



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; Tel +91-79-46008108

03rd December, 2022

To,
The 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.: **NOTICE OF 02/2022-23 EXTRA-ORDINARY GENERAL MEETING, E-VOTING INFORMATION, AND CUT OFF DATE FOR THE PURPOSE OF E-VOTING.**

Dear Sir,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015 as amended from time to time, we would like to inform that the 02/2022-23 Extra-Ordinary General Meeting (“EGM”) of the Equity Shareholders of Trans India House Impex Limited (*Formerly known as IO System Limited*) (“the Company”) will be held on **Wednesday, 28th December, 2022** at **01:00 PM IST** through Video Conferencing (VC) or Other Audio Video Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the businesses stated out in the Notice of the EGM dated 29th November, 2022 annexed herewith.

Further, the Company is providing E-Voting facility (Remote E-Voting and E-Voting during the EGM) to its Shareholders to exercise their right to vote on the resolution as set out in the Notice of EGM.

The Remote E-voting begins on **Saturday, 24th December, 2022 (09:00 AM IST)** and will end on **Tuesday, 27th December, 2022 (05:00 PM IST)** both days inclusive.

Further, the Company has fixed **Wednesday, 21st December, 2022** as Cut-Off date to determine the Shareholders (holding Equity Shares of the Company in both electronic and physical form) who are eligible to cast their vote electronically during the Remote E-Voting period as well as E-Voting during the EGM.

The Notice of EGM will also be available on the website of the Company i.e. www.tihil.co.in.



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You are requested to kindly take the note of the above and display the same on notice of the exchange.

Thanking you,

For Trans India House Impex Limited



Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 49190

Cc to:

- 1. National Securities Depository Limited**
Trade World, A wing, 4th & 5th Floors
Kamala Mills Compound, Lower Parel
Mumbai 400 013
- 2. Central Depository Services (India) Limited (CDSL)**
Marathon Futurex, A-Wing, 25th Floor, NM Joshi Marg,
Lower Parel, Mumbai 400 013
- 3. MAS Services Limited**
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II, New Delhi 110 020



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NOTICE OF 02/2022-23 EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 02/2022-23 EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE EQUITY SHAREHOLDERS OF TRANS INDIA HOUSE IMPEX LIMITED (FORMERLY KNOWN AS IO SYSTEM LIMITED) ("THE COMPANY") WILL BE HELD THROUGH VIDEO CONFERENCING ("VC") AND/OR OTHER AUDIO VISUAL MEANS ("OAVM") ("HEREINAFTER REFERRED TO AS "ELECTRONIC MODE") ON WEDNESDAY, 28TH DECEMBER, 2022 AT 01:00 PM IST TO TRANSACT THE FOLLOWING BUSINESSES:

- 1. TO RECLASSIFY THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIALLY AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO SECTION 13, 61 AND 64 AND ALL OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013, SEBI (LODR) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATIONS, AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to reclassify the Authorized Share Capital of the Company from its present Authorized Share Capital of INR 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) each to INR 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each on reclassification of 5,00,000 (Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) to 50,00,000 (Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each of the Company."

RESOLVED FURTHER THAT the existing Capital Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following clause:

- V. The Authorized Share Capital of the Company is INR 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each.**

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof ("the Board") be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or Chief Executive Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

- 2. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIALLY AMEND THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO SECTION 13, 61 AND 64 AND ALL OTHER APPLICABLE PROVISIONS, IF ANY OF THE COMPANIES ACT, 2013, SEBI (LODR) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATIONS, AS A SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed thereunder and in terms of applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory



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modification(s) and re-enactment(s) thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorised Share Capital of the Company of INR 25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each be and is hereby increased to INR 51,00,00,000 (Rupees Fifty One Crores only) divided into 5,10,00,000 (Five Crore Ten Lakh) Equity Shares of INR 10/- (Rupees Ten only) each by creating additional 2,60,00,000 (Two Crores Sixty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each ranking Pari Passu in all respects with the existing Equity Shares of the Company.”

RESOLVED FURTHER THAT the existing Capital Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following clause:

V. The Authorized Share Capital of the Company is INR 51,00,00,000 (Rupees Fifty One Crores only) divided into 5,10,00,000 (Five Crore Ten Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof (“the Board”) be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or Chief Executive Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. TO ALTER THE ARTICLES OF ASSOCIATION BY INSERTING A NEW CLAUSE IN THE ARTICLES OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATIONS, AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013 read with rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of Registrar of Companies, Kanpur (“ROC”) and any other Authority, consent of the Members of the Company be and is hereby accorded to amend the existing Articles of Association of the Company by inserting a new Sub-Clause (89) in the existing Clause II of the Articles of Association of the Company as follows:

Issue of further Equity Shares or other Securities

89. *Subject to the applicable provisions of the Companies Act, 2013 read with rules framed thereunder including the guidelines, regulations, directions and circulars and these Articles, the Company may issue equity shares or debentures or preference shares or warrants or any other securities in any manner whatsoever including by way of rights issue, bonus issue, employee stock option scheme, employee stock purchase scheme, sweat equity shares subject to compliance with applicable sections of the Companies Act, 2013 and rules framed thereunder and also by way of preferential offer and/or private placement to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.*

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof (“the Board”) be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or Chief Executive Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings



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as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. TO APPROVE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM THE “STATE OF UTTAR PRADESH” TO THE “STATE OF GUJARAT” AND CONSEQUENTIALLY AMEND THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 12 and Section 13 and also any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment for the time being in force) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and also subject to the approval of the Hon'ble Regional Director, Northern Region, New Delhi or any other Government Authority in this regard and subject to such permissions, sanctions or approvals as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the Members of the Company be and is hereby accorded for the shifting of the registered office of the Company from “Noida, State of Uttar Pradesh” under the jurisdiction of Registrar of Companies, Uttar Pradesh situated at Kanpur to “Ahmedabad, State of Gujarat” under the jurisdiction of Registrar of Companies, Gujarat situated at Ahmedabad and accordingly to replace and substitute the present Clause - II of the Memorandum of Association of the Company by the following clause:

II. The Registered Office of the Company will be situated in the State of Gujarat under the jurisdiction of Registrar of Companies, Gujarat situated at Ahmedabad.

“**RESOLVED FURTHER THAT** on obtaining the confirmation from the Regional Director, Northern Region, New Delhi the Registered Office of the Company be shifted from Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1, Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh to B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej, Ahmedabad – 380054, Gujarat.

“**RESOLVED FURTHER THAT** upon receipt of the order of the Hon'ble Regional Director, Northern Region, New Delhi approving the alteration, filing of certified copy of such order with the respective Registrar of Companies and obtain fresh certificate from the Registrar of Companies, indicating the said alteration, the registered office of the Company be shifted from Noida, State of Uttar Pradesh” under the jurisdiction of Registrar of Companies, Uttar Pradesh situated at Kanpur to “Ahmedabad, State of Gujarat” under the jurisdiction of Registrar of Companies, Gujarat situated at Ahmedabad”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company or a Committee thereof (“the Board”) be and are hereby authorized, in the best interest of the Company, to do all acts, deeds, matters and things including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or Chief Financial Officer or Chief Executive Officer or any other officer or employee of the Company as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty or doubt that may arise in this regard, to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies, Stock Exchange, SEBI or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. TO CREATE, OFFER, ISSUE AND ALLOT UPTO 1,92,51,000 (ONE CRORE NINETY TWO LAKH FIFTY ONE THOUSAND) CONVERTIBLE EQUITY WARRANTS (“WARRANTS”) AGGREGATING UPTO INR 19,25,10,000/- (RUPEES NINETEEN CRORES TWENTY FIVE LAKH TEN THOUSAND ONLY) TO THE PROMOTERS AND NON-PROMOTERS ON A PRIVATE AND PREFERENTIAL BASIS, WITH AN OPTION TO SUBSCRIBE AND CONVERT EACH SUCH WARRANT INTO ONE EQUITY SHARE OF FACE VALUE OF INR 10/- (RUPEES TEN ONLY) EACH AT A PRICE OF INR 10/- (RUPEES TEN ONLY) EACH WHICH IS AT PAR OF THE FACE VALUE FOR EACH WARRANT ON PREFERENTIAL BASIS PURSUANT TO PROVISIONS OF SECTION 23(1)(B), 42, 62(1) (C) AND OTHER APPLICABLE



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PROVISIONS OF THE COMPANIES ACT, 2013, SEBI (ICDR) REGULATIONS, 2018, SEBI (LODR) REGULATIONS, 2015 AND OTHER APPLICABLE LAWS AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION, WITH OR WITHOUT MODIFICATIONS, AS A SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 23(1)(b), 42, 62 (1)(c) and any other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) (the "Act"), the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Listing Agreement with the BSE Limited ("BSE"), the Stock Exchange where the existing equity shares of the Company are listed on its Main Board ("Stock Exchange"), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended, ("ICDR Regulations"); The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ("SEBI Takeover Regulations"), The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any amendments or statutory modification(s) thereto and/or enactment(s) or re-enactment thereof for the time being in force) together with any other rules / regulations / guidelines, if any, as may be prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Government of India ("GOI"), Ministry of Corporate Affairs ("MCA"), Foreign Exchange Management Act, 1999 ("FEMA"), and/or any other appropriate or regulatory authority along with the rules and regulations framed thereunder, and also subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bankers as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot on a private and preferential basis, at an appropriate time, in one or more tranches upto 1,92,51,000 (One Crore Ninety Two Lakh Fifty One Thousand) Convertible Equity Warrants ("the Warrants") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees as mentioned herein below on a cash subscription basis with a right exercisable by the Warrant holders to subscribe for 1 (One) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, aggregating upto INR 19,25,10,000/- (Rupees Nineteen Crores Twenty Five Lakh Ten Thousand only) by way of conversion of the Warrants, at an appropriate time, in one or more tranches, within a period of 18 (Eighteen) months from the allotment of Warrants or in such other manner as may be permissible in accordance with provisions of the SEBI Regulations and Act on such terms and conditions as the Board may, in its absolute discretion think fit and appropriate without requiring any further approval and consent from the members in accordance with the SEBI ICDR Regulations and other applicable laws.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1.	Mayank Suresh Jolly	Indian Individual Promoters	1500000
2.	Irfan Abdulrahimbhai Qureshi	Indian Individual Promoters	1500000
3.	Sunsource Capital Services India Limited (Formerly Nisha Securities Limited)	Indian Company registered under the Companies Act, 1956, Promoters.	4000000
4.	Hiren Kirankumar Mala	Indian Individual, (Non-Promoter)	2100000
5.	Payel Kabiraj	Indian Individual, (Non-Promoter)	700000
6.	Kripali Harikesh Patel	Indian Individual, (Non-Promoter)	501000
7.	Imran Abdulbhai Kureshi	Indian Individual, (Non-Promoter)	500000



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8.	Pravinkumar Ganeshbhai Thakkar	Indian Individual, (Non-Promoter)	500000
9.	Gayatriben Vipulkumar Thakkar	Indian Individual, (Non-Promoter)	500000
10.	Pravinaben Girishbhai Patel	Indian Individual, (Non-Promoter)	500000
11.	Imdadullah Abdulkarim Sheikh	Indian Individual, (Non-Promoter)	500000
12.	Rubbiben Ubeddullahbhai Sheikh	Indian Individual, (Non-Promoter)	250000
13.	Salma Ubaidullah Shaikh	Indian Individual, (Non-Promoter)	250000
14.	Harsh Kalpeshbhai Raval	Indian Individual, (Non-Promoter)	300000
15.	Abdulkadar Abubakar Chugda	Indian Individual, (Non-Promoter)	300000
16.	Aljina Mohmdasif Chugada	Indian Individual, (Non-Promoter)	100000
17.	Aarti Hardik Dholakiya	Indian Individual, (Non-Promoter)	300000
18.	Kalliwalla Mohmad Arfath	Indian Individual, (Non-Promoter)	300000
19.	Alka Sanat Biswas	Indian Individual, (Non-Promoter)	200000
20.	Ranjeet Madhukarrao Pawar	Indian Individual, (Non-Promoter)	200000
21.	Afazal Hanifbhai Sumara	Indian Individual, (Non-Promoter)	200000
22.	Marjina Abid Sumra	Indian Individual, (Non-Promoter)	100000
23.	Khushbu Agarwal	Indian Individual, (Non-Promoter)	200000
24.	Foram Ravikumar Shah	Indian Individual, (Non-Promoter)	150000
25.	Riddhiben Krunal Shah	Indian Individual, (Non-Promoter)	100000
26.	Neelam Roopsingh Chauhan	Indian Individual, (Non-Promoter)	125000
27.	Saurabh Rajeshsingh Chauhan	Indian Individual, (Non-Promoter)	125000
28.	Vinaysingh Mahendrabhai Chauhan	Indian Individual, (Non-Promoter)	125000
29.	Atish Sherbahadursingh Bhadoriya	Indian Individual, (Non-Promoter)	125000
30.	Daxaben Deepakkumar Topiwala	Indian Individual, (Non-Promoter)	125000
31.	Deepak Harishchandra Topiwala	Indian Individual, (Non-Promoter)	125000
32.	Manali Jigar Topiwala	Indian Individual, (Non-Promoter)	125000
33.	Jigar Dipak Topiwala	Indian Individual, (Non-Promoter)	125000
34.	Bharatiben Kamleshbhai Shah	Indian Individual, (Non-Promoter)	100000
35.	Swati Mehta	Indian Individual, (Non-Promoter)	100000
36.	Arvindbhai Babubhai Barot	Indian Individual, (Non-Promoter)	100000
37.	Devratsinh Pradipsinh Parmar	Indian Individual, (Non-Promoter)	100000
38.	Aaftab Khokhar	Indian Individual, (Non-Promoter)	400000
39.	Archna Malik	Indian Individual, (Non-Promoter)	100000
40.	Kulajit Kumar Mohanlal Goyal	Indian Individual, (Non-Promoter)	100000
41.	Rahul Nareshkumar Shah	Indian Individual, (Non-Promoter)	100000
42.	Amarendra Kumar Singh	Indian Individual, (Non-Promoter)	100000
43.	Rujuta Dhirajsinh Rathod	Indian Individual, (Non-Promoter)	100000
44.	Shyam Sunder Aggarwal	Indian Individual, (Non-Promoter)	100000
45.	Vaishali Singh Chauman	Indian Individual, (Non-Promoter)	100000
46.	Hitendra Ratilal Joshi	Indian Individual, (Non-Promoter)	100000
47.	Rahul Balkrushna Patole	Indian Individual, (Non-Promoter)	100000
48.	Kinjal Manan Dhakan	Indian Individual, (Non-Promoter)	100000
49.	Tejas Umesh Thakur	Indian Individual, (Non-Promoter)	100000
50.	Jeet Ajaykumar Patel	Indian Individual, (Non-Promoter)	100000
51.	Nakul Bhaskarbhai Patel	Indian Individual, (Non-Promoter)	100000
52.	Udjet Kapoor	Indian Individual, (Non-Promoter)	100000
53.	Jaykumar Mohanlal Kalyani	Indian Individual, (Non-Promoter)	100000
54.	Shruti Keyur Mehta	Indian Individual, (Non-Promoter)	100000
55.	Krish Nalinbhai Patel	Indian Individual, (Non-Promoter)	100000
Total			19251000



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"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants and its conversion into the Equity Shares of the Company shall be made at such time(s) or manner as the Board may in its absolute discretion think fit and appropriate"

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares of the Company resulting from the exercise of the entitlement or conversion of the said warrants shall be on the following terms and conditions or such other terms and conditions as may be framed, decided, modified, altered, varied by the Board in its absolute discretion think fit and appropriate:-

- (a) In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the purpose of calculation of the floor price for the Preferential Allotment of the Warrants be and is hereby fixed as **Monday, 28th November, 2022**, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting i.e. Wednesday, 28th December, 2022.
- (b) The Warrants shall be exercised or converted in a manner that is in compliance with the minimum public shareholding and other applicable norms as prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.
- (c) Each Warrant is convertible into One (1) Equity Share of the Company and the conversion can be exercised by the Warrant holders at any time during the period of Eighteen (18) months from its date of allotment on such other terms and conditions as may be applicable.
- (d) The Warrants shall be issued and allotted by the Company only in dematerialized form to the proposed allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the Warrants are pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals, if any.
- (e) The Equity Shares shall be issued and allotted by the Company only in dematerialized form to the proposed Allottee(s) within a period of fifteen (15) days from the date on which the Allottee(s) had exercised his/their rights to convert the Warrants which will be within the tenure of Eighteen (18) months from date of allotment of Warrants and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the then existing Equity Shares of the Company.
- (f) The Warrants to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of bonus issue or capitalization of its profits or reserves, upon demerger / realignment, rights issue or undertakes split/ consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under the SEBI ICDR Regulations and all other applicable regulations from time to time.
- (g) The Warrants shall be issued and allotted by the Company only in dematerialized form.
- (h) The Warrants subscription price shall be equivalent to 50% of the issue price which will be payable at the time of its subscription and would be adjusted/appropriated by the Company against the issue price of the Equity Shares. The Warrants exercise price shall be equivalent to 50% of the issue price which will be payable at the time of exercising the entitlement attached to Warrant(s) to subscribe to Equity Share(s). The amounts paid against Warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.
- (i) The Warrant holder shall be entitled to exercise the option of its conversion either all or in part of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of the Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of its conversion. The Board shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the



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

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respective demat account of the Warrant holders and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares. The Equity Shares to be allotted upon the conversion of the Warrants, pursuant to this resolution shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend and other entitlements with the then existing equity shares of the Company.

- (j) In the event the holders of the Warrants does not exercise the option to convert the same into the Equity Shares of the Company within 18 (Eighteen) months from the date of its allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (k) The Warrants do not give any right / entitlements to the convertible equity warrant holder as a shareholder of the Company.
- (l) The consideration price of the Warrants, if paid in cash, shall be received from Allottee's bank account only and not from any other person.
- (m) The monies received by the Company from the Allottees for application of the Warrants and the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.
- (n) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (o) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in for such period as may be specified under applicable provisions of the ICDR Regulations or the Act.
- (p) The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (q) The Equity Shares arising from the conversion of the Warrants shall be listed on the BSE Limited ("BSE") where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority. Further, the Board be and is hereby authorised to make the necessary applications and to take all such steps as may be deemed necessary and appropriate for the listing of the Equity Shares proposed to be allotted to the Allottees upon exercise of the option of conversion of the Warrants, for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Allottees demat account.
- (r) If any of the Allottee fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the Company shall allot the shares to the Allottee up to the extent of their applications received."

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the consent of the Members of the Company be and is hereby accorded for the issuance of a private placement and preferential basis offer letter and application form in respect of the Warrants to be subscribed by the Allottees, in such form and manner as prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder;

RESOLVED FURTHER THAT the Common Seal of the Company, if any, to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept the terms, conditions, modifications and stipulations as the GOI, RBI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or Equity Shares as aforesaid.



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“RESOLVED FURTHER THAT necessary corporate actions be taken or authorized to be taken in respect of such Equity Shares allotted upon conversion of Warrants with National Securities Depositories Ltd. (NSDL) and / or Central Securities Depositories Ltd. (CDSL) under the signature of any of the Directors and / or Company Secretary and / or Chief Financial Officer and/or Chief Executive Officer of the Company, as may be necessary or required, for and on behalf of the Company in accordance with such other guidelines, rules and regulations as may be applicable with regard to such corporate actions.”

“RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the Equity Shares allotted upon conversion of the Warrants on Stock Exchange, where the Company’s shares are listed in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, finalizing the terms of agreement(s) and other related document(s), if any, in this regard to the offer, issue and allot convertible equity warrants, the number of equity shares to be allotted upon conversion of the convertible equity warrants to resolve and settle any questions, difficulties or doubts that may arise in regard, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be required to give effect to the aforesaid resolution including delegating all or any of its power to the sub-committee or any committee of the Board or to any one or more Director(s)/Company Secretary/Chief Executive Officer/any Officer(s) of the Company and also the transactions contemplated thereby(including without limitation, issue and allotment of the Warrants and the issue and allotment of the Equity Shares upon the subsequent conversion of such Convertible Equity Warrants including without limitation, to issue any clarifications and resolve any doubts or questions that may arise, execute all such agreements, documents, deeds, writings and instruments as the Board may in its absolute discretion deem necessary or desirable to give effect to the aforesaid resolution and to bind the Company and the Shareholders in relation to the same, effect any modification to the foregoing (including any modification to the terms of the issue) and to sign and file applications with the appropriate authorities for obtaining requisite approvals and liaise with such authorities to obtain the requisite approvals for undertaking such transactions.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate the power to its Sub Committee or any one or more Director(s)/Company Secretary/ Chief Executive Officer/any Officer(s) of the Company to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the above and for matters connected therewith or incidental thereto including but not limited to engage / appoint depositories, registrars, bankers, and such other consultants and advisors to the issue and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law and to delegate all or any of its powers herein conferred to any director(s) and / or officer(s) and / or any person associated with the Company.



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RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

By order of the Board of Directors
For Trans India House Impex Limited
(Formerly known as IO System Limited)
SD/-

29th November, 2022
Ahmedabad

Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 49190

Registered office: Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1,
Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh;
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NOTES:

- In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021 and May 5, 2022 (“MCA Circulars for General Meetings”) and SEBI vide its circulars dated May 12, 2020, January 15, 2021 and May 13, 2022 (“SEBI Circulars for General Meetings”), permitted the holding of the General Meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), MCA Circulars for General Meetings and SEBI Circulars for General Meetings, the EGM of the Company is being held through VC / OAVM on Wednesday, 28th December, 2022. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1, Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh.
- Pursuant to the provisions of the Companies Act, 2013 (“the Act”), a Member who is entitled to attend and vote at the EGM is also entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this EGM is held through VC/OAVM the physical attendance of members is dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Act, authorized representative of the Corporate Member(s) may be appointed for the purpose of participation in the EGM through VC / OAVM and also for remote e-Voting during the EGM.
- No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
- Members attending the Meeting through VC/OAVM will be counted for the purposes of reckoning of Quorum under Section 103 of the Companies Act, 2013.
- In line with the MCA Circulars and the SEBI Circular, the Notice calling the EGM has been uploaded on the website of the Company at www.tihil.co.in under Investors tab. The Notice can also be accessed from the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the meeting is annexed hereto. The Board of Directors of the Company at its meeting held on Tuesday, 29th November, 2022 considered that the Special Businesses under Items No. 1, 2, 3, 4 and 5 being considered unavoidable, be transacted at the EGM of the Company.
- All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at www.tihil.co.in under Investors tab. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to compliance@tihil.co.in.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the EGM.
- Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and sending physical copies of the Notice of this Meeting, The Notice of this meeting have been sent through registered email id to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday, 25th November, 2022.



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10. The Members are requested to dematerialize their shareholdings with their Depository Participants as the Company's Shares are traded compulsorily under Demat mode in the Stock Exchanges.
11. The Securities and Exchange Board of India (SEBI) has amended Regulation 40 of SEBI LODR. Pursuant to amended Regulation 40 of SEBI LODR, effective 1st April, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. The Company in this regard has sent letters to the shareholders holding shares in physical form informing them about the above requirement. All shareholders holding shares in physical form are requested to demat their shares at the earliest.
12. Members holding shares in single name and/or in physical mode are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from the Company's Registered Office.
13. The Securities and Exchange Board of India (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 Participant with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
14. The Company has appointed M/s. Mas Services Limited, Registrar and Share Transfer Agents of the Company for conducting the EGM and for voting through remote e-voting or through e-voting at the EGM. The procedure for participating in the meeting through VC/ OAVM is explained in this note and is also available on the website of the Company at www.tihil.co.in under Investors tab.
15. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 and under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, every Listed Company is required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

16. Pursuant to Section 101 and 136 of the Act read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. As per provisions of Section 20 of the Act read with Rules thereunder, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his / her Depository Participant / the Company's Registrar & Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the Company in its Annual General Meeting. In cases, where any member has not registered his / her e-mail address with the Company, the service of documents, etc. will be effected by other modes of service as provided in Section 20 of the Act read with the relevant Rules thereunder.

Those members, who desire to receive notice / financial statement / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his / her Depository Participant / the Company's Registrar & Share Transfer Agent, as the case may be. Members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialized form) or with RTA of the Company (in case of Shares held in physical form).

17. SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD RTAMB/P/CIR/2021/655 dated November 3, 2021 has prescribed certain mandatory provisions with regard to "Common and Simplified Norms for processing investor's request by RTAs



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and norms for furnishing PAN, KYC details and Nomination”, where the shares are held in physical mode. Said SEBI circular prescribes following norms, in case the shares are held in physical mode:

- (i) Common and simplified norms for processing any service request from the holder, pertaining to the captioned items, by the RTAs.
- (ii) Electronic interface for processing investor’s queries, complaints and service request.
- (iii) Mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.
- (iv) Freezing of folios without valid PAN, KYC details and Nomination and
- (v) Compulsory linking of PAN and Aadhar by all holders of physical securities.

Members of the Company holding shares in physical mode shall provide the following documents / details to the RTA of the Company:

- (i) PAN.
- (ii) Nomination (for all eligible folios) in Form No. SH-13 or submit declaration to “Opt-Out” in Form No. ISR-3. Note: Any cancellation or change in nomination shall be provided in Form No. SH-14.
- (iii) Contact details including postal address with pin code, mobile number, e-mail address.
- (iv) Bank account details including bank name and branch, bank account number, IFSC.
- (v) Specimen signature.

Please provide the above documents / details to the RTA of the Company along with other basic details like name of the member, folio number, certificate number and distinctive numbers. As per the said SEBI circular, the Company has uploaded the following documents (along with the SEBI circular) on the website of the Company:

- (i) Form No. ISR-1-request for registering PAN, KYC details or changes / updation thereof.
- (ii) Form No. ISR-2-confirmation of signature of securities holder by the Banker.
- (iii) Form No. ISR-3-declaration form for opting-out of nomination by holders of physical securities in listed companies.
- (iv) Form No. SH-13-nomination form.
- (v) Form No. SH-14-cancellation or variation of nomination.

Further, the contact details of the Company and RTA are also available on the website of the Company

18. Institutional / Corporate Shareholders (i.e. other than individual / HUF, NRI etc.) are required to send a scanned copy of (PDF / JPG format) of its Board or governing body Resolution / Authorization etc. authorizing the representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the scrutinizer by email on its registered email address to hetidshah@gmail.com with a copy marked to compliance@tihil.co.in.
19. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (“SS-2”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Security Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.
20. In terms of provisions of section 107 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the EGM.
21. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the EGM.
22. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
23. Members who have not registered their e-mail address so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
24. The institutional members are encouraged to attend and vote at the EGM.
25. The Members can join the EGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the



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EGM through VC / OAVM will be made available for atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

26. Pursuant to SEBI Circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are therefore advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

(a) 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 CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on 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 able to see the e-Voting option where the E-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>



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	3) 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. 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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.

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

Login type	Helpdesk details
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 and 22-23058542-43.
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

(c) Login method for Remote E-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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.



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4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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*****.
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*****
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.

6. 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.

9. After you click on the "Login" button, Home page of e-Voting will open.

(d) 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?



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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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (1) The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- (2) The link for VC/OAVM to attend meeting will be available where the EVEN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (3) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
- (4) Only those Members / shareholders, who will be present in the EGM through VC / OAVM and 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 e-Voting system available during the EGM.
- (5) If any votes are cast by the members through the e-voting available during the EGM and if the same members have not participated in the meeting through VC / OAVM, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only the members participating in the meeting.
- (6) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (7) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (8) 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.
- (9) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, Demat account number/folio number, email id, mobile number at compliance@tihil.co.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at. These queries will be replied to by the Company suitably by email.
- (10) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the EGM.
- (11) Convenience of different persons positioned indifferent time zones has been kept in mind before scheduling the time for this Meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company has sent the Notice of EGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders whose email addresses are registered with the Company / Depositories. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below;



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- (1) For Physical shareholders - Please provide necessary details like 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 Company at compliance@tihil.co.in.
- (2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- (3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository
- (4) If you have any queries or issues regarding attending EGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in or contact at 1800 1020 990 and 1800 22 44 30.
- (5) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Amit Vishal, Assistant Vice President, (NSDL) National Securities Depository Limited, A Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013 or send an email to evoting@nsdl.co.in or call on 022-24994360.

General Guidelines for shareholders:

- I. The remote e-voting commences at 9:00 a.m. (IST) on Saturday, 24th December, 2022 and ends at 5:00 p.m. on Tuesday, 27th December, 2022 both days inclusive. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/ entitlement date of Wednesday, 21st December, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast and confirmed by the Member, he shall not be allowed to change it subsequently.
- II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- III. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date of Wednesday, 21st December, 2022 shall be entitled to avail the facility of remote e-voting as well as e-voting at the EGM.
- IV. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on Wednesday, 21st December, 2022 for determining the eligibility to vote by electronic means or at the Meeting.
- V. Any person who becomes a member of the Company after the date of this Notice of the Meeting and holding shares as on the cut-off date i.e. Wednesday, 21st December, 2022 may obtain the User ID and Password by sending an email request to compliance@tihil.co.in.
- VI. The Company has appointed CS Heti R. Gandhi, Proprietor of HDS & Associates, Company Secretaries, Ahmedabad (Membership No: F11884 & CP No: 17840) as the Scrutinizer to scrutinize the remote e-voting process and casting of vote through the e-voting system during the EGM in a fair and transparent manner.
- VII. The Scrutinizer shall not later than 48 hours from the conclusion of the Meeting, issue consolidated Scrutinizer's Report of remote e-voting and e-voting at EGM, of the total votes casted in favor or against, if any, to the Chairman of the Meeting or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting.
- VIII. The results declared along with the Scrutinizer's Report shall also be placed on the Company's website www.tihil.co.in and on the website of NSDL and communicated to BSE where the shares of the Company are listed.
- IX. The resolutions shall be deemed to be passed on the date of Extra Ordinary General Meeting of the Company, subject to receipt of sufficient votes.
- X. You can also update your mobile number and Email id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.
- XI. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off Date i.e. Wednesday, 21st December, 2022 only shall be entitled to avail the facility of remote e-voting or for participation at the EGM and e-voting thereat.



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Email: compliance@tihil.co.in; Tel +91-79-46008108

Contact Details:

Company	Trans India House Impex Limited (Formerly known as IO System Limited) Registered office: Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1, Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh; Email: compliance@tihil.co.in ; Tel +91-79-46008108; CIN: L74110UP1987PLC008764
Registrar and Share Transfer Agent	MAS Services Limited T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. Phone No.: +91 11 2638 7281 82, 83, Fax no.: +91 11 2638 7384 E-mail: info@masserv.com
E-voting Agency	National Securities Depository Limited NSDL Help Desk at Tel No.(Toll Free) (1800 1020 990 / 1800 224 430) e-Mail Us at : evoting@nsdl.co.in
Scrutinizer	CS Heti R. Gandhi, HDS & Associates 300, Platinum Plaza, Opp. IOC Petrol Pump, Bodakdev, Ahmedabad-380054 Mobile: 9909587835 Email - hetidshah@gmail.com

By order of the Board of Directors
For Trans India House Impex Limited
(Formerly known as IO System Limited)
SD/-

29th November, 2022
Ahmedabad

Mrugesh Ashwin Kumar Vyas
Company Secretary and Compliance Officer
PAN - AIXPV8495M and Membership No: ACS: 49190

Registered office: Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1,
Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh;
Email: compliance@tihil.co.in; Tel +91-79-46008108; CIN: L74110UP1987PLC008764

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the businesses mentioned in the accompanying Notice:

Item no: 01 and 02:

To facilitate issue of further Equity Shares which might be required in future with a view to augment resources for the business of the Company commensurate with the nature and size of your Company, your Directors recommend to reclassify and increase the Authorised Share Capital of the Company.

The existing Authorized Share Capital of the Company is INR 25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) each and the current Paid up Equity Share Capital of the Company is INR 16,90,00,000 (Sixteen Crore Ninety Lakh only) divided into 1,69,00,000 (One Crore Sixty Nine Lakh) Equity Shares of INR 10/- (Rupees Ten only) each and further issue of Equity Share Capital would require reclassification and increase the existing Authorized Share Capital of the Company and amendment in the Capital Clause V of Memorandum of Association (MoA) of the Company.

Accordingly, it is therefore proposed to reclassify and thereafter increase the existing Authorized Share Capital as follows:

- (a) To reclassify and amend the existing Capital Clause of Memorandum of Association (MoA) of the Company from its present Authorized Share Capital of INR 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) each to INR 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each on reclassification of 5,00,000



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(Five Lakh) Preference Shares of INR 100/- (Rupees One Hundred only) to 50,00,000 (Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each of the Company.

- (b) To increase the Authorised Share Capital of the Company and amend the existing Capital Clause of Memorandum of Association (MoA) of the Company from its existing Authorized Share Capital of INR 25,00,00,000 (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of INR 10/- (Rupees Ten only) each and is hereby increased to INR 51,00,00,000 (Rupees Fifty One Crores only) divided into 5,10,00,000 (Five Crore Ten Lakh) Equity Shares of INR 10/- (Rupees Ten only) each by creating additional 2,60,00,000 (Two Crores Sixty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each ranking Pari Passu in all respects with the existing Equity Shares of the Company.

Pursuant to the provisions of Sections 13, 61, and 64 and other applicable provisions of the Act and subject to applicable statutory and regulatory approvals, reclassification and increase in Authorized Share Capital and Alteration in the Capital Clause of the Memorandum of Association, requires approval of the Members and any other applicable statutory and regulatory approvals.

Subject to the approval of the Shareholders of the Company, the Board of Directors at their Meeting held on Tuesday, 29th November, 2022 had approved the reclassification, increase in Authorised Share Capital and amendment in the Capital Clause of Memorandum of Association (MoA) of the Company.

A draft copy of the modified Memorandum of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting.

The Board recommends aforesaid proposals set out at item no: 01 and 02 for the approval of the Shareholders of the Company by way of passing of Special Resolutions.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 01 and 02 of this Notice except to the extent of their shareholding if any, in the Company.

Item no: 03:

Your Directors recommend to alter the existing Articles of Association of the Company to facilitate issue of further Equity Shares or any other Securities which might be required in future with a view to augment resources for the business of the Company commensurate with the nature and size of your Company.

Accordingly, it is proposed to amend the existing Articles of Association of the Company by inserting a new Sub-Clause (89) in the existing Clause II of the Articles of Association of the Company as follows:

Issue of further Equity Shares or other Securities

- 89.** *Subject to the applicable provisions of the Companies Act, 2013 read with rules framed thereunder including the guidelines, regulations, directions and circulars and these Articles, the Company may issue equity shares or debentures or preference shares or warrants or any other securities in any manner whatsoever including by way of rights issue, bonus issue, employee stock option scheme, employee stock purchase scheme, sweat equity shares subject to compliance with applicable sections of the Companies Act, 2013 and rules framed thereunder and also by way of preferential offer and/or private placement to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.*

Pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with rules framed there under consent of the Members of the Company is required to amend the Articles of Association of the Company.

Subject to the approval of the Shareholders of the Company, the Board of Directors at their Meeting held on Tuesday, 29th November, 2022 had approved the amendment in the Articles of Association (AoA) of the Company.



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A draft copy of the modified Articles of Association is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the date of the Extra Ordinary General Meeting.

The Board recommends aforesaid proposal set out at item no: 03 for the approval of the Shareholders of the Company by way of passing of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 03 of this Notice except to the extent of their shareholding if any, in the Company.

Item no: 04:

At present, the Company's Registered Office is situated at Noida in the State of Uttar Pradesh. In view of the change in the Promoters and Management of the Company and also with a view to have better operational and administrative controls and conveniences, it has been recommended and approved by the Board of the Company to shift the registered office of the Company from its present address at Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1, Sector 142, Noida, Gautam Buddha Nagar – 201301, Uttar Pradesh falls under State of Uttar Pradesh” under the jurisdiction of Registrar of Companies, Uttar Pradesh situated at Kanpur to B-1101, Titanium Square, B/h Sarveshwar Tower, Opp. B. M. W. Show Room, Thaltej, Ahmedabad – 380054, Gujarat falls under State of Gujarat under the jurisdiction of Registrar of Companies, Gujarat situated at Ahmedabad.

The proposed shifting of the registered office is not prejudicial to the interest of any stakeholder of the Company.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, the shifting of Registered Office of the Company from one State to another and consequent alteration of the situation clause of Memorandum of Association pertaining to the place of the registered office of the Company requires approval of the shareholders by way of a Special Resolution. Further, the alteration of Memorandum of Association relating to the place of registered office from one State to another shall not have effect unless approved by the Central Government (Powers delegated to the Regional Director).

Accordingly, the approval of the shareholders is sought for shifting of the Registered Office of the Company from its present location at “Noida, State of Uttar Pradesh” under the jurisdiction of Registrar of Companies, Uttar Pradesh situated at Kanpur to “Ahmedabad, State of Gujarat” under the jurisdiction of Registrar of Companies, Gujarat situated at Ahmedabad and consequential amendment to Memorandum of Association of the Company.

The Board recommends aforesaid proposal set out at item no: 04 for the approval of the Shareholders of the Company by way of passing of Special Resolution.

None of the Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of this Notice except to the extent of their shareholding if any, in the Company.

Item no: 05:

The Board of Directors of the Company at their meeting held on Tuesday, 29th November, 2022 had approved and decided to seek approval of the members of the Company by way of a Special Resolution to create, offer, issue and allot, at an appropriate time, in one or more tranches, upto 1,92,51,000 (One Crore Ninety Two Lakh Fifty One Thousand) Convertible Equity Warrants (“the Warrants”) of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees as mentioned herein below on a cash subscription basis with a right exercisable by the Warrant holders to subscribe for 1 (One) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, aggregating upto INR 19,25,10,000/-



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(Rupees Nineteen Crores Twenty Five Lakh Ten Thousand only) to the Promoters and Non-Promoters as mentioned below by way of preferential issue. Such Warrants shall be converted into fully paid up Equity Shares of face value of INR 10/- (Rupees Ten only) each at a price of INR 10/- (Rupees Ten Only) each which is at par of the face value within a period of 18 months from the date of allotment of Warrants as set out in the Notice and the guidelines/regulations issued by SEBI in this regard.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of Convertible Warrants to be Issued (Upto)
1	Mayank Suresh Jolly	Indian Individual Promoters	150000
2	Irfan Abdulrahimbhai Qureshi	Indian Individual Promoters	150000
3	Sunsource Capital Services India Limited (Formerly Nisha Securities Limited)	Indian Company registered under the Companies Act, 1956, Promoters.	400000
4	Hiren Kirankumar Mala	Indian Individual, (Non-Promoter)	210000
5	Payel Kabiraj	Indian Individual, (Non-Promoter)	70000
6	Kripali Harikesh Patel	Indian Individual, (Non-Promoter)	501000
7	Imran Abdulbhai Kureshi	Indian Individual, (Non-Promoter)	50000
8	Pravinkumar Ganeshbhai Thakkar	Indian Individual, (Non-Promoter)	50000
9	Gayatriben Vipulkumar Thakkar	Indian Individual, (Non-Promoter)	50000
10	Pravinaben Girishbhai Patel	Indian Individual, (Non-Promoter)	50000
11	Imdadullah Abdulkarim Sheikh	Indian Individual, (Non-Promoter)	50000
12	Rubbiben Ubeddullahbhai Sheikh	Indian Individual, (Non-Promoter)	25000
13	Salma Ubaidullah Shaikh	Indian Individual, (Non-Promoter)	25000
14	Harsh Kalpeshbhai Raval	Indian Individual, (Non-Promoter)	30000
15	Abdulkadar Abubakar Chugda	Indian Individual, (Non-Promoter)	30000
16	Aljina Mohmdasif Chugada	Indian Individual, (Non-Promoter)	10000
17	Aarti Hardik Dholakiya	Indian Individual, (Non-Promoter)	30000
18	Kalliwalla Mohmad Arfath	Indian Individual, (Non-Promoter)	30000
19	Alka Sanat Biswas	Indian Individual, (Non-Promoter)	20000
20	Ranjeet Madhukarrao Pawar	Indian Individual, (Non-Promoter)	20000
21	Afazal Hanifbhai Sumara	Indian Individual, (Non-Promoter)	20000
22	Marjina Abid Sumra	Indian Individual, (Non-Promoter)	10000
23	Khushbu Agarwal	Indian Individual, (Non-Promoter)	20000
24	Foram Ravikumar Shah	Indian Individual, (Non-Promoter)	15000
25	Riddhiben Krunal Shah	Indian Individual, (Non-Promoter)	10000
26	Neelam Roopsingh Chauhan	Indian Individual, (Non-Promoter)	12500
27	Saurabh Rajeshsingh Chauhan	Indian Individual, (Non-Promoter)	12500
28	Vinaysingh Mahendrabhai Chauhan	Indian Individual, (Non-Promoter)	12500
29	Atish Sherbahadursingh Bhadoriya	Indian Individual, (Non-Promoter)	12500
30	Daxaben Deepakkumar Topiwala	Indian Individual, (Non-Promoter)	12500
31	Deepak Harishchandra Topiwala	Indian Individual, (Non-Promoter)	12500
32	Manali Jigar Topiwala	Indian Individual, (Non-Promoter)	12500
33	Jigar Dipak Topiwala	Indian Individual, (Non-Promoter)	12500
34	Bharatiben Kamleshbhai Shah	Indian Individual, (Non-Promoter)	10000
35	Swati Mehta	Indian Individual, (Non-Promoter)	10000
36	Arvindbhai Babubhai Barot	Indian Individual, (Non-Promoter)	10000
37	Devratsinh Pradipsinh Parmar	Indian Individual, (Non-Promoter)	10000
38	Aaftab Khokhar	Indian Individual, (Non-Promoter)	40000
39	Archna Malik	Indian Individual, (Non-Promoter)	10000
40	Kulajit Kumar Mohanlal Goyal	Indian Individual, (Non-Promoter)	10000
41	Rahul Nareshkumar Shah	Indian Individual, (Non-Promoter)	10000
42	Amarendra Kumar Singh	Indian Individual, (Non-Promoter)	10000



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43	Rujuta Dhirajsinh Rathod	Indian Individual, (Non-Promoter)	100000
44	Shyam Sunder Aggarwal	Indian Individual, (Non-Promoter)	100000
45	Vaishali Singh Chauman	Indian Individual, (Non-Promoter)	100000
46	Hitendra Ratilal Joshi	Indian Individual, (Non-Promoter)	100000
47	Rahul Balkrushna Patole	Indian Individual, (Non-Promoter)	100000
48	Kinjal Manan Dhakan	Indian Individual, (Non-Promoter)	100000
49	Tejas Umesh Thakur	Indian Individual, (Non-Promoter)	100000
50	Jeet Ajaykumar Patel	Indian Individual, (Non-Promoter)	100000
51	Nakul Bhaskarbai Patel	Indian Individual, (Non-Promoter)	100000
52	Udied Kapoor	Indian Individual, (Non-Promoter)	100000
53	Jaykumar Mohanlal Kalyani	Indian Individual, (Non-Promoter)	100000
54	Shruti Keyur Mehta	Indian Individual, (Non-Promoter)	100000
55	Krish Nalinbhai Patel	Indian Individual, (Non-Promoter)	100000
Total			19251000

Pursuant to the provisions of Section 23(1)(b), 42 and 62 (1)(c) of the Companies Act, 2013 (the "Act") and Regulation 160 of SEBI ICDR Regulations, 2018, any preferential allotment of Securities needs to be approved by the shareholders by way of a Special Resolution.

The consent of the Shareholders is being sought by way of a special resolution to enable the Board to issue and allot Warrants as may be permitted under applicable laws to the proposed allottees as mentioned in the resolution and the Explanatory Statement in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI ICDR Regulations, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottees of Warrants have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date i.e. Monday, 28th November, 2022.

The following details of the proposed preferential issue of Warrants are disclosed in accordance with the provisions of Companies (Share Capital and Debenture) Rules 2014 and Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time:

a. The objects of the preferential issue:

The proceeds of the proposed issue will be utilized for any or in combination with one or more of the below mentioned purposes such as:

- To augment the funds for the expansion and diversification of the business of the Company.
- To meet the long term and short term working capital requirements of the Company.
- To repay the Debt and Borrowings, whether Secured or Unsecured of the Company.
- To meet any nature of capital expenditure to be incurred for expansion and diversification including to manufacture any new product.
- For general corporate purpose.

b. Total number of securities to be issued:

The Board intends to offer, issue and allot at an appropriate time, in one or more tranches upto 1,92,51,000 (One Crore Ninety Two Lakh Fifty One Thousand) Convertible Equity Warrants ("the Warrants") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees on a cash subscription basis with a right exercisable by the Warrant holders to subscribe for 1 (One) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face



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value per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company, aggregating upto INR

19,25,10,000/- (Rupees Nineteen Crores Twenty Five Lakh Ten Thousand only) to the proposed allottees on preferential basis in accordance with SEBI (ICDR) Regulations and other applicable laws.

c. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to a maximum of upto INR 19,25,10,000/- (Rupees Nineteen Crores Twenty Five Lakh Ten Thousand only) by issue of upto 1,92,51,000 (One Crore Ninety Two Lakh Fifty One Thousand) Convertible Equity Warrants ("the Warrants") of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Warrant or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the proposed Allottees on a cash subscription basis with a right exercisable by the Warrant holders to subscribe for 1 (One) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company.

d. The proposal of the Promoters, Directors and Key Management persons of the Company to subscribe to the proposed preferential offer:

The Promoter of the Company intends to subscribe to the issue of Warrants upto an aggregate amount of INR 7,00,00,000/- (Rupees Seven Crores only) the details of which is mentioned herein below:

Name of the Promoter(s)	Maximum Number of Convertible Equity Warrants (Upto)	Value of each Convertible Equity Warrants (In INR)	Maximum Amount (In INR) (Upto)
Mayank Suresh Jolly	1500000	10/-	15000000
Irfan Abdulrahimbhai Qureshi	1500000	10/-	15000000
Sunsorce Capital Services India Limited (Formerly Nisha Securities Limited)	4000000	10/-	40000000
Total	7000000	10/-	70000000

Apart from them, No other Promoter & Promoter Group / Directors / Key Managerial personnel of the Company intends to subscribe to the Warrants under the Preferential Issue. The proposed allotment of Warrants is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than Promoters and Promoters Group.

Each Warrant will be convertible into 1 (One) Equity Share of face value of INR 10/- (Rupees Ten Only) each at a price of INR 10/- (Rupees Ten only) each which is at par of the face value per Equity Share or such other higher price as may be determined in accordance with the provisions of the applicable Act, Rules, Regulations and Directions and Articles of Association of the Company.

e. Relevant Date for issuance of Convertible Equity Warrants:

The "Relevant Date" in terms of the SEBI (ICDR) Regulations 2018 for determination of minimum price is **Monday, 28th November, 2022**, which is 30 days prior to the date of passing of special resolution by the Shareholders at the ensuing Extra Ordinary General Meeting i.e. Wednesday, 28th December, 2022 for approving the preferential issue on private placement basis.



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Pursuant to provisions of the SEBI (ICDR) Regulations 2018, issue price of each Warrant is fixed at INR 10/- (Rupees Ten only) per Warrant, which price is not less than the minimum price at which the Equity Shares are permitted to be issued as per ICDR Regulations.

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, 28th November, 2022 and are frequently 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. 28th 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. 28th 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.

(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 (in case of frequently traded shares):

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 6.35/- (Rupees Six and Thirty Five Paise Only) being the higher of the following:

- (i) INR 4.94/- (Rupees Four and Ninety Four 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;



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(ii) INR 6.35/- (Rupees Six and Thirty Five 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) INR 9.65 (Rupees Nine and Sixty Five Paise Only) being the price calculated and determined under the Valuation Report dated 29th 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.

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.

g. 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, 28th 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 166A(1) of the SEBI (ICDR) Regulations 2018, the Company has taken Valuation Report dated 29th 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 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 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, 28th 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.



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h. The class or classes of persons to whom the allotment is proposed to be made:

The preferential issue of Warrants is proposed to be made to the Promoters and Non-Promoter/Public group as detailed herein below. The Company has already obtained PAN of all the proposed Allottees.

S. No	Name of the proposed Allottee(s)	Category	Maximum Number of Convertible Warrants to be Issued (Upto)	Maximum Amount per Warrant (In INR)(Upto)
1	Mayank Suresh Jolly	Indian Individual Promoters	1500000	15000000
2	Irfan Abdulrahimbhai Qureshi	Indian Individual Promoters	1500000	15000000
3	Sunsource Capital Services India Limited (Formerly Nisha Securities Limited)	Indian Company registered under the Companies Act, 1956, Promoters.	4000000	40000000
4	Hiren Kirankumar Mala	Indian Individual, (Non-Promoter)	2100000	21000000
5	Payel Kabiraj	Indian Individual, (Non-Promoter)	700000	7000000
6	Kripali Harikesh Patel	Indian Individual, (Non-Promoter)	501000	5010000
7	Imran Abdulbhai Kureshi	Indian Individual, (Non-Promoter)	500000	5000000
8	Pravinkumar Ganeshbhai Thakkar	Indian Individual, (Non-Promoter)	500000	5000000
9	Gayatriben Vipulkumar Thakkar	Indian Individual, (Non-Promoter)	500000	5000000
10	Pravinaben Girishbhai Patel	Indian Individual, (Non-Promoter)	500000	5000000
11	Imdadullah Abdulkarim Sheikh	Indian Individual, (Non-Promoter)	500000	5000000
12	Rubbiben Ubeddullahbhai Sheikh	Indian Individual, (Non-Promoter)	250000	2500000
13	Salma Ubaidullah Shaikh	Indian Individual, (Non-Promoter)	250000	2500000
14	Harsh Kalpeshbhai Raval	Indian Individual, (Non-Promoter)	300000	3000000
15	Abdulkadar Abubakar Chugda	Indian Individual, (Non-Promoter)	300000	3000000
16	Aljina Mohmdasif Chugada	Indian Individual, (Non-Promoter)	100000	1000000
17	Aarti Hardik Dholakiya	Indian Individual, (Non-Promoter)	300000	3000000
18	Kalliwalla Mohmad Arfath	Indian Individual, (Non-Promoter)	300000	3000000
19	Alka Sanat Biswas	Indian Individual, (Non-Promoter)	200000	2000000
20	Ranjeet Madhukarrao Pawar	Indian Individual, (Non-Promoter)	200000	2000000
21	Afazal Hanifbhai Sumara	Indian Individual, (Non-Promoter)	200000	2000000
22	Marjina Abid Sumra	Indian Individual, (Non-Promoter)	100000	1000000
23	Khushbu Agarwal	Indian Individual, (Non-Promoter)	200000	2000000
24	Foram Ravikumar Shah	Indian Individual, (Non-Promoter)	150000	1500000
25	Riddhiben Krunal Shah	Indian Individual, (Non-Promoter)	100000	1000000
26	Neelam Roopsingh Chauhan	Indian Individual, (Non-Promoter)	125000	1250000
27	Saurabh Rajeshsingh Chauhan	Indian Individual, (Non-Promoter)	125000	1250000
28	Vinaysingh Mahendrabhai Chauhan	Indian Individual, (Non-Promoter)	125000	1250000
29	Atish Sherbahadursingh Bhadoriya	Indian Individual, (Non-Promoter)	125000	1250000
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31	Deepak Harishchandra Topiwala	Indian Individual, (Non-Promoter)	125000	1250000
32	Manali Jigar Topiwala	Indian Individual, (Non-Promoter)	125000	1250000
33	Jigar Dipak Topiwala	Indian Individual, (Non-Promoter)	125000	1250000
34	Bharatiben Kamleshbhai Shah	Indian Individual, (Non-Promoter)	100000	1000000
35	Swati Mehta	Indian Individual, (Non-Promoter)	100000	1000000
36	Arvindbhai Babubhai Barot	Indian Individual, (Non-Promoter)	100000	1000000
37	Devratsinh Pradipsinh Parmar	Indian Individual, (Non-Promoter)	100000	1000000
38	Aaftab Khokhar	Indian Individual, (Non-Promoter)	400000	4000000
39	Archna Malik	Indian Individual, (Non-Promoter)	100000	1000000
40	Kulajit Kumar Mohanlal Goyal	Indian Individual, (Non-Promoter)	100000	1000000
41	Rahul Nareshkumar Shah	Indian Individual, (Non-Promoter)	100000	1000000
42	Amarendra Kumar Singh	Indian Individual, (Non-Promoter)	100000	1000000



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43	Rujuta Dhirajsinh Rathod	Indian Individual, (Non-Promoter)	100000	1000000
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49	Tejas Umesh Thakur	Indian Individual, (Non-Promoter)	100000	1000000
50	Jeet Ajaykumar Patel	Indian Individual, (Non-Promoter)	100000	1000000
51	Nakul Bhaskarbhai Patel	Indian Individual, (Non-Promoter)	100000	1000000
52	Udied Kapoor	Indian Individual, (Non-Promoter)	100000	1000000
53	Jaykumar Mohanlal Kalyani	Indian Individual, (Non-Promoter)	100000	1000000
54	Shruti Keyur Mehta	Indian Individual, (Non-Promoter)	100000	1000000
55	Krish Nalinbhai Patel	Indian Individual, (Non-Promoter)	100000	1000000
Total			19251000	192510000

i. The Shareholding Pattern of the Company before and after the preferential issue:

The Shareholding Pattern of the Company before and after the allotment of Warrants i.e. after conversion of Warrants into Equity Shares within 18 months from the date of allotment of Convertible Warrants.

Sr. No.	Category	Pre - Issue Shareholding as on 25/11/2022		Equity Shares to be allotted on Conversion of Convertible Equity Warrants	Post - Issue Shareholding	
		No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)
I	Promoters Holdings					
a.	Indian					
(i)	Individual/ Hindu Undivided Family	64,49,307	38.16	30,00,000	94,49,307	26.14
(ii)	Bodies Corporate	61,96,393	36.67	40,00,000	1,01,96,393	28.21
	Sub - Total	1,26,45,700	74.83	70,00,000	1,96,45,700	54.34
b.	Foreign Promoters	--	--	--	--	--
	Sub - Total (A)	1,26,45,700	74.83	70,00,000	1,96,45,700	54.34
II	Non Promoters holding					
1	Institutional Investors	--	--	--	--	--
2	Non-Institutional Investor					
(i)	Individuals	30,40,558	17.99	1,22,51,000	1,52,91,558	42.30
(ii)	Body Corporates	11,89,341	7.04	--	11,89,341	3.29
(ii)	Any Other					
	Non-Resident Individuals	24,401	0.14	--	24,401	0.07
	Hindu Undivided Family	--	--	--	--	--
	Sub Total (B)	42,54,300	25.17	1,22,51,000	1,65,05,300	45.66
	GRAND TOTAL	1,69,00,000	100.00	1,92,51,000	3,61,51,000	100.00



TRANS INDIA HOUSE IMPEX LIMITED

(Formerly known as IO System Limited)

CIN: L74110UP1987PLC008764

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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; Tel +91-79-46008108

Notes:

1. The above shareholding pattern has been calculated on the basis of full conversion of all Warrants be issued to the proposed Allottees.
2. The pre and post issue shareholding has been calculated, based on the shareholding of the Company as on 25/11/2022.
3. The post issue shareholding details mentioned hereinabove are calculated only on the basis of allotment and conversion of Warrants to be issued on preferential basis to the above mentioned allottees. However if any warrants are not issued or allotted and/or the warrants are not exercised, the figures will change accordingly.
4. The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management / control of the Company as a result of the proposed allotment and conversion of the warrants into Equity shares.

j. Proposed time within which the preferential issue shall be completed:

The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the aforesaid Special Resolution in the captioned Extra Ordinary General Meeting or 15 days from the date of receipt of necessary regulatory approvals, if any, whichever is later or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

The Equity Shares shall be issued and allotted by the Company in dematerialized form to the proposed Allottee(s) within a period of fifteen (15) days from the date on which the Allottee(s) had exercised his/their rights to convert the Warrants which will be within the tenure of Eighteen (18) months from date of allotment of Warrants.

k. Identity of Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control:

Sr. No.	Identity of the Allottees	Category	The natural persons who are the ultimate beneficial owners/ ultimately controlling the proposed allottees																						
1	Sunsource Capital Services India Limited (Formerly Nisha Securities Limited)	Indian Company registered under the Companies Act, 1956, Promoters.	<p>The Shareholding pattern of the Company is as follows:</p> <table border="1"> <thead> <tr> <th>Name of the Shareholder</th> <th>% of total Equity Share Capital and Voting Power</th> </tr> </thead> <tbody> <tr> <td>Nisha Surendrasingh Rajput</td> <td>5.00</td> </tr> <tr> <td>Surendrasingh Netrapalsinh Rajput</td> <td>5.00</td> </tr> <tr> <td>Swapnil Surendrasingh Rajput</td> <td>33.00</td> </tr> <tr> <td>Shweta Swapnil Rajput</td> <td>5.00</td> </tr> <tr> <td>Mitesh Surendrasingh Rajput</td> <td>32.00</td> </tr> <tr> <td>Hiral Surendrasingh Rajput</td> <td>5.00</td> </tr> <tr> <td>Sandeepsingh Dhillon</td> <td>5.00</td> </tr> <tr> <td>Bhavesh H. Dave</td> <td>5.00</td> </tr> <tr> <td>Shivbhadrasingh Chudasma</td> <td>5.00</td> </tr> <tr> <td>Total</td> <td>100.00</td> </tr> </tbody> </table>	Name of the Shareholder	% of total Equity Share Capital and Voting Power	Nisha Surendrasingh Rajput	5.00	Surendrasingh Netrapalsinh Rajput	5.00	Swapnil Surendrasingh Rajput	33.00	Shweta Swapnil Rajput	5.00	Mitesh Surendrasingh Rajput	32.00	Hiral Surendrasingh Rajput	5.00	Sandeepsingh Dhillon	5.00	Bhavesh H. Dave	5.00	Shivbhadrasingh Chudasma	5.00	Total	100.00
Name of the Shareholder	% of total Equity Share Capital and Voting Power																								
Nisha Surendrasingh Rajput	5.00																								
Surendrasingh Netrapalsinh Rajput	5.00																								
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Shweta Swapnil Rajput	5.00																								
Mitesh Surendrasingh Rajput	32.00																								
Hiral Surendrasingh Rajput	5.00																								
Sandeepsingh Dhillon	5.00																								
Bhavesh H. Dave	5.00																								
Shivbhadrasingh Chudasma	5.00																								
Total	100.00																								

Apart from above mentioned, all the proposed Allottees are the self-beneficial owners/persons controlling being the natural persons.



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I. The percentage (%) of Post Preferential Issue Capital that may be held by Allottees and Change in Control, if any, consequent to the Preferential Issue:

Sr. No.	Identity of the Allottees	Category	% of Pre-Preferential Issue Capital		Post-Preferential holding (after conversion of Convertible Warrants)	
			No. of Equity Shares	% of Holding	No. of Equity Shares	% of Holding
1	Mayank Suresh Jolly	Indian Individual Promoters	31,61,425	18.71	46,61,425	12.89
2	Irfan Abdulrahimbhai Qureshi	Indian Individual Promoters	32,87,882	19.45	47,87,882	13.24
3	Sunsource Capital Services India Limited (Formerly Nisha Securities Limited)	Indian Company registered under the Companies Act, 1956, Promoters.	61,96,393	36.67	1,01,96,393	28.21
4	Hiren Kirankumar Mala	Indian Individual, (Non-Promoter)	NIL	NIL	21,00,000	5.81
5	Payel Kabiraj	Indian Individual, (Non-Promoter)	NIL	NIL	7,00,000	1.94
6	Kripali Harikesh Patel	Indian Individual, (Non-Promoter)	NIL	NIL	5,01,000	1.39
7	Imran Abdulbhai Kureshi	Indian Individual, (Non-Promoter)	NIL	NIL	5,00,000	1.38
8	Pravinkumar Ganeshbhai Thakkar	Indian Individual, (Non-Promoter)	NIL	NIL	5,00,000	1.38
9	Gayatriben Vipulkumar Thakkar	Indian Individual, (Non-Promoter)	NIL	NIL	5,00,000	1.38
10	Pravinaben Girishbhai Patel	Indian Individual, (Non-Promoter)	NIL	NIL	5,00,000	1.38
11	Imdadullah Abdulkarim Sheikh	Indian Individual, (Non-Promoter)	NIL	NIL	5,00,000	1.38
12	Rubbiben Ubeddullahbhai Sheikh	Indian Individual, (Non-Promoter)	NIL	NIL	2,50,000	0.69
13	Salma Ubaidullah Shaikh	Indian Individual, (Non-Promoter)	NIL	NIL	2,50,000	0.69
14	Harsh Kalpeshbhai Raval	Indian Individual, (Non-Promoter)	NIL	NIL	3,00,000	0.83
15	Abdulkadar Abubakar Chugda	Indian Individual, (Non-Promoter)	NIL	NIL	3,00,000	0.83
16	Aljina Mohmdasif Chugada	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
17	Aarti Hardik Dholakiya	Indian Individual, (Non-Promoter)	NIL	NIL	3,00,000	0.83
18	Kalliwala Mohmad	Indian Individual,	NIL	NIL	3,00,000	0.83



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	Arfath	(Non-Promoter)				
19	Alka Sanat Biswas	Indian Individual, (Non-Promoter)	NIL	NIL	2,00,000	0.55
20	Ranjeet Madhukarrao Pawar	Indian Individual, (Non-Promoter)	NIL	NIL	2,00,000	0.55
21	Afazal Hanifbhai Sumara	Indian Individual, (Non-Promoter)	NIL	NIL	2,00,000	0.55
22	Marjina Abid Sumra	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
23	Khushbu Agarwal	Indian Individual, (Non-Promoter)	NIL	NIL	2,00,000	0.55
24	Foram Ravikumar Shah	Indian Individual, (Non-Promoter)	NIL	NIL	1,50,000	0.41
25	Riddhiben Krunal Shah	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
26	Neelam Roopsingh Chauhan	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
27	Saurabh Rajeshsingh Chauhan	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
28	Vinaysingh Mahendrabhai Chauhan	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
29	Atish Sherbahadursingh Bhadoriya	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
30	Daxaben Deepakkumar Topiwala	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
31	Deepak Harishchandra Topiwala	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
32	Manali Jigar Topiwala	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
33	Jigar Dipak Topiwala	Indian Individual, (Non-Promoter)	NIL	NIL	1,25,000	0.35
34	Bharatiben Kamleshbhai Shah	Indian Individual, (Non-Promoter)	3000	0.02	1,03,000	0.28
35	Swati Mehta	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
36	Arvindbhai Babubhai Barot	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
37	Devratsinh Pradipsinh Parmar	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
38	Aaftab Khokhar	Indian Individual, (Non-Promoter)	NIL	NIL	4,00,000	1.11



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39	Archna Malik	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
40	Kulajit Kumar Mohanlal Goyal	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
41	Rahul Nareshkumar Shah	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
42	Amarendra Kumar Singh	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
43	Rujuta Dhirajsinh Rathod	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
44	Shyam Sunder Aggarwal	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
45	Vaishali Singh Chauman	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
46	Hitendra Ratilal Joshi	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
47	Rahul Balkrushna Patole	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
48	Kinjal Manan Dhakan	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
49	Tejas Umesh Thakur	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
50	Jeet Ajaykumar Patel	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
51	Nakul Bhaskarbhai Patel	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
52	Udjet Kapoor	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
53	Jaykumar Mohanlal Kalyani	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
54	Shruti Keyur Mehta	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28
55	Krish Nalinbhai Patel	Indian Individual, (Non-Promoter)	NIL	NIL	1,00,000	0.28

m. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Identity of the Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
1	Mayank Suresh Jolly	Indian Individual Promoters	No change in Status
2	Irfan Abdulrahimbhai Qureshi	Indian Individual Promoters	
3	Sunsource Capital Services India Limited (Formerly Nisha Securities Limited)	Indian Company registered under the Companies Act, 1956, Promoters.	
4	Hiren Kirankumar Mala	Indian Individual, (Non-Promoter)	
5	Payel Kabiraj	Indian Individual, (Non-Promoter)	



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Sr. No.	Identity of the Allottees	Current Status (Promoter/Non-Promoter)	Proposed Status (Promoter/Non-Promoter)
6	Kripali Harikesh Patel	Indian Individual, (Non-Promoter)	
7	Imran Abdulbhai Kureshi	Indian Individual, (Non-Promoter)	
8	Pravinkumar Ganeshbhai Thakkar	Indian Individual, (Non-Promoter)	
9	Gayatriben Vipulkumar Thakkar	Indian Individual, (Non-Promoter)	
10	Pravinaben Girishbhai Patel	Indian Individual, (Non-Promoter)	
11	Imdadullah Abdulkarim Sheikh	Indian Individual, (Non-Promoter)	
12	Rubbiben Ubeddullahbhai Sheikh	Indian Individual, (Non-Promoter)	
13	Salma Ubaidullah Shaikh	Indian Individual, (Non-Promoter)	
14	Harsh Kalpeshbhai Raval	Indian Individual, (Non-Promoter)	
15	Abdulkadar Abubakar Chugda	Indian Individual, (Non-Promoter)	
16	Aljina Mohmdasif Chugada	Indian Individual, (Non-Promoter)	
17	Aarti Hardik Dholakiya	Indian Individual, (Non-Promoter)	
18	Kalliwalla Mohmad Arfath	Indian Individual, (Non-Promoter)	
19	Alka Sanat Biswas	Indian Individual, (Non-Promoter)	
20	Ranjeet Madhukarrao Pawar	Indian Individual, (Non-Promoter)	
21	Afazal Hanifbhai Sumara	Indian Individual, (Non-Promoter)	
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32	Manali Jigar Topiwala	Indian Individual, (Non-Promoter)	
33	Jigar Dipak Topiwala	Indian Individual, (Non-Promoter)	
34	Bharatiben Kamleshbhai Shah	Indian Individual, (Non-Promoter)	
35	Swati Mehta	Indian Individual, (Non-Promoter)	
36	Arvindbhai Babubhai Barot	Indian Individual, (Non-Promoter)	
37	Devratsinh Pradipsinh Parmar	Indian Individual, (Non-Promoter)	
38	Aaftab Khokhar	Indian Individual, (Non-Promoter)	
39	Archna Malik	Indian Individual, (Non-Promoter)	
40	Kulajit Kumar Mohanlal Goyal	Indian Individual, (Non-Promoter)	
41	Rahul Nareshkumar Shah	Indian Individual, (Non-Promoter)	
42	Amarendra Kumar Singh	Indian Individual, (Non-Promoter)	
43	Rujuta Dhirajsinh Rathod	Indian Individual, (Non-Promoter)	
44	Shyam Sunder Aggarwal	Indian Individual, (Non-Promoter)	
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n. Change in control, if any in the issuer consequent to the preferential issue:

There will be no change in control of the Company upon the allotment of Equity Shares upon the conversion of Warrants. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the exercise of the right conversion by the warrant holders.

o. The Company hereby undertakes that:

Since the Company's Equity Shares are listed and traded for a period more than 90 trading days, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

p. Lock-in period:

The Warrants and the Equity Shares to be allotted upon exercise of the right of conversion of the warrants and entire preferential allotment shareholding of the Allottee(s) will be subject to applicable lock-in and transfer restrictions stipulated under the ICDR Regulations.

q. Listing:

The Company will make an application to the stock exchange at which the existing equity shares are listed, for listing of the Equity Shares to be issued and allotted upon the conversion of Warrants to be issued on preferential basis. Such Equity Shares will rank pari-passu with the existing Equity Shares.

r. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

s. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2021-22 and during the period from 1 April, 2022 till the date of this notice.

t. Practicing Company Secretary Certificate:

The Company has obtained a certificate dated 29th November, 2022 from CS Heti R. Gandhi, Proprietor of HDS & Associates, Company Secretaries, Ahmedabad (Membership No: F11884 & CP No: 17840) certifying that the present proposed preferential allotment is being made in accordance with the requirements contained in SEBI (ICDR) Regulations, 2018 as amended from time to time and the copy of the same has been hosted on the website of the Company which can be accessed at www.tihil.co.in under Investors tab and will be placed will be made available before the shareholders of the Company at Extra Ordinary General Meeting to be held on Wednesday, 28th 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.

u. Other Disclosures / Undertakings:

- ✓ It is hereby confirmed that neither the Company nor its Directors or Promoters or KMPs and to the Company's Knowledge and any of its Promoters are willful defaulter or fraudulent borrower in accordance with the guidelines on willful defaulters issued by Reserve Bank of India and SEBI ICDR Regulations, 2018.
- ✓ None of its Directors or Promoters is a fugitive economic offender or fraudulent borrower as defined under the SEBI ICDR Regulations 2018.
- ✓ The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.



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- ✓ All the Equity shares to be allotted arising from the conversion of the Warrants by way of preferential issue shall be made fully paid up at the time of the allotment.
- ✓ The proposed allottee(s) have not sold or transferred any equity shares during the 90 trading days preceding the Relevant Date.
- ✓ The Warrants and the Equity Shares arising from the conversion of the Warrants to be issued and allotted by the Company in the manner aforesaid shall be in dematerialised form only and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company and be listed on stock exchange where the equity shares of the Company is listed.
- ✓ None of the person belonging to Promoter(s) or the Promoter group of the Company has previously subscribed to Warrants of the Company and also not failed to exercise the Warrants issued by the Company.
- ✓ As on date of this Notice, as per the information, documents and records available and to the best of the knowledge, the Company does not have any outstanding dues to the Securities Exchange Board of India ("Board"), BSE Limited (BSE) and the Depositories.
- ✓ All the Equity Shares held by the proposed Allottees in the Company are in dematerialised form.

The said special resolution will, if passed, enable the Board on behalf of the Company, to issue and allot Warrants on a preferential basis to the persons whether or not they are members of the Company as permitted by 23(1)(b), 42 and Section 62 (1)(c) of the Companies Act, 2013. The Company, in consultation with its advisors, experts and others concerned, will fix the detailed terms and conditions of the issue which will be in line with the requirements of the guidelines issued by the Securities and Exchange Board of India (SEBI) and by other concerned authorities.

The Board accordingly recommends the Special Resolution set out at Item No. 05 of the accompanying Notice for your approval.

Except for Mr. Mayank Suresh Jolly, Mr. Irfan Abdulrahimbhai Qureshi and Sunsource Capital Services India Limited (Formerly Nisha Securities Limited), Directors and Promoters of the Company and their relatives, none of the other Directors and Key Managerial Personnel or their relatives are in any way interested in the resolution except to the extent of their shareholdings in the Company.

**By order of the Board of Directors
For Trans India House Impex Limited
(Formerly known as IO System Limited)**

SD/-

**29th November, 2022
Ahmedabad**

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

Registered office: Office No. 1109, Corporate Park Tower, A/1, Plot No. 7A/1,
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