



**DIVYANSHU SAHNI & ASSOCIATES  
COMPANY SECRETARIES**

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**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2022**

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

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

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

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

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

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

vi. Other laws applicable specifically to the company.

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

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

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

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

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

We further report that:-

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

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

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

Place: New Delhi

Date: 12-08-2022

Signature: Sd/-

Name of Company Secretary in practice / Firm:

Divyanshu Sahni & Associates

ACS NO: A42200

C P No.: 18449

**UDIN : F011737D000788084**

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

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

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

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

Place: New Delhi  
Date: 12-08-2022

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

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,

**The Members of**

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

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

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

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

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

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

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

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

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

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

**Place: Ahmedabad**

**Date: September, 02<sup>nd</sup>, 2022**

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



**DIVYANSHU SAHNI & ASSOCIATES  
COMPANY SECRETARIES**

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

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

Dear Sir,

We have examined:

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

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

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

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

Place: New Delhi  
Date: 24-05-2022

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