



## TRANS INDIA HOUSE IMPEX LIMITED

(Formerly known as IO System Limited)

CIN: L74110UP1987PLC008764

REGI. OFFICE: OFFICE NO. 1109, CORPORATE PARK TOWER, A/1, PLOT NO.7A/1, SECTOR 142, NOIDA, NOIDA Gautam Buddha Nagar UP  
201301 IN

Corp. off.: B-1101, Titanium Square, B/H. Sarveshwar Tower, OPP. B .M.W. SHOW ROOM, THALTEJ AHMEDABAD 380054 GJ IN  
Email: [compliance@tihil.co.in](mailto:compliance@tihil.co.in); Tel +91-79-46008108

19<sup>th</sup> December, 2022

To,  
Department of Corporate Service (DCS-CRD)  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai - 400 001

Ref: TRANS INDIA HOUSE IMPEX LIMITED SECURITY CODE NO.: 523752  
SUB: CORRIGENDUM TO NOTICE OF THE 02/2022-23 EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, 28<sup>TH</sup> DECEMBER, 2022.

Dear Sir,

In furtherance to our letter dated 03<sup>rd</sup> December, 2022 with reference to the Notice convening 02/2022-23 Extra-Ordinary General Meeting of the Company to be held on **Wednesday, 28<sup>th</sup> December, 2022 at 01:00 PM IST** through Video Conferencing (VC) or Other Audio Video Means (OAVM) ('EGM Notice'), the Company is issuing a Corrigendum to the said EGM Notice, which is enclosed herewith for your record & dissemination.

Please note that the Corrigendum is being issued on account of the following changes:

- (a) Change in category of the Company's Equity Shares listed and traded on BSE Limited from ***frequently traded to In-frequently traded***; and
- (b) Change in the ***floor price*** determined pursuant to regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018.

On account of above changes, consequent amendments has been made in Point No: f and g of the Explanatory Statement to the Special Resolution No: 05 both forming part to the EGM Notice. All other details and information in the EGM Notice remains the same.

This communication should be read along with the original EGM Notice dated 29<sup>th</sup> November, 2022, which was submitted to the Exchange.

The EGM Notice along with the Corrigendum is also available on the website of the Company and can be accessed at [www.tihil.co.in/notice-announcements](http://www.tihil.co.in/notice-announcements).

This is for your information and records.

Thanking you,

**For Trans India House Impex Limited**

**Mrugesh Ashwin Kumar Vyas**  
**Company Secretary and Compliance Officer**  
**PAN - AIXPV8495M and Membership No: ACS: 49190**  
Encl: As above.



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### CORRIGENDUM TO EGM NOTICE

The Notice dated 29<sup>th</sup> November, 2022 (“EGM Notice”) convening 02/2022-23 Extra-Ordinary General Meeting on **Wednesday, 28<sup>th</sup> December, 2022 at 01:00 PM IST** shall be read with this corrigendum (“Corrigendum”).

This Corrigendum is being issued on account of the following changes:

- (a) Change in category of the Company’s Equity Shares listed and traded on BSE Limited from ***frequently traded to In-frequently traded***; and
- (b) Change in the ***floor price*** determined pursuant to regulation 165 and 166A of the SEBI (ICDR) Regulations, 2018.

On account of above changes, consequent amendments has been made in Point No: f and g of the Explanatory Statement to the Special Resolution No: 05 both forming part to the EGM Notice. All other details and information in the EGM Notice remains the same.

On account of this corrigendum, the following changes has been made in the Explanatory Statement to the Special Resolution No: 05 forms part of the Notice.

#### **f. The price at which the allotment is proposed:**

The Equity Shares of Company are listed on Main Board of BSE Limited, a recognised stock exchange for a period of more than 90 trading days as on the relevant date i.e. Monday, 28<sup>th</sup> November, 2022 and are infrequently traded in accordance with SEBI (ICDR) Regulations.

The Price of the Convertible Equity Warrants to be allotted to Promoters and Non-Promoters/Public of the Company shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations. Currently, SEBI (ICDR) Regulations, provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

*a) In case of “frequently traded shares (Regulation 164(1) of the SEBI (ICDR) Regulations):*

In terms of the applicable provisions of SEBI (ICDR) Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

- The 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date i.e. 28<sup>th</sup> November, 2022; or
- The 10 trading day’s volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date i.e. 28<sup>th</sup> November, 2022.

Further, if the Articles of Association of the Company provides for a method of determination which results in a floor price higher than that determined under above regulations, then the same shall be considered as the floor price for Convertible Equity Warrants to be allotted pursuant to the preferential issue.



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### *b) In case of "infrequently traded shares (Regulation 165 of the SEBI (ICDR) Regulations):*

Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies:

Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent registered valuer to the stock exchange where the equity shares of the issuer are listed.

### *c) (Regulation 166 A (1) of the SEBI (ICDR) Regulations):*

Further, in case any preferential issue, which result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

Further that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Since, in the proposed Preferential issue of Warrants, the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company, to the Allottee and the Allottees acting in concert, the pricing of the Convertible Equity Warrants to be allotted shall be the higher of the following parameters:

#### (a) Price determined as per provisions of the Regulation 164(1) of the SEBI ICDR Regulations:

The minimum price as per the pricing formula prescribed under Regulation 164(1) of the SEBI ICDR Regulations 2018 for the Preferential Issue of Convertible Equity Warrants is INR 6.62/- (Rupees Six and Sixty Two Paise Only) being the higher of the following:

- (i) INR 5.91/- (Rupees Five and Ninety One paise only) as the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the relevant date;
- (ii) INR 6.62/- (Rupees Six and Sixty Two Paise Only) as the 10 trading day's volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the relevant date.

OR

#### (b) Price determined as per provisions of the Regulation 165 of the SEBI ICDR Regulations:

INR 9.73 (Rupees Nine and Seventy Three Paise Only) being the price calculated and determined under the Valuation Report dated 29<sup>th</sup> November, 2022 from CA Sejal Ronak Agrawal, a Registered Valuer – Securities & Financial Assets having Registration number - IBBI/RV/06/2020/13106 and office situated at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad – 380008 after take into account the multiple valuation parameters.



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OR

- (c) The price determined in accordance with the provisions of the Articles of Association of the Company. Since, the Articles of Association of the Company does not mentioned the formula or calculation of price to be determined for this purpose, this is not applicable to the Company.

Accordingly, the pricing of the Warrants to be allotted on preferential basis is INR 10.00/- (Rupees Ten only) which is at par of the face value, per convertible equity warrants to be converted into equivalent number of Equity Share of face value of INR 10/- (Rupees Ten each) each, being the price higher than the price calculated as per above points (a), (b) or (c) which is not less than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

### **Basis on which price has been arrived at along with report of the registered valuer:**

The price of each Equity Share to be issued in lieu of Warrants is fixed at INR 10/- (Rupees Ten only) per Equity Share as determined in terms of SEBI (ICDR) Regulations on the basis of the Relevant Date i.e. Monday, 28<sup>th</sup> November, 2022.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

In terms of Regulation 165 and 166A(1) of the SEBI (ICDR) Regulations 2018, the Company has taken Valuation Report dated 29<sup>th</sup> November, 2022 from CA Sejal Ronak Agrawal, a Registered Valuer – Securities & Financial Assets having Registration number - IBBI/RV/06/2020/13106 and office situated at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad – 380008, as required under Regulation 165 and 166A(1) of the SEBI (ICDR) Regulations 2018 and the copy of the same has been hosted on the website of the Company which can be accessed at [www.tihil.co.in](http://www.tihil.co.in) under Investors tab and will also be made available before the shareholders of the Company at the Extra Ordinary General Meeting to be held on Wednesday, 28<sup>th</sup> December, 2022 and also open for inspection by the members at the registered office and corporate office of the Company between 11:00 AM to 5:00 P.M. between Monday to Friday of every week upto the date of Extra Ordinary General Meeting.

Further, the Company undertakes to re-compute the price of the equity shares, if at all required, in terms of the provisions of these regulations where it is required to do so. If the amount payable on account of the re-computation, if required, of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

This is for your information and records.

Thanking you,

**For Trans India House Impex Limited**

**Mrugesh Ashwin Kumar Vyas**

**Company Secretary and Compliance Officer**

**PAN - AIXPV8495M and Membership No: ACS: 49190**