processing & scrap dealing.
Relationship with Directors and Key Managerial Personnel	No Relation
Board Membership of other companies	1. ESPORTARE INDIA PRIVATE LIMITED 2. UPWISE BUSINESS CONSULTANTS PRIVATE LIMITED
Membership of Committee of the Board (other than TRANS INDIA HOUSE IMPEX LIMITED.)	NIL
No. of shares held	3287882
No. of Board meetings attended	NIL
Terms and conditions of re-appointment	Proposed to be re-appointed as Non-executive Non-independent Director, liable to retire by rotation.
Remuneration last drawn (including sitting fee, if any).	NIL
Remuneration sought to be paid	NIL
Date of first appointment on the Board	20-04-2022

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in submitting the 34th Annual Report together with the Statement of Accounts for the year ended 31st March, 2022.

Financial Performance

The summarized results of the Company are given in the table below:

PARTICULARS	(Amount in Rs.' 000)	
	31.03.2022	31.03.2021
Total Income (Other Income)	0.76	1.76
Profit/(loss) before Interest, Depreciation & Tax (EBITDA)	(8,332.91)	(7,347.50)
Finance Charges	3,769.22	2,962.47
Depreciation	11.49	11.58
Net Profit/(Loss) After Tax	(8,332.91)	(7,347.50)
Profit/(Loss) brought forward from previous year	(2,04,200.67)	(1,96,853.17)
Profit/(Loss) carried to Balance Sheet	(2,12,533.58)	(2,04,200.67)

Summary of Operations

During the year under review, the Company did not carry on any business activity and only earnings for the Company was through other income which stood at Rs.(in'000) 0.76 as compared to that of Rs.(in'000) 1.76 during the previous year. The Company incurred a loss of Rs. (in'000) 8332.91 during the year though during the previous year a loss of Rs. (in'000) 7347.50.

COVID-19 Pandemic

The Novel Coronavirus disease (COVID-19) was declared a global pandemic by the World Health Organization in March 2020. The Government of India took various actions to contain the COVID-19 pandemic, such as closing of borders and lockdown restrictions, which resulted in significant disruption to people and businesses all over the country. It was followed by restricted ease of operations and localized restrictions in various parts of the country.

In response to COVID-19 pandemic situation, the Company quickly instituted measures to trace all employees and be assured of their safety, health and well-being. Keeping in view the safety of our employees and in line with the guidelines issued by the Government, the offices were closed and the employees were shifted to an entirely new 'work-from-home' model.

Your Company, which is already in losses since last many years, is taking all necessary measures in terms of mitigating the impact of the challenges being faced due to the pandemic and accrued losses and is working hard to come out of the red and start doing some business at the earliest.

Transfer to Reserves

The Company has not transferred any amount to General Reserve in the current year.

Business Review/State of the company's affairs

During the year under review, the Company did not carry any business activity. The Company has been incurring losses for the past many years and is yet to overcome the same. The Company has stopped its commercial production owing to huge losses over the past many years.

Dividend

In view of the losses incurred during the year as well as in the previous years, your Directors do not recommend any dividend.

Subsidiary Company

The Company does not have any subsidiary. However, the Company continues to be the subsidiary of Smart Bharat Private Limited (erstwhile Smart Entertainment Pvt. Ltd.) with Smart Global Corporate Holdings Private Limited as the Ultimate Holding Company.

Directors' Responsibility Statement

Pursuant to the provisions of sub-section (5) of Section 134 of the Companies Act, 2013, the Directors of your Company, to the best of their knowledge and ability, confirm:

- that in the preparation of annual accounts, the applicable accounting standards have been followed alongwith explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on

March 31, 2022 and of the profit / loss of the Company for that period;

- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- that proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Capital/ Finance

During the year under review, there was no enhancement or reduction in capital of the Company. As on 31st March, 2022, the capital break-up of the Company is as under:

- Authorised Capital:** Rs. 25,00,00,000/-, divided into 2,00,00,000 Equity Shares of Rs.10/- each and 5,00,000 Preference Shares of Rs.100/- each.
- Issued, subscribed and fully paid up share capital:** Rs. 16,90,00,000/-, divided into 1,69,00,000 Equity shares of Rs.10/- each.

Directors and Key Managerial Personnel

Composition: During the year the Board comprises 5 (Five) Directors of which Two are non-executive Independent Directors and the others are non-executive non-independent Directors.

Appointment/ resignation of Board of Directors and/or Key Managerial Personnel:

There are changes in the Directorship and the Key Managerial Personnel of the Company since the last Annual General meeting.

Name of the Directors	Designation	Date of Appointment	Date of Resignation
Arun Seth	Non-Executive - Non Independent Director	30-09-2022	15-06-2022
Kamalapati Kashyap	Non-Executive - Non Independent Director	21-07-2019	16-06-2022
Vidya Chhabra	Non-Executive - Non Independent Director	21-07-2019	15-06-2022
Seema Salwan	Non-Executive - Independent Director	14-08-2019	24-06-2022
Siddheshwar Kumar Upadhyay	Non-Executive - Independent Director	28-09-2019	15-06-2022
Dinkar Sharma	Company Secretary & Compliance Officer	11-09-2009	17-06-2022
Rakesh Kumar Bhatnagar	Chief Financial Officer	01-03-2015	17-06-2022
Pankajkumar Singh	Chief Executive Officer	01-06-2018	17-06-2022
Mayank Suresh Jolly	Non-Executive - Non Independent Director	20-04-2022	-
Mitesh Surendrasinh Rajput	Non-Executive - Non Independent Director	20-04-2022	-
Irfan Qureshi	Non-Executive - Non Independent Director	20-04-2022	-
Manisha K. Rajput	Chief Financial Officer	20-06-2022	-
Aditya V. Patel	Non- Executive- Independent Director	12-08-2022	-
Nidhi Bansal	Non- Executive- Independent Director	12-08-2022	-

Declaration by Independent Directors : Pursuant to the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company has received declaration from both the Independent Directors of the Company confirming their compliance with the criteria of independence and their independence from the management. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company. In the opinion of the Board both the Independent Directors of the Company, possess requisite qualifications, experience and expertise and hold highest standards of integrity.

Number of Meetings of the Board

Four meetings of the Board were held during the year Financial Year 2021-22 on 30/06/2021, 13/08/2021, 12/11/2021 and 14/02/2022. All the Directors attending the meeting actively participated in the deliberations at these meetings. The intervening gap between any two meetings was with the period prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015. More details of the Board meetings have been provided in the Report on Corporate Governance.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder, Schedule IV of the Act and SEBI (LODR) Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI"). The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, held on 31st Day of March, 2022, performance of non-independent directors and the performance of Board as a whole was evaluated. The same was discussed in the board meeting that followed the meeting of the independent Directors.

Policy on Directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

Internal Financial Control Systems and their adequacy

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis which forms part of this report.

Statutory Auditors

M/s H S Gupta & Co., (Firm Registration No. 000326C), Chartered Accountants, the Statutory Auditors of the Company were appointed at the 29th Annual General Meeting of the Company held on 29th September, 2017 to hold office for a period of five years, i.e., upto the conclusion of 34th Annual General meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting. The Tenure of the Statutory Auditor is going to Completed in the 34th Annual General meeting. Hence, appointment of new Statutory Auditor is required. The Chairman of the Company put a Consent received from the St. Auditor M/S Gupta Garg & Agrawal, Chartered Accountants, Noida, Delhi on dated 02-09-2022. M/S Gupta Garg & Agrawal, Chartered Accountants, Noida, Delhi, FRN: 505762C will be appointed as Statutory Auditor of the Company for a period of Five years starting from Financial year 2022-23 and that they shall hold office from the conclusion of this Annual General Meeting until the Conclusion of 39th Annual General Meeting of the Company to be held after this AGM i.e. for F.Y. 2022-23, on such remuneration as may be mutually agreed upon between the Statutory Auditor, Audit Committee and Board of Directors of the Company plus reimbursement of out of pocket expenses, travelling expenses & other Govt. Expenses, subject to ratification by members of the Company in every Annual General Meeting.

Internal Auditors

The Company had appointed M/s Agarwal Akshay & Associates., Chartered Accountants, Ahmedabad, vide FRN: 015592C as Internal Auditors of the Company for the financial year 2022-23 in the board meeting held on 05th day of September, 2022.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s Divyanshu Sahni & Associates, Company Secretaries, New Delhi, to conduct the Secretarial Audit of the Company for the financial year 2021-22. The Secretarial Audit Report forms part of this report.

Auditors' Report and Secretarial Auditors' Report - Explanation and Comments

The reports of Statutory auditors and that of the Secretarial Auditors are self-explanatory and do not require further comments.

Audit Committee

The details pertaining to composition of audit committee are included in the Corporate Governance Report, which forms part of this report.

Material Change

There are material change(s) or commitment(s) after the closure of the financial year.

01. The Company has entered into the process of Takeover. Hence, Management of the Company has also been changed.

02. Change of Name and Main Business Activities:

The Company's Name is changed from IO SYSTEM LIMITED to TRANS INDIA HOUSE IMPEX LIMITED

Change in main Business Activity carried out by the Company are as mentioned below:

To Carry on the business of exporters, importers, buyers, sellers, traders, processors, packaging, re-packaging, merchant traders,

cultivators, mediators' broker, agents, export house, consignments agents, marketing agents, commission agents, distributors, suppliers, freight service traders, factors, stockiest, advisors, partner of and dealers in all kind of industrial consumer products (both durable and non-durable), specialized in trading of all kind of ceramics and its products, textiles, oil, fuels, dehydrated products and intermediate products of any kinds of merchandise goods including ferrous and nonferrous items in particular and commodities and services and to do all such other acts and things which are conducive to the aforesaid business and/ or ancillary or incidental to the same.

Corporate Governance

As per Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a separate section on Corporate Governance together with a certificate from the practicing Company Secretary confirming compliance is set out in the Annexure forming part of this report. A compliance Certificate on Corporate Governance as per Chapter IV of SEBI (LODR) Regulations, 2015, issued by M/s Divyanshu Sahni & Associates, Company Secretaries, forms part of this Report.

Certificate of Non-disqualification of Directors

A Certificate of non-disqualification of Directors pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of SEBI (LODR) 2015 obtained from M/s Divyanshu Sahni & Associates, Company Secretaries, forms a part of this report

Risk Management

The Board of the Company has formed a risk management policy. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The development and implementation of risk management policy has been covered in the management discussion and analysis, which forms part of this report.

Particulars of loans, guarantees and investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Transactions with related parties

All transactions entered into with Related parties as defined under Companies Act, 2013 and SEBI (LODR) Regulations, 2015, during the Financial Year were in the ordinary course of business and on arms' length basis and do not attract provisions of Section 188 of the Companies Act, 2013. However, since Company, from time to time, takes loan from its Holding Company, viz., Smart Bharat Pvt. Ltd., (erstwhile Smart Entertainment Pvt Ltd) the approval of shareholders was obtained through Special Resolution at the Annual General Meeting of the Company, held on 30th September, 2016, to approve for such transactions upto a limit of Rs.50 Crores. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure I in Form AOC-2 and the same forms part of this report.

Corporate Social Responsibility (CSR) Policy

The provisions regarding formation / constitution of CSR Committee prescribed under Section 135 of the Companies Act, 2013 are presently not applicable to the Company.

Extract of Annual Return

As provided under Section 92(3) of the Act, the extract of annual return is given in Annexure II in the prescribed Form MGT- 9, which forms part of this report.

Particulars of Employees

- a) Details as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 :
- No employee was paid remuneration in excess of Rs.8.50 Lacs per month (if employed for a part of the year) or Rs.1.02 Crores per annum (if employed throughout the year) during 2021-22 and hence there is no disclosure requirement as per Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.
 - No employee of the Company, if employed throughout the financial year or part thereof, was in receipt of remuneration during the financial year 2021-22 which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

- b) Details as per Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

S.No.	Particulars	Remarks
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company during the Financial year.	Not comparable as at present there is no director of the Company, who is drawing any remuneration from the Company, except the sitting fee paid to Independent Directors.
2.	The percentage increase in remuneration of each Director, Chief Financial Officer (CFO), Executive Officer, Company Secretary or Manager, if any, in the financial year.	NIL

3.	The percentage increase in median remuneration of the employees in the financial year.	There are no other employees in the Company except KMP's mentioned above.
4.	The number of permanent employees on rolls of the Company.	3
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in managerial remuneration.	Since, there are no employees other than the KMPs of the Company, such comparison is not possible and there has been no increase in their salaries.
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	Yes.
7	The explanation on the relationship between average increase in remuneration and company performance	Not comparable as the Company did not carry any business activity during the year.
8	Comparison of the remuneration of the key managerial personnel against the performance of the Company:	Not comparable as the Company did not carry any business activity during the year. However, the increase in salaries was made considering the inflation and other indices prevalent.

Vigil Mechanism

The Company has implemented a Vigil Mechanism (Whistle Blower Policy) and is posted on the Company's website i.e. www.tihil.co.in and no person is denied access to the Audit Committee.

Cost Records

The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under Clause 3(vi) of the order is not applicable to the Company.

Dematerialization

The equity shares of the Company are being compulsorily traded in dematerialized form. As on 31st March 2022, 16323300 shares of the Company have been dematerialized representing 96.58% of the total equity Share Capital of the Company.

Secretarial Standards

The Directors state that applicable secretarial standards, i.e. SS- 1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

Other Disclosure requirements

- The corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which form part of this report.
- The extract of the Annual Return of the Company is annexed herewith and forms an integral part of this Report.
- Details of the familiarization programme of the independent directors are available on the website of the Company.
- Policy on dealing with related party transactions is available on the website of the Company.

Deposits from public

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

(a) Conservation of energy

1.	Energy Conservation measures taken	Since there is no manufacturing activity in the Company, therefore,
2.	Additional investments & proposals, if any, being implemented for reduction of consumption of energy.	

3.	Impact of above measures for reduction of energy consumption and consequent impact on production of goods.	there is no scope for energy consumption and its conservation.
4.	Total energy consumption and energy consumption per unit of production.	

(b) **Technology Absorption**

1	Specific areas in which R&D is carried out	NIL
2	Benefits derived as a result	N/a
3	Future plan of action	Not required as of now
4	Expenditure on R&D	NL

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has in place Sexual Harassment Policy and an Internal Complaints Committee in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All the employees (permanent, contractual, temporary, trainees) are covered under this Policy. This policy provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints.

During the year, the Company has complied with the provisions of Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013 read with Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Rules, 2013 and has formed necessary committees. During the year under review, the number of complaint(s) received were Nil.

Cautionary Statement

Statements in the Board's Report and the Management Discussion & Analysis Report describing the Company's objectives, Expectations or forecasts may be forward looking within the meaning of applicable laws. Actual results may differ materially from those expressed in the statement.

Board's Comment of Audit report

1. The Company has defaulted in payment of Interest on Loan:-

Comment by Board: The Company is acquired through due process of takeover, hence the dues if any, pertaining to interest of loan is the pendency before the event of takeover. Post-acquisition, the Company is empowered with new business strategy to run the business and hence the dues if any, will be cleared considering the factors related to it in consonance with the older management in the coming time. Pursuant to the takeover, we are enthralled to enhance the business with our new vision and mission. The Company is facing uncertainty in this to which the new management will endeavor to square off the deficiencies vide new business plans.

2. Material Uncertainty related to Going concern:-

Comment by Board: As the Company has been acquired through due process of takeover, the losses are pertaining to the earlier years. It is to be taken into account that with the Company's new vision, mission and operational plans, the management is all set to strengthen the business. Henceforth, we envision to work on the inadequacies and make the Company profitable in the coming time.

Appreciation

Your Company expresses its appreciation for the continued co-operation of the Statutory Authorities, Banks and employees of the Company. Your Company also wishes to thank all its stakeholders for their contribution and support throughout the year and look forward to their continued support in future.

Dated : 05th September, 2022

Place : NOIDA

**On behalf of the board of directors,
For TRANS INDIA HOUSE IMPEX LIMITED,**

**Mayank S. Jolly
Sd/-
Director
DIN: 09366175**

**Sd/-
Irfan Qureshi
Director
DIN: 09494589**

**Sd/-
Mitesh S. Rajput
Director
DIN: 06772154**

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED) has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2021-22.
2. Details of material contracts or arrangement or transactions at arm's length basis: TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED) has not entered into any contract or arrangement or transaction with its related parties during financial year 2021-22.
3. Details of other transactions with related parties have been mentioned separately in the Auditors' Report. The details of transactions with related parties are mentioned here below :

a.	Name of the related party and nature of relationship	Smart Bharat Pvt. Ltd. (erstwhile Smart Entertainment Pvt. Ltd. (Holding Company)	Mr. Rakesh Kumar Bhatnagar (Chief Financial Officer)	Mr. Dinkar Sharma (Company Secretary & Compl. officer)	Mr. Pankaj Kumar Singh (Chief Executive Officer)
b.	Nature of contracts / arrangements / transactions	Loan obtained	Appointment & Remuneration as CFO	Appointment & Remuneration as Company Secretary	Appointment & Remuneration as CEO
c.	Duration of contracts/ arrangements/ transactions	3 years	N.a	N.a	N.a
d.	Salient terms of the contracts / arrangements or transactions including the value, if any :	Loan @10% interest upto an aggregate amount of Rs. 50 Crores.	Appointment as CFO	Appointment as Company Secretary.	Appointment as CEO
e.	Date(s) of approval by the Board, if any.	Shareholders approval by way of Special Resolution dated 30/09/16. Board approval - whenever required.	01/03/2015	11/09/2009	01/06/2018
f.	Amount paid as advances, if any.	N/a	N/a	N/a	N/a

- Apart from this only sitting fee has been paid to the Independent Directors.

Dated : 05th September, 2022
Place : NOIDA

On behalf of the board of directors,
For TRANS INDIA HOUSE IMPEX LIMITED,

Sd/-
Mayank S. Jolly

Director
DIN: 09366175

Sd/-
Irfan Qureshi
Director
DIN: 09494589

Sd/-
Mitesh S. Rajput
Director
DIN: 06772154

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2022

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	L74110UP1987PLC008764
Registration Date	May 25, 1987
Name of the Company	TRANS INDIA HOUSE IMPEX LIMITED(Formerly Known as IO System Limited)
Category / Sub-Category of the Company	Company Limited by shares / Indian Non-Government Company
Address of the Registered office and contact Details	Office No. 1109, Corporate Park Tower, A/1,Plot No.7a/1, Sector 142, Noida Noida Gautam Buddha Nagar Up 201301 In Tel. : 079-46008108 Email : iosystembuz@gmail.com Website : www.tihil.co.in
Whether listed Company	Yes. (Listed at Bombay Stock Exchange)
Name, Address and Contact details of Registrar and Transfer Agent, if any	MAS Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase-II, New Delhi-110 020 Tel. : 011-26387282-83 ; Fax : 011-26387284 Email : info@masserv.com ; Website : http://www.masserv.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main Products/Services	NIC Code of the Product/ Service	% of total turnover of the Company
1.	Office Automation equipment	28170	N.A (since the turnover during year was NIL as the Company did not carry any business during the year).

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1.	Smart Bharat Private Limited	U67120UP1992PTC013974	Holding	74.825	2(46)

SHARE HOLDING PATTERN—RTA ONLY PROVIDE THE DATA

(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change During The Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/ HUF	0	29600	29600	0.175	0	29700	29700	0.18	0.005
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt (s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	12645400	0	12645400	74.825	12645400	0	12645400	74.82	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	12645400	29600	1267500	75	12645400	29700	12675100	75.00	0
(2) Foreign									

(a) NRIs –Individuals	0	0	0	0	0	0	0	0	0
(b) Other – Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A) (1)+(A)(2)	12645400	29600	1267500	75	12645400	29700	12675100	75	0
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	0	0	0	0	0	0	0	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2.Non-Institutions	0	0	0	0	0	0	0	0	0
(a) Bodies Corp.									
(i) Indian	1456189	16500	1472689	8.72	1178715	0	1178715	6.97	0.114
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	534428	518000	1052428	6.232	920116	516300	1436416	8.50	2.27
(ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs	1668213	200	1668413	10.83	1568271	16600	1584871	9.39	(-) 1.44
(c) Others (specify)									
i) NR/OCB	15900	14100	30000	0.18	10300	14100	24400	0.14	0.04
ii) Clg. Member	1470	0	1470	0.008	498	0	498	0.00	(-) 0.008
Sub-total (B)(2):-									
Total Public Shareholding (B)=(B) (1)+(B)(2)	3656000	56900	4225000	25	3677900	547000	4224900	25	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	16304100	595900	16900000	100	16323300	576700	16900000	100	NIL

Shareholding of Promoters :

S. No.	Shareholder's Name	Shareholding at the beginning Of			Shareholding at the end of the year			% Change In share Holding During theyear
		No. of Shares	% of total Shares	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total Shares	
1.	Veena Modi	100	0.001	0	100	0.001	0	0
2.	O P Dani	100	0.001	0	100	0.001	0	0
3.	R L Ahuja	100	0.001	0	100	0.001	0	0
4.	A K Mittal	100	0.001	0	100	0.001	0	0
5.	S K Jain	100	0.001	0	100	0.001	0	0
6.	S K Sethi	100	0.001	0	100	0.001	0	0
7.	S K Surana	100	0.001	0	100	0.001	0	0
8.	Harkarwal Singh	1000	0.006	0	1000	0.006	0	0
9.	Madan Gupta	1000	0.006	0	1000	0.006	0	0
10.	Suresh Kumar Jain	15000	0.089	0	15100	0.009	0	0.01
11.	R S Desikan	11000	0.065	0	11000	0.065	0	0
12.	Bhagchand P Jain	500	0.003	0	500	0.003	0	0

13.	Bhagchand Partiraj Jain	200	0.001	0	200	0.001	0	0
14.	Om Prakash Kariwala	200	0.001	0	200	0.001	0	0
15.	Smart Bharat Pvt. Ltd.	12645400	74.825	0	12645400	74.825	0	0

(iii) **Change in Promoters' Shareholding (please specify, if there is no change)** : There has been changes in the Promoters' shareholding during the year 2021-22.

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)**

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Shiv Mittal				
	At the beginning of the year on 01.04.2021	917482	5.429	917482	5.429
	Sold During the year	106595	0.630	106595	0.630
	At the end of the year on 31.03.2022	810887	4.798	810887	4.798
2	Infotrade Resources India Pvt. Ltd.				
	At the beginning of the year on 01.04.2021	548590	3.246	548590	3.246
	Sold During the year	76322	0.451	76322	0.451
	At the end of the year on 31.03.2022	472268	2.794	472268	2.794
3	Kanchan Mittal				
	At the beginning of the year on 01.04.2021	200000	1.183	200000	1.183
	Sold During the year	7720	0.045	7720	0.045
	At the end of the year on 31.03.2022	192280	1.137	192280	1.137
4	Chintan Ketankumar Dave				
	At the beginning of the year on 01.04.2021	1000	0.005	1000	0.005
	Purchased during the year	75081	0.444	75081	0.444
	At the end of the year on 31.03.2022	76081	0.450	76081	0.450
5	Centillion Capital Private Limited				
	At the beginning of the year on 01.04.2021	97549	0.577	97549	0.577
	Sold during the year	93348	0.552	93348	0.552
	At the end of the year on 31.03.2022	4201	0.024	4201	0.024
6	KA Gandhi (HUF0029)				
	At the beginning of the year on 01.04.2021	55000	0.325	55000	0.325
	At the end of the year on 31.03.2022	55000	0.325	55000	0.325
7	Divya Kanda				
	At the beginning of the year on 01.04.2021	0	0	0	0
	Buy during the year	90871	0.537	90871	0.537
	At the end of the year on 31.03.2022	90871	0.537	90871	0.537
8	Harishbhai H Buddhdev				
	At the beginning of the year on 01.04.2021	50000	0.295	50000	0.295
	At the end of the year on 31.03.2022	50000	0.295	50000	0.295
9	IPSAA Childcare Private Limited				
	At the beginning of the year on 01.04.2021	400000	0.295	400000	0.295
	At the end of the year on 31.03.2022	400000	0.295	400000	0.295
10	Step up Infra Private Limited				
	At the beginning of the year on 01.04.2021	400000	2.367	400000	2.367
	Sold During the year	93553	0.553	93553	0.553
	At the end of the year on 31.03.2022	306447	1.813	306447	1.813
11	Laxmipat Dudheria				
	At the beginning of the year on 01.04.2021	100000	0.59	100000	0.59
	Sold during the year	52388	0.309	52388	0.309
	At the end of the year on 31.03.2022	47612	0.281	47612	0.281
12	Amit Chaudhary				

	At the beginning of the year on 01.04.2021	48000	0.284	48000	0.284
	At the end of the year on 31.03.2022	48000	0.284	48000	0.284

Shareholding of Directors and Key Managerial Personnel (KMP) :

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of shares	% of total shares of the company
1.	Kamalapati Kashyap, Director	100	0.00	100	0.00
None of the other Directors or KMP's hold any shares in the Company.					

INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial Year				
i) Principal Amount	-	33,215,000	-	33,215,000
ii) Interest due but not paid	-	2,740,287	-	2,740,287
iii) Interest accrued but not due	-			
Total (i+ii+iii)	-	35,955,287	-	35,955,287
Change in Indebtedness during the financial year				
• Additions (Principal+Interest)	-	94,43,933		94,43,933
• Reduction (Principal + Interest)	-	-		-
Net Change	-	94,43,933		94,43,933
Indebtedness at the end of the financial year				
i) Principal Amount	-	4,16,30,000	-	4,16,30,000
ii) Interest due but not paid	-	37,69,220	-	37,69,220
iii) Interest accrued but not due				
Total (i+ii+iii)	-	4,53,99,220		4,53,99,220

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

B. Remuneration to other directors:

S No.	Particulars of Remuneration	Name of Directors	Total Amount
	1. Independent Directors		
	• Fee for attending board / committee meetings		
	• Commission		
	• Others, please		
	Total (1)		
	2. Other Non-Executive Directors the Financial Year 2020-21, except for sitting		
	• Fee for attending board / committee meetings fee		
	• Commission		
	• Others, please specify		
	Total (2)		
	Total (B)=(1+2) Rs. 60,000/- on account of sitting fee to independent Directors.	The Company has not paid any remuneration to any of the Director(s) of the Company during the year except for sitting fee of Rs.30,000 each for the two Independent Directors on the Board for Board and Committee Meetings held during the year, totaling to Rs.60,000.00/-	

	Total Managerial Remuneration
	Overall Ceiling as per the Act

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

S.No.	Particulars of Remuneration	CS	CFO	CEO	TOTAL
		Dinkar Sharma	Rakesh Kumar Bhatnagar	Pankaj Kumar Singh	
For the period 01.04.2021 to 31.03.2022					
1	Gross salary				
	(a) Salary as per section 17(1) of the Income-tax Act, 1961	13,04,613	8,04,310	3,36,720	24,45,643
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	0	0	0	
3	Sweat Equity	0	0	0	
4	Commission	0	0	0	
	- as % of profit				
	- others, specify...				
5	Others (please specify) (Reimbursements)	3,92,890	4,18,040		8,10,930
	Total	16,97,503	12,22,350	3,36,720	32,56,573

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

REPORT ON CORPORATE GOVERNANCE

(As required under the Companies Act, 2013 and
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance signifies the rules, practices, systems and processes by which a company is directed, controlled and monitored. It involves balancing the interests of various stakeholders of the company, which *inter-alia* include the shareholders, management, regulators, employees etc. and other business associates. The Company believes in good Corporate Governance practice and aims to keep the spirit of good corporate governance. It believes in the values of transparency, professionalism and accountability and recognizes the accountability of the Board and importance of its decisions on its customers, dealers, employees, shareholders, stakeholders and with every individual, who comes in contact with the Company.

2. BOARD OF DIRECTORS

- i. As on March 31, 2022, the Company had 5 directors, of which 2 are independent and 3 non-independent including one non-executive Chairman.
- ii. None of the directors on the board hold directorships in more than ten public companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2022 have been made by the directors. None of the directors are related to each other.
- iii. All the Independent directors are non-executive directors. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria of independent directorship Section 149 of the Act.
- iv. The names and categories of the directors on the board, their attendance at board meetings held during the year and the number of directorships and committee chairmanships / memberships held by them in other public companies as on March 31, 2022 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and of companies incorporated outside India. Chairmanships / memberships of board committees shall include only audit committee and stakeholders' relationship committee.

Name of the Director	Category	No. of Board meetings during the Financial Year 2021-22		Whether attended last AGM held on 26/09/2021	No. of Directorships in Other Public Companies		No. of Committee positions held in other public companies	
		Held	Attended		Chairman	Member	Chairman	Member
Arun Seth	Non-Executive Non-Independent	4	4	Yes	0	2	0	0
Seema Salwan	Non-Executive Independent	4	4	Yes	0	2	2	0
Siddheshwar Kumar Upadhyay	Non-Executive Independent	4	4	Yes	0	1	0	2
Kamalapati Kashyap	Non-Executive Non-Independent	4	4	Yes	0	2	0	0
Vidya Chhabra	Non-Executive Non-Independent	4	4	Yes	0	2	0	0

Board Meetings

The Board has formal schedule of matters reserved for its consideration, discussion and decision. The agenda is circulated in advance to the Board members. The items in the agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition, the Board is also kept informed of major events/items and approvals have been taken wherever necessary for making investments, ensuring adequate availability of financial resources and periodically consider the report on compliance of applicable laws and gives appropriate directions. The Board also reviews the Board Meeting minutes and financial statements and also takes on record the Committee meeting minutes.

The Board of Directors met four (4) times during the financial year ended 31st March, 2022 – on 30/06/2021,

13/08/2021, 12/11/2021 and 14/02/2022. The maximum gap between any two meetings was with the period prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015.

Details of Board members as on 31st March, 2022 and Attendance at Board & Annual General Meeting held on 26th September, 2021 has been given in the table above.

The details of dates of Board meetings and attendance thereat has been given in the table below :

S.No.	Date of the meeting	No. of Directors attended the meeting
1	30-06-2021	5
	13-08-2021	5
2	12-11-2021	5
3	14-02-2022	5

Board Procedure

The Directors are elected based on their qualifications and experience in varied fields as well as company's business needs. The Nomination and Remuneration Committee, recommends the appointment of Directors to the Board. At the time of induction on the Board of the Company, an invitation to join the Board of the Company is sent and a directors' handbook comprising a compendium of the role, powers and duties to be performed by a Director is given to the new Director. Presentation is also made to the new Director regarding the business and other details of the Company. During the year a separate meeting of the independent directors was held on 31st March, 2022, to review, *inter-alia*, the performance of non-independent directors and the board as a whole.

Details of Director seeking appointment / re-appointment

Mr. Irfan Qureshi (DIN : 09494589), Director of the Company, retires by rotation at the ensuing Annual General Meeting, and being eligible, offers herself for re-appointment. There has been no other change in the Directorship of the Company during the year 2020-21.

Prohibition of Insider Trading

In Compliance with the SEBI Regulations on Prevention of Insider Trading, the Company has framed a Code of Conduct to avoid any insider trading and it is applicable to all the Directors, Promoters, Senior Managerial Personnel and other connected persons of the Company who are expected to have access to the unpublished price sensitive information relating to the Company. The Code lays down guidelines, which advises them on procedure to be followed and disclosures to be made, while dealing in the shares of the Company. The Company has revised Internal Code of Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in line with the amendments in SEBI (Prohibition of Insider Trading) Regulations, 2015. The trading window is closed at the beginning of every quarter for all the designated persons to avoid insider trading and remain closed until after 48 hours after the Board meeting for consideration of results for that quarter.

3. BOARD COMMITTEES:

A. AUDIT COMMITTEE

Overall purpose/ objective: The role of Audit Committee in brief is to review *inter-alia*, the financial statements, internal Controls, accounting policies and internal audit reports.

Composition : The Company has already in place an Audit Committee with a non-executive independent Director as its Chairman and 2 members of which one is a non-executive independent Director and the other one is a non-independent Director. All the members of the Committee have excellent financial & accounting knowledge. The Chairman of the Audit Committee was present at the previous Annual General Meeting of the company held on 26th September, 2021.

Terms of Reference: The terms of reference of the audit committee covers all matters specified under Regulation 18 And Part – C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and under Section 177 of the Companies Act 2013. The terms of reference broadly include review of internal audit reports, action taken reports and assessment of the efficacy of the internal control systems/ financial reporting systems as well as reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with reference to legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor, and statutory auditor for the company.

Meetings: The Committee met four times during the financial year ended 31st March, 2022 on 30.06.2021, 13-08-2021,

12-12-2021 and 14-02-2021 and the time gap between the two meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR), 2015.

S.No.	Name of the Member	Chairman/ Member	No. of Meetings held during FY 2021-22	No. of Meetings Attended
1.	Mr. Siddheshwar Kumar Upadhyay	Chairman	4	4
2.	Mr. Seema Salwan	Member	4	4
3.	Mr. Arun Seth	Member	4	4

B. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company had a Stakeholders Relationship Committee in place, which looks into the redressal of the investors' complaints like non receipt of annual reports, dividend payments, change or deletion of name, issue of duplicate share certificates, dematerialization, rematerialisation, transfer, transmission, transposition, sub-division, consolidation and other allied transactions. The Committee also looks into all the communications received from the shareholders and complaints received from the stock exchanges or through Securities and Exchange Board of India.

Composition & Meetings.

- a) The Committee met 4 (Four) times, during the financial year ended 31st March, 2022 on 30.06.2021, 13-08-2021, 12-12-2021 and 14-02-2021. The Stakeholders Relationship Committee consists of 2 independent Directors and 1 Non-Executive Non-independent Director.
- b) The composition of Stakeholders Relationship Committee and particulars of meeting(s) attended by the members of the Committee are given below :

Name	Chairman / Member	No. of Meetings Held	No. of Meetings Attended
Siddheshwar Kumar Upadyay	Chairman	4	4
Arun Seth	Member	4	4
Seema Salwan	Member	4	4

Mr. Dinkar Sharma, Company Secretary, is the compliance officer of the Company.

Details of number of complaints received during the year are given below and Status of Investor Complaints as on March 31, 2022 are as under:

Complaints as on April 1, 2021	0
Received during the year	0
Resolved during the year	0
Pending as on 31st March, 2022	0

A. NOMINATION AND REMUNERATION COMMITTEE:

- i. The Company had a nomination committee and remuneration committee of directors.
The Committee met 4 (Four) times, during the financial year ended 31st March, 2022 on 30.06.2021, 13-08-2021, 12-12-2021 and 14-02-2021
- ii. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below :

Name	Chairman / Member	No. of Meetings Held	No. of Meetings Attended
Siddheshwar Kumar Upadyay	Chairman	4	4
Arun Seth	Member	4	4
Seema Salwan	Member	4	4

- iii. The Company does not have any stock option scheme.

iv. Remuneration Policy :

The Board through the Nomination and Remuneration Committee adopted Remuneration policy pursuant to Section 178 of the Companies Act, 2013. This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company. None of the Directors is paid any remuneration. However, the Non-Executive Independent Directors are entitled for sitting fees for every Board / Committee meeting attended by them. As regard payment of sitting fees to Non –Executive Directors, the same is within the limits prescribed in the provisions of Sections 197 of the Companies Act, 2013. The details of sitting fee paid to Directors during the financial year 2021-22 is as under :

Name of the Director	Category	Sitting Fee Paid (Rs.)	Any other
Seema Salwan	Non-executive Independent	30,000	NIL
Siddheshwar Kumar Upadhyay	Non-executive Independent	30,000	NIL

v. Details of Equity Shares held by the Directors as on 31st March, 2022:

Name of the Director	No. of shares held
Arun Seth	NIL
Kamalapati Kashyap	100 Shares
Vidya Chhabra	NIL
Seema Salwan	NIL
Siddheshwar Kumar Upadhyay	NIL

vi. Meeting of Independent Directors: The Independent Directors of the Company had met during the year on 31st March, 2022 to review the performance of non-independent Directors and the Board as a whole and had assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

D. RISK MANAGEMENT COMMITTEE:

The Board at its meeting held on 30th May, 2014 has constituted the Risk Management Committee. Since the Company is not required to formulate a Risk Management Committee, the same stood dissolved w.e.f 30/05/2016. However, the Company has in place Risk Management Policy.

4. General body Meetings

The location, date and time of General Meetings held during the last 3 years are given below:

ANNUAL GENERAL MEETING (AGM):

Financial Year	Date	Time	Venue
2020-21	26/09/2021	11.00 a.m.	Audio-Visual Means [Global Knowledge Park, Plot No.19A & 19B, Sector-125, NOIDA-201 01 (U.P)].
2019-20	27/09/2020	10.30 a.m.	Audio-Visual Means [Global Knowledge Park, Plot No.19A & 19B, Sector-125, NOIDA-201 01 (U.P)].
2018-19	30/09/2019	11.00 a.m.	C-10, Sector-65, NOIDA-201 301 (U.P).

Extraordinary General Meeting: No Extra-ordinary General Meeting was held during the year 2021-22.

The details of special resolutions passed in the previous 3 AGMs and details of voting			
S. No.	Date of AGM	Item of Special Resolution	
1	29.09.2018	No Special Resolution was passed.	
2	30.09.2019	No Special Resolution was passed.	
3	27.09.2020	No Special Resolution was passed.	
4	26.09.2021	No Special Resolution was passed	

Details of Voting Pattern: All resolutions were passed with requisite majority.

Details of special resolution passed through postal ballot, the persons who conducted the postal ballot exercise and the details of voting pattern: During the year under review, no special resolution has been passed through the exercise of postal ballot. None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

5. Disclosures:

1. There were no transactions of material nature with the directors or the management or their subsidiaries or relatives etc.

during the year, which could have potential conflict with the interests of the Company at large except for the ones mentioned in Form AOC-2 annexed in this report.

2. There were no instances of non-compliance, penalty or strictures imposed on the company by Stock Exchanges, SEBI or other statutory authority of any matter related to the capital market, during the year ended 31st March, 2022.
3. Vigil Mechanism (Whistle Blower Policy) : The Company has implemented a Vigil Mechanism (Whistle Blower Policy) and is posted on the Company's website i.e., www.iosystem.in and no person is denied access to the Audit Committee.
4. The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions.
5. Application of non-mandatory requirements: The Company has fulfilled the following non-mandatory requirements:
 - a. The internal auditor has access for the direct reporting to the Audit Committee.
 - b. The statutory financial statements of the Company are unqualified.
6. The company has no subsidiary company. However, the Company continues to be the subsidiary of Smart Bharat Private Limited.
7. Related Party Transactions : All transactions entered into with Related parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length basis and approved by the Audit Committee and the Board of Directors. There were no materially significant transactions with related parties during the financial year which were in the conflict of interest of the Company. The Board has approved a policy for related party transactions which has been uploaded on the website of the Company i.e. www.iosystem.in
8. Commodity Risk or Foreign Exchange Risk : The Company is not dealing in any activity which may have commodity price risk or Foreign Exchange risk or undertaken hedging activities.

9. CEO and CFO certification

As per Regulation 17(8) and Part – B of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate from CEO and CFO has been obtained and forms part of the report.

10. Means of communication:

- a. The quarterly results were published during the year under review in leading national and regional newspapers appropriately.
- b. The quarterly results are displayed on www.iosystem.in and also on websites of Bombay Stock Exchange.
- c. The official news releases of the Company are displayed on the websites of Bombay Stock Exchange.
- d. The Management Discussion and Analysis Report is forming part of annual report.

11. Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of the Annual Report.

12. General Shareholder Information

A separate section has been annexed to the Annual Report, furnishing various details viz., AGM venue, distribution of shareholding pattern, means of communication etc., for the general information of the shareholders.

SHAREHOLDER'S INFORMATION

Registered Office	Office No. 1109, Corporate Park Tower, A/1, Plot No.7a/1, Sector 142, Noida Gautam buddha Nagar Up 201301 In
Corporate Identification Number (CIN)	L74110UP1987PLC008764

Annual General Meeting

Day	Friday
Date & Time	30 th September, 2022 at 1.30 P.M.
Venue	Through Audio-Visual Means.
Financial Year	01.04.2021-31.03.2022
Book Closure Period	Saturday, 24 th September, 2022 to Friday, 30 th September, 2022(Both days are inclusive)
Listing on stock exchanges and stock code	BSE Limited.
Stock Code	523752
ISIN No.	INE502D01011

Stock Market Data: The monthly high and low quotations and volume of shares traded on BSE for the period from April' 2021 to March' 2022 were as follows:-

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)
April-21	2.3	2.3	1.62	1.8	27442	114	54816
May-21	1.73	2.46	1.6	2.46	54103	135	122990
Jun-21	2.58	4.35	2.58	3.95	311536	1042	1117385
Jul-21	3.88	3.88	2.95	3.29	153466	565	525226
Aug-21	3.13	3.28	2.29	2.36	74726	237	218044
Sep-21	2.36	3.11	2.12	2.6	35562	206	98277
Oct-21	2.6	3.2	2.3	3.19	34667	215	93934
Nov-21	3.5	3.9	3.09	3.86	57533	335	208108
Dec-21	3.67	4.15	3.47	4.06	164691	413	638925
Jan-22	4.26	4.93	4.24	4.68	203451	338	930373
Feb-22	4.68	4.91	3.43	3.96	157819	135	716114
Mar-22	3.96	4.5	3.75	4.3	89927	133	365350

Registrar and Share Transfer Agents:

In due compliance with SEBI Norms, the Company has entrusted the share transfer work, both physical as well as electronic transfers to the share transfer agents mentioned here below :

M/s Mas Services Limited,

T-34, 2nd Floor, Okhla Industrial Area, Ph. II, New Delhi-110 020.

Share Transfer and Investors Service System:

A committee constituted for this purpose approves transfers in the physical form on fortnightly basis. The Board has also authorized its directors and executives to approve the transfer/transmission. As per the directions of SEBI, the company immediately on transfer of shares sends letters to the investors, through its RTA, in the prescribed format, informing them about the simultaneous transfer and dematerialization option available for the shares transferred in their names. The committee also looks into all the communications received from the shareholders and complaints received from the stock exchanges. There are no Pending Complaints as on 31.03.2022.

Shareholding Pattern/ Distribution of Holdings as on 31.03.2022 :

a) Shareholding Pattern

Category	No. of shares	% of Holding
Promoters	12675000	75.00
Indian Public	4225000	25.00
Grand Total	16900000	100

b) Distribution Schedule :

Category	No. of holders	% on total	No. of shares	% on total
1-5000	3906	87.578	419181	2.480
5001-10000	327	7.331	223880	1.324
10001-20000	84	1.883	136248	0.806
20001-30000	32	0.717	81185	0.480
30001-40000	16	0.358	54001	0.319
40001-50000	22	0.493	105456	0.624
50001-100000	36	0.807	277021	1.639
100001 and above	37	0.829	15603028	92.325
Total	4460	100	16900000	100

TOTAL SHARE HOLDERS IN NSDL	3522	TOTAL SHARES IN NSDL	13345506
TOTAL SHARE HOLDERS IN CDSL	786	TOTAL SHARES IN CDSL	2977794
TOTAL SHARE HOLDERS IN PHY	152	TOTAL SHARES IN PHY	576700
TOTAL SHARE HOLDERS	4460	TOTAL SHARE HOLDERS	16900000

Dematerialisation of shares and liquidity:

The Company's shares are compulsorily traded in dematerialised form. Equity shares of the Company representing 96.58 % of the Company's equity share capital are dematerialised as on March 31, 2022.

Particulars	Number of shares	% of total capital issued
Shares held in dematerialised form with NSDL	13345506	78.96
Shares held in dematerialised form with CDSL	2977794	17.62
Shares held in physical form	576700	3.41
TOTAL	16900000	100%

The Company's equity shares are traded Bombay Stock Exchange, in dematerialised form. Under the depository system, the international securities identification number (ISIN) allotted to the Company's shares is INE502D01011.

Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity: NIL

Equity shares in the suspense account: NIL.

Address for Correspondence : TRANS INDIA HOUSE
IMPEX LIMITED.

B-1101, Titanium Square, B/H. Sarveshwar Tower, Opp. B.M.W. Show Room, Thaltej Ahmedabad
380054GJ IN

Tel : 079-46008108

Website [http:// www.tihil.co.in](http://www.tihil.co.in)

Dated : 05th September, 2022

Place : NOIDA

On behalf of the board of directors,
For TRANS INDIA HOUSE IMPEX LIMITED,

Sd/-
Mayank S. Jolly

Director
DIN: 09366175

Sd/-
Irfan Qureshi
Director
DIN: 09494589

Sd/-
Mitesh S. Rajput
Director
DIN: 06772154

MANAGEMENT DISCUSSION ANALYSIS

Industry Structure and recent Developments: Office Automation - TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED) was a renowned player in the field of standard office automation equipment. However, due to continuously increasing stiff market competition over the years and various other reasons beyond control, the margins in the business reduced continuously and your Company incurred huge losses. The Company is yet to overcome its huge incurred losses and is at present not carrying any business activity. However, the Company's main Object and Name has been changed after the closing of the Financial Year, 2022.

Outlook / Projections for 2022-23: The Company is open to consider proposals to start business activities in the coming years. The actual implementation might take some time and depends upon number of factors like availability of finance for effective implementation of such proposals for revival of the Company.

Opportunities for the Company :The Company being into office automation industry, it is expected that it will come across some good opportunities in future and your Directors are optimistic that the Company be able to make up and avail all the opportunities that come its way.

Risks and Concerns: The risk and concern may be classified as external and internal to the Company. The external factors impacting the office automation industry is overall economic scenario prevailing world wide and tough competition in the segment. Internally, plans are being explored to start business activity at the earliest possible. However, the major concern for the Company is availability of capital.

Once, the business is revived, the important risk factors that could make a difference to the company's operations include economic conditions affecting demand/ supply and price conditions in the domestic as well as overseas markets in which the company operates, changes in the Government regulations, tax laws and other statutes and incidental factors. The Company had a risk management policy and audit committee of the Company monitors the working of the Company within the parameters established.

Internal control Systems and their adequacy: During the year under review, the Company has an internal control system in place and was periodically reviewed to judge its effectiveness.

Financial performance with respect to Operational Performance: Financial performance has been given separately in the Directors' Report.

Forward Looking Statements: This Annual Report contains forward looking statements which may be identified by words like will, believes, plans, expects, intends, or other similar words. All statements that address expectations or projections about future, including but not limited to statements about the Company's strategy for growth and market position are forward looking statements. The company cannot guarantee that the statements or assumptions are accurate or will be realised. The Company's actual performance and results could differ materially from those expressed in the statement.

Dated : 05th September, 2022
Place : NOIDA

On behalf of the board of directors,
For TRANS INDIA HOUSE IMPEX LIMITED,

Sd/-
Mayank S. Jolly

Director
DIN: 09366175

Sd/-
Irfan Qureshi
Director
DIN: 09494589

Sd/-
Mitesh S. Rajput
Director
DIN: 06772154

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

The Members of

TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)

Office No. 1109, Corporate Park Tower,
A/1, Plot No.7a/1, Sector 142, Noida
Gautam Buddha Nagar Up 201301 In

We have examined the compliance of conditions of Corporate Governance by TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED) ("the Company") for the year ended March 31, 2022 as stipulated under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of schedule V of the Securities and Exchange Board of India ((Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring the compliance of the regulations of Corporate Governance. It's neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated under the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad

Date: September, 02nd, 2022

Sd/-
Hetu R. Gandhi
HDS & Associates
Company Secretary
M. No. F11884
CP No.:17840
PR. No. 1507/2021
UDIN: A047554D000898514

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH
COMPANY'S CODE OF CONDUCT**

To,

The Members of TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)

This is to inform that the Company has laid down a code of conduct for all Board Members and Senior Management of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2022.

**Dated : 05th September, 2022
Place : NOIDA**

**On behalf of the board of directors,
For TRANS INDIA HOUSE IMPEX LIMITED,**

**Sd/-
Mayank S. Jolly**

**Director
DIN: 09366175**

**Sd/-
Irfan Qureshi
Director
DIN: 09494589**

**Sd/-
Mitesh S. Rajput
Director
DIN: 06772154**

=====

CEO & CFO CERTIFICATION (In terms of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, Mayank S. Jolly*, Director, and Manisha Rajput, CFO, to the best of our knowledge and belief, certify to the Board that:

- a) We have reviewed Balance Sheet as at 31st March, 2022 and the Profit and Loss Account and all its Schedules and Notes to the Accounts as well as Cash Flow Statement for the year ended 31st March, 2022;
- b) Based on our knowledge and information, these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- c) Based on our knowledge and information, these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- d) To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
- e) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company;
- f) We have disclosed based on our most recent evaluation, wherever applicable, to the Company's Auditor's and the Audit Committee of the Company's Board of Director's:
 - i) All deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies;
 - ii) All significant changes in internal control during the year covered by this report;
 - iii) All significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iv) Instances of significant fraud of which we are aware that involves management having a significant role in the Company's internal control system.

We further declare that all Board members have affirmed compliances with the code of conduct for the year under review.

For TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED),

Date: 05-09-2022
Place: Noida

Sd/-
Mayank S. Jolly
(Director)
DIN: 09366175

Sd/-
Manisha Rajput
(CFO)
PAN: BENPR5275Q

- Note:**
- **As of now No CEO in the Company. The Company is in process for appointing the CEO to the board. Hence, One of the Director of the Company is Signing this Certificate in absence of CEO.**



**DIVYANSHU SAHNI & ASSOCIATES
COMPANY SECRETARIES**

Office: -314, 3rd Floor, Kirti Shikhar Building, District Centre, Janak Puri, New Delhi -110058

Email: info@finlegalforte.com Mob; +91-9871027426

Website: www.finlegalforte.com, www.csdivyanshu.com

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)
Office No. 1109, Corporate Park Tower,
A/1, Plot No.7a/1, Sector 142, Noida
Gautam Buddha Nagar Up 201301 In

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)** for the financial year ended on 31st March, 2022 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;(Not Applicable to the company during the audit period).
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;/securities and exchange board of India (share based employee benefits) regulations,2014(Not applicable to the company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(Not applicable to the company during the Audit Period)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ;(Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

vi. Other laws applicable specifically to the company.

The management represent that there are no laws specifically applicable to the company which requires reporting.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with the Stock exchanges in India including Agreement entered in pursuance to securities and exchange board of India (Listing obligations and disclosure requirements) regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: New Delhi

Date: 12-08-2022

Signature: Sd/-

Name of Company Secretary in practice / Firm:

Divyanshu Sahni & Associates

ACS NO: A42200

C P No.: 18449

UDIN : F011737D000788084

This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.

To,
The Members,
TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)
Office No. 1109, Corporate Park Tower,
A/1, Plot No.7a/1, Sector 142, Noida
Gautam Buddha Nagar Up 201301 In

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: New Delhi
Date: 12-08-2022

Signature: Sd/-
Name of Company Secretary in practice / Firm:
Divyanshu Sahni & Associates
ACS NO: A42200
C P No.: 18449
UDIN : F011737D000788084

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED)

Office No. 1109, Corporate Park Tower,
A/1, Plot No.7a/1, Sector 142, Noida
Gautam Buddha Nagar Up 201301 In

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO SYSTEM LIMITED) having CIN L74110UP1987PLC008764 and having registered office at Office No. 1109, Corporate Park Tower, A/1, Plot No.7a/1, Sector 142, Noida, Gautam Buddha Nagar Up 201301 In (hereinafter referred to as 'the Company'), produced before us for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

S. No.	Name of Director*	DIN	Designation	Date of Appointment	Date of Cessation
1.	Arun Seth	00007895	Non-executive Non- independent	30/09/2002	15-06-2022
2.	Kamalapati Kashyap	02359002	Non-executive Non- independent	21/07/2019	16-06-2022
3.	Vidya Chhabra	03386692	Non-executive Non- independent	21/07/2019	15-06-2022
4.	Seema salwan	06944301	Non-executive Independent	14/08/2019	24-06-2022
5.	Siddheshwar Kumar Upadhyay	07871728	Non-executive Independent	28/09/2019	15-06-2022

There are changes in the Directorship and the Key Managerial Personnel of the Company since the last Annual General meeting. **Mr. Irfan Qureshi** (DIN: 09494589), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

Changes in the Directorship and Key Managerial Personnel of the Company since the Last Annual General Meeting:-

Name of the Directors	Designation	Date of Appointment	Date of Resignation
Arun Seth	Non-Executive - Non Independent Director	30-09-2022	15-06-2022
Kamalapati Kashyap	Non-Executive - Non Independent Director	21-07-2019	16-06-2022
Vidya Chhabra	Non-Executive - Non Independent Director	21-07-2019	15-06-2022
Seema Salwan	Non-Executive - Independent Director	14-08-2019	24-06-2022
Siddheshwar Kumar Upadhyay	Non-Executive - Independent Director	28-09-2019	15-06-2022
Dinkar Sharma	Company Secretary & Compliance Officer	11-09-2009	17-06-2022
Rakesh Kumar Bhatnagar	Chief Financial Officer	01-03-2015	17-06-2022

Pankajkumar Singh	Chief Executive Officer	01-06-2018	17-06-2022
Mayank Suresh Jolly	Non-Executive - Non Independent Director	20-04-2022	-
Mitesh Surendrasinh Rajput	Non-Executive - Non Independent Director	20-04-2022	-
Irfan Qureshi	Non-Executive - Non Independent Director	20-04-2022	-
Manisha K. Rajput	Chief Financial Officer	20-06-2022	-
Aditya V. Patel	Non- Executive- Independent Director	12-08-2022	-
Nidhi Bansal	Non- Executive- Independent Director	12-08-2022	-

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ahmedabad

Date: September, 02nd, 2022

Sd/-
Heti R. Gandhi
HDS & Associates
Company Secretary
M. No. F11884
CP No.:17840
PR. No. 1507/2021
UDIN: A047554D000897909



**DIVYANSHU SAHNI & ASSOCIATES
COMPANY SECRETARIES**

Office: -314, 3rd Floor, Kirti Shikhar Building, District Centre, Janak Puri, New Delhi -110058

Email: info@finlegalforte.com Mob; +91-9871027426

Website: www.finlegalforte.com, www.csdivyanshu.com

**Secretarial Compliance Report of IO SYSTEM LIMITED for the year ended on
31-03-2022**

To,
**The Board of Directors,
Io System Limited,**
Global Knowledge Park.19-A & 19-B,
Sector- 125, Noida, Gautam Buddha Nagar UP-201301

Dear Sir,

We have examined:

- a) All the documents and records made available to us and explanation provided by IO SYSTEM LIMITED (" the Listed entity")
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/ filing, as may be relevant , which has been relied upon to make this certification, For the year ended on 31-03-2022 (" Review period") in respect of compliance with the provision of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations,2018; (Not applicable for the F.Y 2021-2022)
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable for the F.Y 2021-2022)
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable for the F.Y 2021-2022)
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and based on the above examination, I/We hereby report that, during the Review Period:
 - a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -
 - b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar' as it appears from our examination of those Records.
 - c) As Confirmed by the management of the Company, there are no actions taken against the listed entity/ies , promoters/ directors/material subsidiaries either by SEBI or Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid acts/ regulations and circulars / guidelines issues there under.
 - d) Qualifications / observations made in the Secretarial Compliance Report of previous year were made good by the Company & no further comments is required over it.

Place: New Delhi
Date: 24-05-2022

Signature: Sd/-
Name of Company Secretary in practice / Firm:
Divyanshu Sahni & Associates
ACS NO: A42200
C P No.: 18449
UDIN : F011737D000376794

INDEPENDENT AUDITOR’S REPORT

To,

The Members of IO System Limited

Report on the the Audit of the Ind AS Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of IO System Limited (“the Company”), which comprise the Balance Sheet as at 31st March, 2022 and the statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, and its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those standard are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provision of the Companies Act, 2013 and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Material Uncertainty Related to Going Concern

We draw attention to Note. No. 24 of the Ind AS financial statements which indicates that the Net worth of the company has been fully eroded as its carry over losses are Rs. 2,12,533.58 thousand as against its paid-up capital of Rs. 1,69,000/-. During the year company has suffered net cash losses of Rs. 8,321.43 thousand as against net cash losses of Rs. 7335.92 thousand in immediately preceding year, and, as of that date, the company’s current liabilities exceeded its total assets by Rs. 2935.85 thousand. As stated in said note, these events or conditions along with other matters as set forth in Note 24, indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other Information – Board of Directors’ Report

- A. The Company’s Board of Directors is responsible for the preparation and presentation of its Board Report which comprises various information required under section 134(3) of the Companies Act 2013 but does not include the financial statements and our auditor’s report thereon.
Our opinion on the financial statements does not cover the other information and we do not express any form of assurance/conclusion thereon.
- B. In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement in this other information; we are required to report that fact. We have nothing to report in this regard.

Management’s Responsibility for the Ind AS Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in

India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and to issue an auditor's reports that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing our opinion on whether the Company has adequate internal Financial control systems in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure '1' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss, the cash flow statement and statement of changes in equity dealt with by this report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representation received from the Directors as on 31st March, 2022 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2022 from being appointed as a Director in terms of Section 164(2) of the Act.
- f) With respect to the adequate internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) the Company does not have any pending litigations which would impact its financial position *except some cases as separately mentioned in Annexure A.*
 - ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) there has been no amounts which are required to be transferred to the Investor Education and Protection Fund by the company.
 - iv) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(ii) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
(iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v) The company has neither declared nor paid any dividend during the year.
- h) With respect to other matters to be included in the Auditors' Report under Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the company has not paid any remuneration to its directors except sitting fees during the year under audit.

For H S GUPTA & CO.

CHARTERED ACCOUNTANTS

Firm Registration No. 000326C

Sd/-

(CA H. S. GUPTA)

PARTNER

Membership No. 012834

UDIN: 22012834AIWEZO6701

Place: Noida

Date : 30.05.2022

RE: IO System Limited ('the Company')
ANNEXURE "1" REFERRED TO IN PARAGRAPH OF OUR REPORT OF EVEN DATE

The comments are in seriatim of the order

- (i) (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property Plant & Equipment.
 (B) The company does not have intangible assets; hence the clause is not applicable
 (b) As per the information given by the management, the physical verification of Property Plant & Equipment was carried out at the end of the financial year. No discrepancy on such verification noticed by the management and reported to us.
 (c) As per books of accounts verified by us and according to the information and explanations given by the management the company does not have immovable properties and as such the clause c) and d) are not applicable.;
 (e) No proceedings have been initiated or are pending against the company as at 31.03.2022 for holding any benami property under the Benami Transaction (Prohibition) Act 1988 (as amended in 2016) and rules made there under.
- (ii) (a) The company is carrying non-moving inventories valuing Rs. 2.25 lacs which have been physically verified at the year-end by the management. A provision of Rs. 2.25 lacs had been made for diminution in value/obsolesce. No material discrepancies were noticed on such physical verification and reported to us.
 (b) During the year under consideration, the company has not been sanctioned any working capital facility from banks or financial institutions; as such the clause is not applicable.
- (iii) During the year under consideration, the company has not made any investment, provided any guarantee or security or granted any loans and advances and as such the sub clauses (a) (b) (c) (d) (e) (f) are not applicable.
- (iv) In absence of any loan, investment, guarantees and security to any person or body corporate, the provisions of section 185 and 186 are not attracted for compliance.
- (v) The Company has not accepted any deposits from the public and as such the clause is not applicable.
- (vi) To the best of our knowledge and as per information and explanations given to us by the management, the central government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues such as goods and services tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other applicable statutory dues. According to information and explanations given to us, no undisputed statutory dues payable was in arrears as at March 31, 2022, for a period of more than six months from the date they became payable;
 (b) Details of dues of Sales Tax, Income Tax, Custom Duty, Excise Duty which have not been deposited as on 31st March, 2022 on account of disputes are attached as Annexure 'A'
- (viii) During the year under consideration, the company has neither surrendered any non-recorded transaction nor disclosed as income in tax assessment under the Income Tax Act.

(a) According to the information and explanation given to us and based on our examination of records, the company has not defaulted in repayment of loans or other borrowing but has defaulted in payment of interest thereon to the lender as per details given below:

(Rs. In '000)

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	No. of days delay or unpaid	Remarks, if any
Term Loan from financial institution	Avon Mercantile Ltd	2482.06	Interest	48	Paid on 19.05.2022
Term Loan from financial institution	Avon Mercantile Ltd	1063.19	Interest	88	Paid on 28.06.2021
Term Loan from financial institution	Smart Bharat Pvt Ltd	1677.09	Interest	88	Paid on 28.06.2021

- (b) According to the information and explanations given to us and based on our examination of records, the company has not been declared willful defaulter by any bank or financial institution or other lender government or any government authority;
 (c) Term loans were applied for the purpose for which the loans were obtained;
 (d) On an overall examination of the financial statements of the company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the company;
 (e) The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company;
 (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company;

- (ix) (a) As per the information and explanations given to us by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence; there are no comments in this regard.
- (b) During the year under consideration, the company has not made any preferential allotment or private placement or convertible debenture and as such the clause is not applicable.
- (x) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the company and no material fraud on the company has been noticed and reported during the year.
- (b) No report Under sub section (12) of section 143 of the Companies Act has been filed by the auditors under rule 13 of Companies (Audit and Auditor's) Rule-2014 and as such the clause is not applicable.
- (c) During the year under consideration, no whistle-blower complaint has been received and as such the question of its consideration by the auditors does not arise.
- (xi) The company is not a Nidhi Company and as such the sub clauses (a) (b) (c) are not applicable;
- (xii) The transactions with related parties are in compliance with sections 177 and 188 on the Companies Act 2013 and full disclosure has been made in financial statement;
- (xiii) (a) In our opinion the company has an adequate internal audit system commensurate with the size and the nature of business.
- (b) We have considered, the internal audit report for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xiv) As per the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of section 192 of the Act are not applicable to the Company;
- (xv) (a) As per the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company hence reporting under this clause is not applicable.;
- (b) As per the information and explanations given to us, the company has not conducted any Non-Banking Finance activities, hence reporting under this clause is not applicable;
- (c) As per the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Hence reporting under this clause is not applicable;
- (d) As per the information and explanations given to us, the Group has a Core Investment Company (CIC) as part of the Group, which is exempted from registration requirement.
- (xvi) During the year under consideration, the company has incurred cash losses of Rs. 8321.43 thousand as against Rs.2935.85 thousand in the immediately preceding financial year.
- (xvii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under paragraph 3(xviii) of the Order is not applicable to the Company;
- (xviii) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due; and
- (xix) Section 135 of the Companies Act 2013 is not applicable to company. Accordingly, reporting under paragraph 3(xx)(a) and (xx)(b) of the Order is not applicable.

For H S GUPTA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 000326C

Sd/-
(CA H. S. GUPTA)
PARTNER
Membership No. 012834
UDIN: 22012834AIWEZO6701

Place: Noida
Date : 30.05.2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF IO SYSTEM LIMITED

Report on the Internal Financial Controls under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the members of IO System Limited

We have audited the internal financial controls over financial reporting of IO System Limited ("the Company") as of March 31, 2022 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H S GUPTA & CO.
CHARTERED ACCOUNTANTS
Firm Registration No. 000326C

Sd/-
(CA H. S. GUPTA)
PARTNER
Membership No. 012834
UDIN: 22012834AIWEZO6701

Place: Noida
Date : 30-05-2022

List of disputed cases of Sales Tax/Income Tax/ Custom Duty/Excise Duty, authority with whom pending and the amount involved is detailed as under :-

S.No.	Name of Statute	Assessment Year	Nature of Dues	Amount	Forum Where dispute is pending
1	U.P.Sales Tax	1997-98	Sales Tax	1,16,536	JT Commissioner of Trade TaxNoida
2	U.P.(Central/Local)	1998-99	Sales Tax	45,254	JT Commissioner of Trade TaxNoida
3	Delhi Sales Tax	2000-01	Sales Tax	71,789	Asstt. Comm. IX, Delhi Sales Tax
4	Delhi Sales Tax	2001-02	Sales Tax	25,72,528	Addl. Comm. II, Delhi Sales Tax
5	Delhi Sales Tax	2003-04	Sales Tax	18,65,674	Addl. Comm. II, Delhi Sales Tax
6	Delhi Sales Tax	2004-05	Sales Tax	2,30,073	STO Delhi sales Tax
7	T.N. Sales Tax	2000-01	Sales Tax	1,84,849	CT III, T. N.S.Tax Appeal Asstt. Comm.
8	T.N. Sales Tax	2002-03	Sales Tax	1,40,111	CT III, T. N.S.Tax Appeal Asstt. Comm.
9	West Bengal Sales Tax	1999-2000	Sales Tax	2,88,098	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
10	West Bengal Sales Tax	2000-01	Sales Tax	90,650	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
11	West Bengal Sales Tax	2002-03	Sales Tax	10,11,106	Asstt. Comm. South circle, Directorate of Commercial, West Bengal
12	Central Excise Act	1999-01	Interest and penalty	69,969	CEGAT New Delhi
13	Central Excise Act	2002-03	Interest and penalty	19,427	CEGAT New Delhi
14	Central Excise Act	valuation case	Excise Duty	15,09,876	CEGAT New Delhi

Balance Sheet as at March 31, 2022

Particulars	Notes	Figures as at 31-Mar-22 Rs. '000	Figures as at 31-Mar-21 Rs.'000
ASSETS			
Non-current assets			
(a) Property, plant and equipment	2	21.69	33.18
(b) Financial assets			
Other financial assets	3	-	-
(c) Other non-current assets	4	1587.15	1,587.15
		1608.84	1,620.33
Current assets			
(a) Inventories	5	-	-
(b) Financial Assets			
(i) Trade receivables	6	-	-
(ii) Cash and cash equivalents	7	191.75	120.47
(c) Current tax assets (Net)	8	2.74	2.74
(d) Other current assets	9	14.01	28.06
		208.50	151.27
Total Assets		1817.34	1,771.60
EQUITY AND LIABILITIES			
Equity			
(a) Share capital	10	1690,00,000	1690,00,000
(b) Other equity	SOCE-B	(2,12,533.58)	(2,04,200.67)
		(43,533.58)	(35,200.67)
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	-	33,215.00
(b) Provisions	12	576.57	565.41
		576.57	33,780.41
Current liabilities			
(a) Financial liabilities			
Borrowing	13	41,630.00	-
Other financial liabilities	14	2811.74	2,929.03
(b) Other current liabilities	15	332.61	262.83
		44774.35	3,191.86
TOTAL		1817.34	1,771.60
Summary of significant accounting policies	1		

The accompanying notes are an integral part of the financial statements.
As per our attached report of even date

For H S GUPTA & CO.

Chartered Accountants

FRN 000326C

Sd/-
(CA H.S. Gupta)

Partner

M. No. 012834

Place: Noida
Date: 30.05.2022

For and on behalf of the Board of Directors

Sd/-
(Arun Seth)

Director

DIN: 00007895

Sd/-

(Rakesh Kumar Bhatnagar)

CFO

PAN : ARIPB5404E

Sd/-

(Pankaj Kumar Singh)

CEO

PAN : BZNPS9054B

Sd/-

(Kamalapati Kashyap)

Director

DIN: 02359002

Sd/-

(Dinkar Sharma)

Company Secretary

M.N. F7383

Statement of Profit & Loss for the year ended 31st March, 2022

Particulars	Notes	Figures for the year ended	Figures for the year ended
		31-Mar-22 Rs.'000	31-Mar-21 Rs.'000
Income			
Other income	16	0.70	1.76
Total (I)		0.70	1.76
Expenses			
Employee benefits expenses	17	3522.96	3,275.61
Finance costs	18	3769.22	2,962.47
Depreciation and amortization expenses	19	11.49	11.58
Other expenses	20	1029.94	1,099.60
Total (II)		8,333.61	7,349.26
Profit before exceptional items and tax (III=I-II)		(8332.91)	39,682.74
Exceptional items (IV)		-	-
Profit / (loss) before tax (V=III-IV)		-	(7,347.50)
Tax Expenses			
(i) Current Tax		-	-
(ii) Deferred Tax		-	-
Profit / (Loss) for the year (VI)		(8332.91)	(7,347.50)
Other comprehensive income (VII)		-	-
Total comprehensive income (VIII=VI-VII)		(8332.91)	39,682.74
Earnings per equity share [nominal value of share Rs. 10 (31 March 2021: Rs. 10)]	21		
1) Basic		(0.49)	(0.43)
2) Diluted		(0.49)	(0.43)

Summary of significant accounting policies 1
The accompanying notes are an integral part of the financial statements.

As per our attached report of even date

For H S GUPTA & CO.
Chartered Accountants
FRN 000326C

For and on behalf of the Board of Directors

Sd/-
(CA H. S. Gupta)
Partner
M. No. 012834

Sd/-
(Arun Seth)
Director
DIN: 00007895

Sd/-
(S.K. Upadhyay)
Director
DIN: 07871728

Sd/-
(Kamalapati Kashyap)
Director
DIN: 02359002

Place: Noida
Date: 30.05.2022

Sd/-
(R. K. Bhatnagar)
CFO
PAN : ARIPB5404E

Sd/-
(Dinkar Sharma)
Company Secretary
M.N. F7383

Sd/-
(Pankaj Kumar Singh)
CEO
PAN : BZNPS9054B

IO SYSTEM LIMITED

**Regd. Address: Upper Basement, Smart Bharat Mall, Plot No.I-2, Sector-25A,
Noida, Uttar Pradesh- 201301**

CIN: L65921UP1987PLC008764

Statement of Cash Flow for the year ended March 31, 2022

Particulars	31-Mar-22 Rs.'000	31-Mar-21 Rs.'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	(8,332.91)	(7,347.50)
Non-cash adjustment to reconcile profit before tax to net cash flows:		
Depreciation/amortization	11.49	11.58
Interest expense	3,769.22	2,962.47
	(4,552.20)	(4,373.45)
Changes in assets and liabilities		
Increase / (decrease) in provisions	11.16	60.78
Increase/ (decrease) in other financial liabilities & other liabilities	(47.52)	2,259.05
Decrease / (increase) in other financial assets & other assets	14.05	(16.67)
Cash generated from / (used in) operations	(4,574.50)	(2,070.29)
Direct taxes paid (net of refunds)	-	-
Net cash flow from/ (used in) operating activities A	(4,574.50)	(2,070.29)
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditure on property, plant & equipment net of sale proceeds, including CWIP and capital advances	-	(12.00)
Net cash flow from/ (used in) investing activities B	-	(12.00)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from borrowings	8,415.00	5,100.00
Interest paid	(3,769.22)	(2,962.47)
Net cash flow from/ (used in) in financing activities C	4,645.78	2,137.53
Net increase/(decrease) in cash and cash equivalents (A+B+C)	71.28	55.24
Cash and cash equivalents at the beginning of the year	120.47	65.23
Cash and cash equivalents at the end of the year	191.75	120.47
Components of cash and cash equivalents		
Cash on hand		
With banks- on current account	191.75	120.47
Total cash and cash equivalents	191.75	120.47

Notes :**1. Amendment to IND AS 7**

The Amendment Ind AS 7 Cash Flow Statements requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. The impact is as follows :

Particulars	Balance as on 01/04/2021	Cash Flow Changes	Non Cash Changes	Balance as on 31/03/2022
Non Current Borrowings	33,215.00	8,415.00	-	41,630.00

2. Negative figures have been shown in brackets.

Summary of significant accounting policies 1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For H S GUPTA & CO.
Chartered Accountants
Firm Registration No. 000326C
Sd/-

(CA H. S. Gupta)
Partner
Membership No. 012834

Place: Noida
Date: 30.05.2022

For and on behalf of the Board of Directors

Sd/-
(Arun Seth)
Director
DIN: 00007895

Sd/-
(R. K. Bhatnagar)
CFO
PAN : ARIPB5404E

Sd/-
(S.K. Upadhyay)
Director
DIN: 07871728

Sd/-
(Dinkar Sharma)
Company Secretary
M.N. F7383

Sd/-
(Kamalapati Kashyap)
Director
DIN: 02359002

Sd/-
(Pankaj Kumar Singh)
CEO
PAN :BZNPS9054B

Corporate Information

IO System limited had entered into a joint venture (JV) agreement with the General Binding Corporation (GBC), USA on 19th June, 1988 for manufacturing and selling office Automation products. The JV was terminated with mutual consent between the parties on 31st March, 2002 and now more than 74% capital of the company is held by Smart Bharat Pvt Ltd (Formerly known as Smart Entertainment Pvt. Ltd.) except little shareholding with the public. The manufacturing activities had been discontinued since Feb., 2006 due to continued losses in the company. The company has also not done very well in its trading business as result of which, there have been no business activities in the company during the past ten years.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

i) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. Previous year figures in the financial statements have been restated in compliance to Ind AS.

ii) Basis of preparation of financial statements

The financial statements are prepared in accordance with Division II of the Schedule III of the Companies Act, 2013 i.e. "General Instructions for preparation of financial statements of a company required to comply with Ind AS" as notified vide notification number G.S.R. 404(E) dated 06.04.2016 and Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The financial statements are prepared under the historical cost convention, except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policy below.

iii) Use of estimates and judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

iv) Revenue recognition

Income is recognized and accounted for on accrual basis unless otherwise stated.

v) Changes in Accounting policies

The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.

vi) Taxes on Income

Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA / DTL) are recognised on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is virtual certainty of sufficient future profits against which such DTA can be realised.

vii) Financial instruments

Initial recognition and measurement

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Subsequent measurement

Financial assets:

Financial assets at amortised cost : Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income : Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

Financial assets at fair value through profit or loss : Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in profit or loss.

Financial liabilities

All financial liabilities are subsequently recognised at amortised cost.

Derecognition

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

viii) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

ix) Provisions & contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. The contingent liabilities, if any, are disclosed in the financial statements.

x) Events occurring after the reporting period

Adjustments to assets and liabilities are made for events occurring after the reporting period to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the reporting date.

xi) Earnings per equity share

Basic earnings per equity share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Company did not have any potentially dilutive securities in any of the periods presented.

xii) Cash flow statement

Cash flows are reported using indirect method, whereby profits for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

xiii) Other income

Other income is comprised primarily of interest income, dividend income and income from liabilities no longer payable. Interest income is recognized using effective interest method. Dividend income is recognised when the right to receive payment is established.

xiv) Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable,
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

xv) Borrowing Cost

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

xvi) Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than land) and impairment loss, if any. Depreciation is provided for property, plant and equipment so as to expense the cost over their estimated useful lives.

IO SYSTEM LIMITED

**Regd. Address: 19A & 19B, S Global Knowledge Park, Sector-125, Noida
CIN: L65921UP1987PLC008764**

Statement of changes in equity (SOCE) as at 31-03-2022

B. Other Equity														
1) Current reporting period														
SNo.	Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus									Money received against share warrants	Total
				General Reserve	Securities Premium	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income		
1	Balance at the beginning of the current reporting period	-	-	-	-	(2,04,200.67)	-	-	-	-	-	-	-	(2,04,200.67)
2	Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
3	Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Total Comprehensive Income for the current year	-	-	-	-	(2,04,200.67)	-	-	-	-	-	-	-	(2,04,200.67)
5	Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Transfer to retained earnings	-	-	-	-	(8,332.91)	-	-	-	-	-	-	-	(8,332.91)
7	Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-
8	Balance at the end of the current reporting period	-	-	-	-	(2,12,533.58)	-	-	-	-	-	-	-	(2,12,533.58)
2) Previous reporting period														
SNo.	Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus									Money received against share warrants	Total
				General Reserve	Securities Premium	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements	Other items of Other Comprehensive Income (specify nature)		
1	Balance at the beginning of the previous reporting period	-	-	-	-	(1,96,853.17)	-	-	-	-	-	-	-	(1,96,853.17)
2	Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
3	Restated balance at the beginning of the previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-
4	Total Comprehensive Income for the previous year	-	-	-	-	(1,96,853.17)	-	-	-	-	-	-	-	(1,96,853.17)
5	Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
6	Transfer to retained earnings	-	-	-	-	(7,347.50)	-	-	-	-	-	-	-	(7,347.50)
7	Any other change (to be specified)	-	-	-	-	-	-	-	-	-	-	-	-	-
8	Balance at the end of the previous reporting period	-	-	-	-	(2,04,200.67)	-	-	-	-	-	-	-	(2,04,200.67)

Notes to financial statements as at March 31, 2022

Property Plant and equipment

Note-2

Gross Block	Amount (in Rs.'000)			Total
	Plant & Machinery	Office Equipments	Computers	
As on 01.04.20	1,287.31	24.00	1509.66	2,820.97
Additions	-	12.00	-	12.00
Deletion	-	-	-	-
As on 31.03.21	1,287.31	36.00	1509.66	2,832.97
Additions	-	-	-	-
Deletion	-	-	-	-
As on 31.03.22	1,287.31	36.00	1,509.66	2,832.97
Accumulated depreciation as on 01.04.20	1,287.31	18.34	1484.56	2,788.21
Charge for the year	-	3.82	7.76	11.58
As on 31.03.21	1,287.31	22.16	1,490.32	2,799.79
Charge for the year	-	3.74	7.75	11.49
As on 31.03.22	1,287.31	25.90	1,498.06	2,811.28
Carrying value as on 31.03.21	-	13.84	19.34	33.18
Carrying value as on 31.03.22	-	10.10	11.60	21.69

Notes to Financial Statements as at March 31, 2022

Particulars	Figures as at 31-03-2022	Figures as at 31-03-2021
3. Other financial assets		
Security deposit	-	595.90
Earnest Money Deposit	-	1,300.69
Other Deposits	-	107.36
Insurance claim recoverable	-	29.98
	-	2,033.91
Less: Provision for doubtful advances	-	(2,033.91)
	-	-
4. Other non-current assets		
Bal. with Govt. authorities	1,679.76	1,679.76
Advance to suppliers	463.60	463.60
Taxes recoverable	513.59	513.59
	2,656.95	2,656.95
Less: Provision for doubtful recovery	(1,069.80)	(1,069.80)
	1,587.15	1,587.15

5. Inventories

Service components and spares	-	50.00
Finished and trading goods	-	175.00
	-	225.00
Less: Provision for obsolescence in value*	-	225.00
	-	-

*The above inventory carried in the financials does not have commercial sale value and therefore, a provision of Rs. 225/- had been made for obsolescence/diminution in value.

6. Trade Receivables

Unsecured, Considered doubtful	-	11,976.42
Less: Provision for doubtful debts	-	(11,976.42)
	-	-

7. Cash and cash equivalents

Balances with banks:		
- On current accounts	191.75	120.47
	191.75	120.47

8. Current tax assets

TDS Recoverable	2.74	2.74
	2.74	2.74

9. Other current assets

Prepaid Expenses	14.01	28.06
	14.01	28.06

10. Share Capital

Authorized shares

2,00,00,000 (2,00,00,000) Equity shares of Rs. 10/- each	2,00,000.00	200,000.00
5,00,000 (5,00,000) Preference shares of Rs.100/- each	50,000.00	50,000.00
	2500,00,000	2500,00,000

Issued, subscribed and fully paid-up shares

1,69,00,000 (1,69,00,000) Equity Shares of Rs. 10/- each	1,69,000.00	1,69,000.00
--	-------------	-------------

Total	1690,00,000	1690,00,000
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(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares

Particulars	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
At the beginning of the year	169,00,000	1690,00,000	169,00,000	1690,00,000
Issued during the year – Bonus issue	-	-	-	-
Issued during the year – ESOP	-	-	-	-
Outstanding at the end of the year	169,00,000	1690,00,000	169,00,000	1690,00,000

(b) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Out of equity shares issued by the company, shares held by its holding company are as below:

Smart Bharat Pvt Ltd. (Formerly known as Smart Entertainment Pvt Ltd.)
the holding company

1,26,45,400 (1,26,45,400) (1,26,45,400) Equity Shares of Rs. 10/- each fully paid 1264,54,000 1264,54,000

(c) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

NIL

NIL

(d) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity shares of Rs. 10 each fully paid				
Smart Bharat Pvt Ltd. (Formerly known as Smart Entertainment Pvt Ltd.) the holding company	126,45,400	74.82%	126,45,400	74.82%
Shiv Mittal	9,17,480	5.43%	9,17,480	5.43%

(e) The above information (from (a) to (d)) is as per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest. The above shareholding represents both legal and beneficial ownerships of shares.

11. Borrowings**Unsecured borrowings from Holding Company**

Smart Bharat Pvt Ltd (Formerly known as Smart Entertainment Pvt Ltd.)	-	19,085.00
Avon Mercantile Ltd.	-	14,130.00/-
		33,215.00

12. Provisions

Provision for employee benefits*	576.57	565.41
* Refer note no 26	576.57	565.41

13. Borrowings (Current)

Unsecured Borrowing	41,630.00	-
Current Maturities of Long term Borrowing	41,630.00	-

14. Other financial liabilities

Audit fee payable	37.00	37.00
Interest payable	2,482.06	2,740.29
Expenses payable	292.67	151.75
	2,811.74	2,929.03

15. Other current liabilities

TDS payable	301.41	232.19
GST payable	0.56	-
PF Payable	30.64	30.64
	332.61	262.83

Contingent liabilities & commitments**(1) Contingent Liabilities**

a) Claims against the company not acknowledged as debts	NIL	NIL
b) Guarantees excluding financial guarantees	NIL	NIL
c) other money for which company is contingently liable	NIL	NIL

(2) Commitments

a) Estimated amounts of contracts to be executed on capital account not provided for	NIL	NIL
b) Uncalled liability on partly paid shares	NIL	NIL
c) Other commitments	NIL	NIL

16. Other Income

Interest Income	0.70	1.76
Loan no more payable written back	-	-
Interest no more payable written back	-	-
	0.70	1.76

17. Employee benefits expense

Salaries, wages, bonus & others	3136.26	2,891.53
Contribution to provident Fund	188.46	171.58
Leave encashment	124.29	136.03
Mediclaime Insurance	61.44	50.28
Staff Welfare Expenses	12.51	26.19
	3,522.96	3,275.61

18. Finance costs

Interest on loan	3,769.22	2,962.47
	3,769.22	2,962.47

19. Other expenses

Travelling and conveyance	137.62	194.07
Legal and professional fees	162.20	195.59
Printing & stationery	14.33	23.00
Filing fee	1.31	3.66
Communication cost	30.96	30.30
Director's sitting fee	70.80	70.80
Listing fees	407.10	407.10
Custodian Fee	53.10	53.10
Bank charges	1.30	1.21
Miscellaneous expenses	43.67	17.81
Payment to auditors (Refer details below)	55.00	55.00
Advertisement Expenses	52.56	47.97
	1,029.94	1,099.60
Payment to auditors:		
Audit fee	40.00	40.00

In other capacity:

Other services

	15.00	15.00
	55.00	55.00

20. Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

Profit/ (loss) after tax	(8,332.91)	(7,347.50)
Weighted average number of equity shares	169,00,000	169,00,000
Basic and diluted earning per share	(0.49)	(0.43)

21. Financial instruments by category

The carrying value and fair value of financials instruments by categories as of March 31, 2022 are as follows:-

Amount (in Rs.'000)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory	
Assets						
Cash & cash equivalents	191.75	-	-	-	-	191.75
Total	191.75	-	-	-	-	191.75
Liabilities						
Borrowings	41,630.00	-	-	-	-	41,630.00
Others financial liabilities	2,811.74	-	-	-	-	2,811.74
Total	44,441.74	-	-	-	-	44,441.74

The carrying value and fair value of financials instruments by categories as of March 31, 2021 are as follows

Amount (in Rs.'000)

Particulars	Amortised cost	Financial assets/ liabilities at fair value through profit or loss		Financial assets/ liabilities at fair value through OCI		Total carrying value
		Designated upon initial recognition	Mandatory	Designated upon initial recognition	Mandatory	
Assets						
Cash & cash equivalents	120.47	-	-	-	-	120.47
Total	120.47	-	-	-	-	120.47
Liabilities						
Borrowings	33,215.00	-	-	-	-	33,215.00
Others financial liabilities	2,929.03	-	-	-	-	2,929.03
Total	36,144.03	-	-	-	-	36,144.03

22. Financial risk management objectives and policies

The companies activities expose it to a variety of financial risk: market risk, credit risk and liquidity risk. The company is focusing to foresee the unpredictability of financial market and seeing to minimize potential adverse effects on its financial performance.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings and deposits.

Company is mainly effected by Interest rate risk.

-Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the borrowing.

Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from loans alongwith interest thereon for the year ended 31st March, 2022 and 31st March, 2021 respectively.

Credit risk on cash and cash equivalents is limited as the company has current account with bank.

Liquidity risk

The company's principal sources of liquidity are cash and cash equivalents and investments in equity instruments.

The company believes that the working capital is sufficient to meet its current requirements. Accordingly no liquidity risk is perceived

"As of March 31, 2022, the Company had a working capital of Rs. thousand (-)44,565.85 including cash and cash equivalents of Rs. thousand 191.75.

As of March 31, 2021, the Company had a working capital of Rs. thousand (-)3,040.59 including cash and cash equivalents of Rs. thousand 120.47."

The table below provides detail regarding the contractual maturities of significant financial liabilities as of March 31, 2022

Particulars	Less than 1 years	1-3 years	Total
Borrowings	41,630.00	-	41,630.00
Other financial liabilities	2,811.74	-	2,811.74

The table below provides detail regarding the contractual maturities of significant financial liabilities as of March 31, 2021

Particulars	Less than 1 years	1-3 years	Total
Borrowings	19,085.00	14,130.00	33,215.00
Other financial liabilities	2,929.03	-	2,929.03

Notes to Financial Statements as at March 31, 2022

23. Financial Ratios

The major financial ratios of the Company are disclosed below along with the reasons for variance:

(Rs. In '000)

Ratio	Formula	As at 31 March 2022			As at 31 March 2021			% of Variance	Reason for Variance
		Numerator	Denominator	Ratio	Numerator	Denominator	Ratio		
Current Ratio	Current Assets / Current Liabilities	208.50	44,774.35	0.005	151.27	3,191.86	0.0474	(90.17)	Due to current maturity of long term borrowings
Debt equity ratio	Total Debt / Shareholder's Equity	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Debt -service coverage ratio	Earnings available for debt service / Debt Service	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any) / Avg. Shareholder's Equity	(8,332.91)	1,69,000.00	(0.05)	(7,347.50)	1,69,000.00	(0.04)	(13.41)	
Inventory turnover ratio	Cost of goods sold or sales / Avg. Inventory	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Return on Capital employed	Earning before interest and taxes / Capital Employed	(4,563.69)	1,69,000.00	(0.03)	(4,385.03)	1,69,000.00	(0.03)	(4.07)	
Return on investments (Calculated for Equity)	{MV(T1) – MV(T0) – Sum [C(t)]} / {MV(T0) + Sum [W(t) * C(t)]}	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Trade receivable turnover ratio	Net Credit Sales / Avg. Accounts Receivable	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Trade payable turnover ratio	Net Credit Purchases / Avg. Trade Payables	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
Net capital turnover ratio	Net Sales / Working Capital	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
N.P. Ratio	Net Profit / Net Sales	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	

Debt -service coverage ratio

= depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.

Debt service = Interest & Lease Payments + Principal Repayments

"Net Profit after tax" means reported amount of "Profit / (loss) for the period" and it does not include items of other comprehensive income

Inventory turnover ratio

Average inventory (Opening + Closing balance / 2)

When the information opening and closing balances of inventory is not available then the ratio can be calculated by dividing COGS OR Sales by closing balance of Inventory.

Return on Capital employed.

Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability

Return on investments.

ROI = {MV(T1) – MV(T0) – Sum [C(t)]} / {MV(T0) + Sum [W(t) * C(t)]}

	For the year ended 31 March 2022	For the year ended 31 March 2021
	Nil	Nil
	Nil	Nil
	Nil	Nil
	Nil	Nil

T1 = End of time period

T0 = Beginning of time period

t = Specific date falling between T1 and T0

MV(T1) = Market Value at T1

MV(T0) = Market Value at T0

C(t) = Cash inflow, cash outflow on specific date

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as [T1 – t] / T1

Trade receivable turnover ratio

Net credit sales consist of gross credit sales minus sales return.

Trade receivables includes sundry debtors and bills receivables.

Average trade debtors = (Opening + Closing balance / 2)

Trade payable turnover ratio

Net credit purchases consist of gross credit purchases minus purchase return

Net capital turnover ratio

Net sales shall be calculated as total sales minus sales returns.

Working capital shall be calculated as current assets minus current liabilities

N.P. Ratio

Net profit shall be after tax.

Net sales shall be calculated as total sales minus sales returns.

24 Capital management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the company. The primary objective of the Company when managing capital is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure so as to maximise the shareholder value.

As on the date of Balance Sheet, the company has accumulated losses of Rs. thousand(2,04,200,67/-). As a result of this, the entire paid up capital of the company of Rs. thousand1,69,000/- has been fully eroded, adversely affecting the 'going concern' concept of the Ind AS. Smart Bharat Private Limited, the holding company has confirmed its intention in writing to provide financial assistance as and when any obligation either arises or falls due on the subsidiary. In view of the assurance from the holding company, the adverse affect on going concern concept has been duly taken care of and as such the financials have been prepared on going concern basis.

- 25 The company being listed on stock exchange, therefore, has complied with all the notified applicable Accounting Standards read with General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
- 26 Previous year figures have been regrouped/re-classified wherever considered to make comparable with the current year figures.
- 27 All notes annexed to and form integral part of the Balance Sheet and Statement of Profit & Loss Account.
- 28 In the view of limited number of employees, provision of employee benefit has not been calculated on the basis of actuarial valuation and provided for on accrual basis.
- 29 There is no prior period item, which is considered material for the purpose of disclosure in accordance with the Ind AS-8 on "Accounting Policies, changes in accounting estimates and errors."

30 Related Party Disclosures

a) Name of Related Party

- i) Ultimate Holding Company Smart Global Corporate Holding Pvt Ltd
- ii) Holding Company Smart Bharat (p) Ltd.(Formerly known as Smart Entertainment (p) Ltd)

Other related party with whom transaction has taken place

- iii) Key Management Personnel
- Mr. Rakesh Kumar Bhatnagar (CFO)
- Mr. Dinkar Sharma (Company Secretary)
- Mr. R.C. Agarwal (Director upto 30.06.2019)
- Mr. S.K.Gupta (Director upto 28.09.2019)
- Mr. Siddheshwar Kumar Upadhyay (Director w.e.f. 28.09.2019)
- Ms. Seema Salwan (Director w.e.f. 14.08.2019)
- Mr. Pankaj Kumar Singh (CEO w.e.f. 01.06.2018)

b) Related Party Transactions

As per attached Annexure-1

As per our attached report of even date.

For H S GUPTA & CO.
Chartered Accountants
Firm Registration No. 000326C

For and on behalf of the Board of Directors

(CA H. S. Gupta)
Partner
Membership No. 012834

(Arun Seth)
Director
DIN: 00007895

(S.K. Upadhyay)
Director
DIN: 07871728

(Kamalapati Kashyap)
Director
DIN: 02359002

Place: Noida
Date: 30.05.2022

(R. K. Bhatnagar)
CFO
PAN : ARIPB5404E

(Dinkar Sharma)
Company Secretary
M.N. F7383

(Pankaj Kumar Singh)
CEO
PAN :BZNPS9054B

30(b) Related Party Transactions:

Annexure-1
Amount (in Rs.'000)

Transactions during the year	Smart Bharat Pvt Ltd. (Holding Company)	Mr. Dinkar Sharma (KMP)	Mr. R.K. Bhatnagar (KMP)	Mr. R.C. Agarwal (Director upto 30.06.2019)	Mr. S.K. Gupta (Director upto 28.09.2019)	Mr. Siddheshwar Kumar Upadhyay (Director w.e.f. 28.09.2019)	Ms. Seema Salwan (Director w.e.f. 14.08.2019)	Mr. Pankaj Kumar Singh (w.e.f. 01.06.2018) (KMP)
Loan Repaid	19,085.00	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Interest Expense	1,011.37	-	-	-	-	-	-	-
	(1,813.08)	-	-	-	-	-	-	-
Loan no more payable written back	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Interest no more payable written back	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
Remuneration	-	1304.61	804.31	-	-	-	-	336.72
	-	(1304.61)	(608.73)	-	-	-	-	(336.72)
Reimbursement of Expenses	61.28	392.89	418.04	-	-	-	-	-
	(250.91)	(393.60)	(330.95)	-	-	-	-	-
Director sitting fees	-	-	-	-	-	30.00	30.00	-
	-	-	-	-	-	(30.00)	(30.00)	-

Previous year figures are shown in brackets.

Balance O/s as at	31-03-2022	31-03-2021
Loan payable & interest thereon		
Smart Bharat Pvt Ltd - Loan (Holding Company)	-	19,085.00
Smart Bharat Pvt Ltd - Interest (Holding Company)	-	1,677.09

GREEN INITIATIVE APPEAL TO THE SHAREHOLDERS

The Shareholders holding shares in demat form are requested to register their e-mail id with their Depository. Shareholders holding shares in physical form are requested to send their consent to our Registrar and Transfer Agent, M/s Mas Services Limited in the following format.

Date: _____

Unit: TRANS INDIA HOUSE IMPEX LIMITED (Formerly Known as IO System Limited)

M/s. Mas Services Limited

T-34, IInd Floor, Okhla Industrial Area, Phase-II,

New Delhi - 110 020

Phone No: 011-26387281/82

Fax No: 011-26387284

E-mail id: info@masserv.com

Website: www.masserv.com

I / We _____ holding _____ shares of the Company in physical form intend to receive all communications including notices, annual reports, through my/our e-mail id given hereunder:

Folio No _____ E-mail id _____

Signature of the first holder

**TRANS INDIA HOUSE IMPEX LIMITED
(Formerly Known as IO SYSTEM LIMITED)**

CIN : L74110UP1987PLC008764

Registered Office :

Office No. 1109,
Corporate Park Tower,
A/1,Plot No.7a/1, Sector 142,
Noida Gautam Buddha Nagar Up 201301 In